

# The Commonwealth of Massachusetts

## PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE  
BOSTON, MASS. 02133

### ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)  
Incorporators

NAME	RESIDENCE
<i>Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.</i>	
Dr. Huy Ngoc Nguyen, 1673 Cambridge Street,	Cambridge, Ma. 02138
Dr. Hai Ba Pho, 794 Broadway Street,	Lowell, Ma. 01854
<del>Professor Liem Van Tran, 310 Common Street,</del>	<del>Watertown, Ma. 02172</del>
Mr. Walter W. Mode, 35 Ridge Avenue,	Natick, Ma. 01760
<del>Dr. Nghia Van Nguyen, 88 Edgewood Road,</del>	<del>Westwood, Ma. 02090</del>
Mr. Gia Thai Pho, 44 Washington Street,	Lowell, Ma. 01852

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

INDOCHINESE REFUGEES FOUNDATION, INC.

2. The purposes for which the corporation is formed are as follows:

Said Foundation is organized exclusively for charitable and educational purposes, including cooperation with other similar organizations that qualify as tax exempt organizations, under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

To achieve these purposes, the Foundation shall establish the following goals:

a) The assistance or relief of the indigent, distressed and/or underprivileged members through social assistance and/or pecuniary aid, alone or in cooperation with individuals, groups and organizations interested in the Indochinese ethnic groups.

The assistance shall be extended particularly to members desiring to organize funerals and matrimonial ceremonies in conformity with their customs and religious beliefs. Aid will also be provided to members who, due to sudden separation from their spouses or relatives, or due to (see page 2A)

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

loss of employment following the 1975 evacuation, are living in distress and should be assisted in time, to prevent grave mental disorder and/or desperate physical acts.

b) The lessening of misunderstandings and tensions among Indochinese refugees and their American sponsors, neighbors, or employers.

c) The development of bi-cultural and bilingual educational programs suitable for the Indochinese refugees. These programs shall take cognizance of the desire of the Foundation to preserve the ethnic heritages and the native tongues of those of Indochinese descent.

To achieve these goals, the Foundation shall use the following means:

i/ Instruction in American customs and culture through the use of various forms of mass communication.

ii/ Organization and operation of cultural centers, libraries, book-mobile, etc. . . with publications in English and Indochinese languages, for the benefit of children interested in their ethnic origins, as well as adults who do not have sufficient knowledge of English to use books available in local libraries.

iii/ Assistance in the forms of consultation with cities and towns for the implementation of Indochinese bilingual programs. This shall include the recommendation of standards for the selection of bilingual teachers.

iv/ Awarding of scholarships or fellowships to members or their children for study and research into subjects related to the Indochinese civilization.

To carry on any other activity which may be lawfully carried on by a non-profit corporation organized under G. L. Ch. 180, whether or not related to those referred to in the foregoing paragraphs and which are concurrently permitted to carry on by organizations that qualify as tax exempt organizations, under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

c) Sustaining members are individuals, groups, or organizations who have contributed material or financial aid to the Foundation.

d) Honorary members are individuals who have rendered exceptional service to the Foundation.

The sustaining and honorary members are nominated by the Board of Directors and admitted by the charter members with a simple majority vote.

The duration of membership of all four categories is unlimited. However, membership may be terminated by resignation or revocation. Revocation of membership shall be determined by a two-thirds vote of the charter members for due cause such as non payment of dues, grave misconduct, and/or personal activities that are not compatible with the purposes of the Foundation.

Except for the charter members, the members of the last three categories do not have the right to vote or the obligation and/or duties as specified in the by-laws.

3. If the corporation has more than one class of members the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

The Foundation has four categories of members: charter members, associate members, sustaining members, and honorary members.

a) Charter members shall be the incorporators, who shall form the initial Board of Directors, and any other persons subsequently appointed by the Board of Directors by a simple majority vote. Charter members are the policy makers of the Foundation. They have the only voting right and hold all the rights, privileges, and obligations conferred to them by these Articles of Organization and its by-laws. They may hold any position in the Foundation.

b) Associate members are admitted by the Board of Directors with a simple majority vote upon the recommendation of two charter members in good standing. To maintain membership, associate members must pay a nominal annual dues as prescribed in the by-laws. They have the right to participate in all activities performed or offered by the Foundation. They may be appointed by the Board of Directors to any position in the Executive Committee or to any special committee as established in the by-laws. (see page 3A)

4. 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 Foundation shall inure to the benefit of, or be distributable to, its members, officers, or other individuals, except that the Board of Directors 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 article second hereof.

The Foundation shall not engage in the dissemination of propaganda or otherwise attempt to advocate or influence legislation, and the Foundation shall not participate in, or intervene in, or authorize the use of its name (including the publishing, distribution and endorsement of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on:

a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or

b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law. (see page 4A)

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation in such manner, or to such organization or organizations founded and operated exclusively for charitable and/or education purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Foundation 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.

17409

RECEIVED

JAN 27 1977

CORPORATION DIVISION  
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 27<sup>th</sup> day of January 1977

Effective date

*Paul Guzzi*

PAUL GUZZI

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
CHARTER TO BE SENT TO

OK

Robert W. Carlson, Esq.

44 Bay State Road

Wellesley Hills, Massachusetts 02181

FILING FEE \$30.00

237 6698

CHARTER MAILED  
DELIVERED

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

c/o International Institute of Boston, 287 Commonwealth Ave., Boston, Ma. 02115.

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Dr. Huy Ngoc Nguyen,	1673 Cambridge Street, Apt. 2 Cambridge, Ma. 02138.	same
Treasurer: Dr. Hai Ba Pho,	794 Broadway Street, Lowell, Ma. 01854.	same
Clerk: Professor. Liem Van Tran,	310 Common Street, Watertown, Ma. 02172.	same
Directors: (or officers having the powers of directors)		
Mr. Walter W. Mode,	35 Ridge Ave., Natick, Ma. 01760	same
Dr. Nghia Van Nguyen,	88 Edgewood Rd., Westwood, Ma. 02090.	same
Mr. Gia Thai Pho,	44 Washington Street, Lowell, Ma. 01852	same

c. The date initially adopted on which the corporation's fiscal year ends is:

June 30

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

The last Saturday of the month of September

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

None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this

27th day of January 1977

We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officer(s) have not been similarly convicted. If so convicted, explain.

Graham Ho ..... Nghia Van Nguyen ..... Hai B. Pho  
Huy Nguyen ..... Liam O. Tracy ..... Walter W. Mode

The signature of each incorporator which is not a natural person must be by an individual who shall show the