

HARVARD VETERANS ALUMNI ORGANIZATION, INC.

Articles of Organization

Continuation Sheet: Article IV

(a) Powers . Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in Section 6 of Chapter 180 and Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws as amended from time to time, except those powers referred to in paragraph (m) of Section 9 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with (i) Chapter 180 or any other Chapter of the Massachusetts General Laws, and (ii) the exemption from taxation under Section 501(c)(19) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

(b) Tax Exemption . No part of the assets or net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation or any individual; 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 (whether or not by the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(19) of the Internal Revenue Code.

(c) Dissolution . Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) or 501(c)(19) of the Internal Revenue Code, as determined by the members of the corporation.

(d) Non-Discrimination . In administering its programs and activities, the corporation shall not discriminate on the basis of race, ethnicity, gender, religion or sexual orientation.

(e) Meetings Anywhere in the United States . Except as otherwise specifically provided by the By-laws of the corporation, meetings of the members and directors of the corporation may be held anywhere in the United States .

(f) Amendment of the By-laws by Directors . The directors of the corporation may make, amend or repeal the By-laws of the corporation in whole or in part, except with respect to any provision thereof which by law, these Articles or the By-laws of the corporation requires action by the members.

(g) Indemnification . Except as otherwise provided below, the corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(19) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a member, director or officer of the corporation, or who serves at its request as a member, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to the corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Any Person who at the request of the corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the corporation. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the corporation, after notice that indemnification is involved, by (1) a disinterested majority of the board of directors or (2) if there are no disinterested directors, by a majority of the disinterested members, or (3) if there are no disinterested directors and no disinterested members, by independent legal counsel representing the corporation and appointed by a majority of the directors then in office.

Indemnification may include payment by the corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article 4(g), the terms "director", "member", and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested"

member, director or officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article 4(g) shall not be exclusive of or affect any other rights to which any member, director or officer may be entitled under any agreement, statute or otherwise. The corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person. Nothing contained in this Article 4(g) shall affect any rights to which corporate personnel other than members, directors or officers may be entitled by contract or otherwise.

(h) Exculpation; No Personal Liability . No director or officer shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of the director's or officer's duty of loyalty to the corporation or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the director or officer derived an improper personal benefit. The members, the directors and the officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

(i) Successor Provisions . All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.