

# The Commonwealth of Massachusetts

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Secretary of the Commonwealth  
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## **ARTICLES OF ORGANIZATION (General Laws, Chapter 180)**

### **ARTICLE I**

Alumni and Friends of the Universidad Central de Venezuela, Corp.

### **ARTICLE II**

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

The corporation is irrevocably dedicated to charitable and scientific purposes. The corporation shall engage in the following activities:

1. Promote the collaboration between the Corporation, the Association of Alumni and Friends of the Universidad Central de Venezuela based in Venezuela and the Universidad Central de Venezuela in projects, fundraising events, scientific and academic research, exchange of personnel and students with other academic or scientific organizations, organizing symposiums, forums, classes and other activities in furtherance of the purpose of the corporation.
2. Organize and contribute with fundraising events, activities and other charitable projects with the purpose of obtaining resources for the Universidad Central de Venezuela.
3. Promote gatherings of alumni of the Universidad Central de Venezuela through academic, professional, cultural, sports and social events.
4. Any other lawful acts or activities for which corporations may be organized under the laws of the Commonwealth of Massachusetts.

### **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 qualification 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 classes of members shall be set forth in the by-laws.

## **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:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purposes hereof. The property of this corporation is irrevocably dedicated to charitable and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The Association of Alumni and Friends of the Universidad Central de Venezuela based in Venezuela will have the capacity to establish administrative and operational rules of the corporation, in compliance with all state and federal laws.