



**The Commonwealth of Massachusetts  
William Francis Galvin**

Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512  
Telephone: (617) 727-9640

**Special Instructions**

If there are any questions, please  
call Kevin Bouchard at  
617-458-9619.

**Restated Articles of Organization  
(General Laws, Chapter 180, Section 7)**

**Federal Identification Number:** 203767246

We KEVIN BOUCHARD  **President**  **Vice President, (select one)**

and ANN MARIE BOUCHARD  **Clerk**  **Assistance Clerk, (select one)**

of THE DOBBYN FOUNDATION, INC. located at: 11 MARION ROAD BELMONT, MA 02478

do hereby certify that the following Restatement of Articles of Organization was duly adopted at a meeting held on: November 20, 2005, by vote of: by a vote of: ALL members, 0 directors, or 0 shareholders, being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

**ARTICLE I**

The name of the corporation is:  
THE DOBBYN FOUNDATION, INC.

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

THE PRIMARY OBJECTIVE OF THE DOBBYN FOUNDATION IS TO RAISE AND DISTRIBUTE MONEY THAT WILL ENABLE THE CHILDREN OF EAST AFRICA TO ACHIEVE A SECONDARY EDUCATION. OUR MISSION IS TO MAKE SECONDARY EDUCATION POSSIBLE FOR CHILDREN WHO WOULD OTHERWISE BE MARGINALIZED FROM SCHOOLING DUE TO REPRESSIVE SCHOOL FEES.

THE DOBBYN FOUNDATION SEEKS TO BE A FUNCTIONAL ADVOCATE COMMITTED TO THE PRINCIPAL THAT EDUCATION IS A FUNDAMENTAL HUMAN RIGHT. ACCESS TO SECONDARY EDUCATION SHOULD BE INDISCRIMINATE OF INCOME, SOCIAL CLASS, OR NATIONAL ORIGIN. OUR VISION IS TO EMPOWER CHILDREN BY PROVIDING ACCESS TO EDUCATION BY ELIMINATING BARRIERS, WHICH PROHIBIT LEARNING FOR THE INDIVIDUAL AND THEIR COMMUNITY.

IN ADDITION, THE CORPORATION MAY ENGAGE IN ALL CHARITABLE, EDUCATIONAL AND CIVIC ACTIVITIES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FOR ANY SUCCESSOR PROVISION THEREFORE AND MAY BE CARRIED OUT BY A CORPORATION UNDER CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING, WITHOUT LIMITATION, SOLICITING AND RAISING FUNDS TO BE DISTRIBUTED FOR CHARITABLE PURPOSES.

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### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THE DOBBYN FOUNDATION, INC., SHALL HAVE ONE CLASS OF MEMBERSHIP. ANY INDIVIDUAL SHALL BE QUALIFIED TO BECOME A MEMBER UPON ELECTION BY THE BOARD OF DIRECTORS, AND SHALL CONTINUE AS A MEMBER UNTIL THE INDIVIDUALS TERM HAS EXPIRED, AS FIXED BY THE BOARD OF DIRECTORS.

ADDITIONAL PROVISIONS SPECIFYING THE RIGHTS AND OBLIGATIONS OF MEMBERS SHALL BE CONTAINED IN THE BYLAWS OF THIS CORPORATION PURSUANT TO, AND IN ACCORDANCE WITH, THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS.

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### ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: *(If there are no provisions state "NONE")*

- (A) THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION IN ITS CORPORATE NAME.
- (B) MEETINGS OF THE DIRECTORS AND OFFICERS MAY BE HELD ANYWHERE IN THE UNITED STATES OF AMERICA.
- (C) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT (TO THE EXTENT PROVIDED BY APPLICABLE LAW) FOR LIABILITY (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ACTS OF OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.
- (D) THE CORPORATION SHALL MAKE NO CONTRIBUTION FOR OTHER THAN CHARITABLE OR EDUCATIONAL PURPOSES.
- (E) THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW IN ANY ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF.
- (F) THE DIRECTORS OF THE CORPORATION MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART.
- (G) THE CORPORATION MAY SOLICIT AND RECEIVE CONTRIBUTIONS FROM ANY AND ALL SOURCES AND MAY RECEIVE AND HOLD, IN TRUST OR OTHERWISE, FUNDS RECEIVED BY GIFT OR BEQUEST.
- (H) NO PART OF THE NET EARNINGS OR THE ASSETS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY OFFICER OR DIRECTOR OF THE CORPORATION OR ANY PRIVATE INDIVIDUAL, EXCEPT THAT THE CORPORATION MAY PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS EXCEPT PURPOSES.
- (I) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, EXCEPT TO THE EXTENT PERMITTED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF (OR IN OPPOSITION TO) ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF ORGANIZATION, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXCEPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.
- (J) IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, SHALL DISTRIBUTE, IN ANY PROPORTION CONSIDERED PRUDENT, ALL THE ASSETS OF THE CORPORATION, PURSUANT TO MASSACHUSETTS GENERAL LAWS, CHAPTER 180, SECTION 11A, TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE OR EDUCATIONAL PURPOSES AND AT THE TIME QUALIFYING AS AN EXCEPT ORGANIZATION OR ORGANIZATIONS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES. IN ALL EVENTS, THE CORPORATION SHALL COMPLY WITH THE PROVISIONS OF CHAPTER 180, SECTION 11A OF THE MASSACHUSETTS GENERAL LAWS.
- (K) THE CORPORATION MUST ACT, OR REFRAIN FROM ACTING, IN ANY MANNER AS IN SPECIFIED IN CHAPTER 68A OF THE MASSACHUSETTS GENERAL LAWS.
- (L) THE DIRECTORS SHALL HAVE THE POWER TO FIX THEIR COMPENSATION FROM TIME TO TIME. NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION OR OTHER ORGANIZATION IN WHICH ONE OR MORE OF ITS DIRECTORS OR OFFICERS ARE DIRECTORS OR OFFICERS, OR HAVE FINANCIAL OR OTHER INTEREST, SHALL BE VOID OR VOIDABLE SOLELY FOR THIS REASON, OR SOLELY BECAUSE THE DIRECTOR OR OFFICER IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OF DIRECTORS OF COMMITTEE THEREOF WHICH AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE, NOR SHALL ANY DIRECTOR OR OFFICER BE UNDER ANY

LIABILITY TO THE CORPORATION ON ACCOUNT OF ANY SUCH CONTRACT OR TRANSACTION IF:

(1) THE MATERIAL FACTS AS TO HIS RELATIONSHIP OR INTEREST AND AS TO THE CONTRACT OR TRANSACTION ARE DISCLOSED OR ARE KNOWN TO THE BOARD OF DIRECTORS OR THE COMMITTEE, AND THE BOARD OR COMMITTEE AUTHORIZED THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTES OF A MAJORITY OF THE DISINTERESTED DIRECTORS, EVEN THOUGH THE DISINTERESTED DIRECTORS BE LESS THAN A QUORUM; OR

(2) THE CONTRACT OR TRANSACTION IS FAIR AS THE CORPORATION AS OF THE TIME IT IS AUTHORIZED, APPROVED OR RATIFIED, BY THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF. COMMON OR INTERESTED DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OF DIRECTORS OR OF A COMMITTEE WHICH AUTHORIZES THE CONTRACT OF TRANSACTION.

(M) THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY ANY PERSON SERVING OR WHO HAS SERVED AS A DIRECTOR, OFFICER, EMPLOYEE, OR OTHER AGENT OF THE CORPORATION, OR AT ITS REQUEST AS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF ANY ORGANIZATION, OR AT ITS REQUEST IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTIONS OF JUDGMENTS, IN COMPROMISE OF AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH HE MAY BE INVOLVED OR WITH WHICH HE MAY BE THREATENED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF HIS BEING OR HAVING BEEN SUCH AS DIRECTOR OR OFFICER (OR IN ANY CAPACITY WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN), EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION (OR, TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTEREST OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN); PROVIDED, HOWEVER THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH PERSON, PURSUANT TO A CONSENT DECREE OR OTHERWISE, NOT INDEMNIFICATION EITHER FOR SAID PAYMENT OR FOR ANY OTHER EXPENSES SHALL BE PROVIDED UNLESS SUCH AS COMPROMISE AND INDEMNIFICATION THEREFORE SHALL BE APPROVED:

(I) BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DISINTERESTED DIRECTORS;

(II) IF SUCH A QUORUM CANNOT BE OBTAINED, THEN BY A MAJORITY VOTE OF A COMMITTEE OF THE BOARD OF DIRECTORS CONSISTING OF ALL THE DISINTERESTED DIRECTORS;

(III) IF THERE ARE NOT TWO OR MORE DISINTERESTED DIRECTORS IN OFFICE, THAN BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, PROVIDED THEY HAVE OBTAINED A WRITTEN FINDING BY SPECIAL INDEPENDENT LEGAL COUNSEL APPOINTED BY A MAJORITY OF THE DIRECTORS TO THE EFFECT THAT, BASED UPON A REASONABLE INVESTIGATION OF THE RELEVANT FACTS AS DESCRIBED IN SUCH OPINION, THE PERSON TO BE INDEMNIFIED APPEARS TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION (OR, TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN); OR

(IV) BY COURT OF COMPETENT JURISDICTION.

IF AUTHORIZED IN THE MANNER SPECIFIED ABOVE FOR COMPROMISE OF PAYMENTS, EXPENSES INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY SUCH PERSON IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING MAY BE PAID FOR TIME TOT TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF (A) AN AFFIDAVIT OF SUCH INDIVIDUAL OF HIS GOOD FAITH BELIEF THAT HE HAS MET THE STANDARD OF CONDUCT NECESSARY OF FOR THE INDEMNIFICATION UNDER THIS ARTICLE, AND (B) AN UNDERTAKING BY SUCH INDIVIDUAL TO REPAY THE AMOUNTS SO PAID TO THE CORPORATION IF IT IS ULTIMATELY DETERMINED THAT INDEMNIFICATION FOR SUCH EXPENSES IS NOT AUTHORIZED BY LAW OR UNDER THIS ARTICLE, WHICH UNDERTAKING MAY BE ACCEPTED WITHOUT REFERENCE TO THE FINANCIAL ABILITY OF SUCH PERSON TO MAKE REPAYMENT.

THE RIGHTS OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY SUCH INDEMNIFIED PERSON MAY BE ENTITLED. NOTHING CONTAINED HEREIN SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATE PERSONNEL OTHER THAN THE PERSONS DESIGNATED IN THIS ARTICLE MAY BE ENTITLED BY

CONTRACT, BY VOTE OF THE BOARD OF DIRECTORS, OR OTHERWISE UNDER LAW.

AS USED HEREIN THE TERMS "PERSON," "DIRECTOR," "OFFICER," "EMPLOYEE," AND "AGENT" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS, AND AN "INTERESTED: DIRECTOR OR OFFICER IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDING IN QUESTION OR OTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING.

IF ANY TERM OR PROVISION HEREOF, OR THE APPLICATION THEREOF TO ANY PERSON OR CIRCUMSTANCES, SHALL TO ANY EXTENT BE HELD INVALID OR UNENFORCEABLE, THE REMAINDER HEREOF, OR THE APPLICATION OR SUCH TERM OR PROVISION TO PERSONS OR CIRCUMSTANCES OTHER THAN THOSE AS TO WHICH IT IS HELD INVALID OR UNENFORCEABLE, SHALL NOT BE AFFECTED THEREBY, AND EACH TERM AND PROVISION HEREOF SHALL BE HELD VALID AND BE ENFORCED TO THE FULLEST EXTENT PERMITTED BY LAW.

(N) ALL REFERENCES HEREIN TO (I) THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED, (II) ANY CHAPTER OF THE MASSACHUSETTS GENERAL LAWS SHALL BE DEEMED TO REFER TO SAID CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED, AND (III) PARTICULAR SECTIONS OF THE INTERNAL REVENUE CODE OR MASSACHUSETTS GENERAL LAWS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR PROVISIONS HEREAFTER ADOPTED.

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**Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.**

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#### ARTICLE V

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**Later Effective Date:**

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#### ARTICLE VI

The information contained in Article VIII is not a permanent part of the Articles of Organization

**a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:**

**No. and Street:** 11 MARION ROAD

**City or Town:** BELMONT                      **State:** MA                      **Zip:** 02478                      **Country:** USA

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**b. The name, residential address and post office address of each director and officer is as follows:**  
(A president, treasurer, clerk, and at least one director are required.)

**Title:** TREASURER Expiration of Term: October 2007

First Name: KEVIN Middle Name: Last Name: BOUCHARD

Residential Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

Post Office Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

**Title:** CLERK Expiration of Term: October 2007

First Name: ANN MARIE Middle Name: Last Name: BOUCHARD

Residential Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

Post Office Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

**Title:** DIRECTOR Expiration of Term: October 2007

First Name: IAN Middle Name: Last Name: ISHERWOOD

Residential Address: 48 SACHEM VILLAGE

City: WEST LEBANON State: NH Zip: 03784

Country: USA

Post Office Address: 48 SACHEM VILLAGE

City: WEST LEBANON State: NH Zip: 03784

Country: USA

**Title:** DIRECTOR Expiration of Term: October 2007

First Name: DANIEL Middle Name: Last Name: SULLIVAN

Residential Address: 67 LONSDALE ST. APT 3

City: DORCHESTER CENTER State: MA Zip: 02124

Country: USA

Post Office Address: 67 LONSDALE ST. APT 3

City: DORCHESTER CENTER State: MA Zip: 02124

Country: USA

**Title:** PRESIDENT Expiration of Term: October 2007

First Name: KEVIN Middle Name: Last Name: BOUCHARD

Residential Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

Post Office Address: 11 MARION ROAD

City: BELMONT State: MA Zip: 02478

Country: USA

<b>Title:</b> VICE PRESIDENT		Expiration of Term: October 2007	
First Name: STEPHEN	Middle Name:	Last Name: QUIRK	
Residential Address: 130 DARTMOUTH ST. APT 1			
City: PORTLAND	State: ME	Zip: 04103	
Country: USA			
Post Office Address: 130 DARTMOUTH ST. APT 1			
City: PORTLAND	State: ME	Zip: 04103	
Country: USA			
<b>Title:</b> DIRECTOR		Expiration of Term: October 2007	
First Name: DARY	Middle Name:	Last Name: GOODRICH	
Residential Address: 71 ST. ROSE STREET APT 3			
City: JAMAICA PLAIN	State: MA	Zip: 02130	
Country: USA			
Post Office Address: 71 ST. ROSE STREET APT 3			
City: JAMAICA PLAIN	State: MA	Zip: 02130	
Country: USA			
<b>Title:</b> DIRECTOR		Expiration of Term: October 2007	
First Name: DANIEL	Middle Name:	Last Name: JEWETT	
Residential Address: 57 MAYNARD ROAD			
City: ARLINGTON	State: MA	Zip: 02474	
Country: USA			
Post Office Address: 57 MAYNARD ROAD			
City: ARLINGTON	State: MA	Zip: 02474	
Country: USA			

**c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:** December

**d. The name and business address of the resident agent, if any, of the corporation is:**

**Name:** ANN MARIE BOUCHARD  
**No. and Street:** 11 MARION ROAD  
  
**City or Town:** BELMONT                      **State:** MA                      **Zip:** 02478                      **Country:** USA

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

ARTICLE II WAS AMENDED TO REFERENCE EAST AFRICA, RATHER THAN JUST THE COUNTRY OF UGANDA.

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**SIGNED UNDER THE PENALTIES OF PERJURY, this 21 Day of November, 2005.**

KEVIN BOUCHARD,

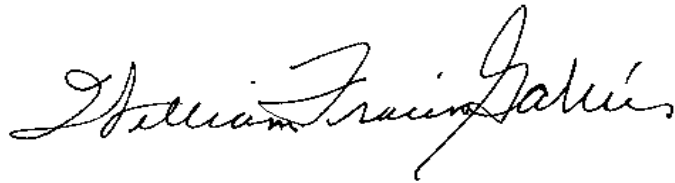
ANN MARIE BOUCHARD,

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THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*