

INCUMBENCY CERTIFICATE
FOR
WATERFORD PLACE MANAGEMENT, LLC

The undersigned hereby certifies for the reliance of Oak Grove Commercial Mortgage, LLC, a Delaware limited liability company, the United States Department of Housing and Urban Development, Massachusetts Housing Finance Agency and Ballard Spahr LLP, as of the date set forth below, as follows:

1. The undersigned is the duly elected and acting President of Chinese Consolidated Benevolent Association of New England, Inc., the sole Manager and Member of Waterford Place Management, LLC, a Massachusetts limited liability company (the "Company");
2. Attached hereto as Exhibit A is a true and correct copy of the Certificate of Organization, dated April 13, 2007 and filed April 20, 2007, with the Secretary of the Commonwealth of Massachusetts, including all amendments thereto, and they have not been further amended, rescinded or revoked and are currently in full force and effect;
3. Attached hereto as Exhibit B is a true, correct and complete copy of the Company's Operating Agreement dated June 12, 2007, including all amendments thereto and they have not been further amended, rescinded or revoked and are currently in full force and effect. The Operating Agreement also contains a scrivener's error inasmuch as it incorrectly references the date of filing of the Certificate of Organization as "March 30, 2007" instead of "April 20, 2007." The signature block in the Operating Agreement transposed the words "Consolidated" and "Chinese" in "Chinese Consolidated Benevolent Association of New England, Inc." It is hereby acknowledged and affirmed that this transposition was merely a typographical error and has no other significance;
4. Attached hereto as Exhibit C is a true, correct and complete copy of the Resolution, which was duly authorized by the Company on May 27, 2014, authorizing the Company to enter into the contemplated loan transaction, and such Resolution has not been rescinded or otherwise amended, and are in full force and effect as of the date set forth below;
5. The following persons and entities named below are the managers and members of the Company:

NAME

TITLE

Chinese Consolidated Benevolent Association
of New England, Inc.

Sole Manager & Sole Member

6. Attached hereto as Exhibit D is a true and correct copy of the Company's Certificate of Good Standing issued by the Secretary of Commonwealth of Massachusetts.

Dated: July 16, 2014

CHINESE CONSOLIDATED BENEVOLENT
ASSOCIATION OF NEW ENGLAND, INC.

Witnessed by:



By: 
Hung Goon, President

Exhibit “A”

FILED

APR 20 2007

**Certificate of Organization
of
Waterford Place Management, LLC**

**SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION**

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), the undersigned, in order to form a limited liability company, hereby certifies as follows:

1. *Federal Employer Identification Number.* The limited liability company to be formed has applied for (but not yet received) a federal employer identification number.
2. *Name of the Limited Liability Company.* The name of the limited liability company to be formed is Waterford Place Management, LLC (the "LLC").
3. *Office of the Limited Liability Company.* The address of the office of the LLC in the Commonwealth at which the LLC will maintain its records in accordance with the Act is: 90 Tyler Street, Boston, Massachusetts 02111.
4. *Business of the LLC.* The general character of the business of the LLC is (i) to own, operate, manage, develop, finance and lease real estate of all kinds and descriptions, to subscribe for, purchase, invest in, hold, own, assign, pledge, encumber and otherwise dispose of shares of capital stock, bonds, debentures, mortgages, partnership interests, notes, and other securities, assets, including real or personal property, licenses and other intellectual property and rights thereto, obligations, contracts, and evidences of indebtedness of corporations, companies or other entities, and related and ancillary businesses, and (ii) to engage in any other lawful business in which a limited liability company may be organized under the Act.
5. *Date of Dissolution.* The LLC shall have no fixed date upon which it shall dissolve.
6. *Agent for Service of Process.* The name and address of the resident agent for service of process for the LLC is Michael Wong, 90 Tyler Street, Boston, Massachusetts 02111.
7. *Manager.* The manager of the LLC and its address is as follows: Chinese Consolidated Benevolent Association of New England, Inc. ("CCBA"), 90 Tyler Street, Boston, Massachusetts 02111.
8. *Execution of Documents (Secretary of State).* CCBA, by its designated officers, is authorized to execute on behalf of the LLC any documents to be filed with the Secretary of the Commonwealth of Massachusetts.
9. *Execution of Documents Relating to Real Property.* CCBA, by its designated officers, is authorized to execute, acknowledge, deliver and record on behalf of the LLC any recordable instrument purporting to affect an interest in real property, whether to be recorded with a registry of deeds or with a district office of the Land Court.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of April 13, 2007.


Kai Cheong Lau, Corporate Clerk

Check/Voucher # 11992

CG...
2007 APR 20 PM 3:52
CORPORATIONS DIVISION

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

FILED

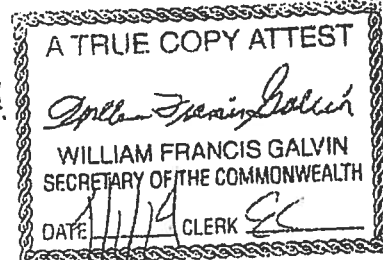
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SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Filed this 20 day APRIL, 2007

William Francis Galvin



William Francis Galvin
Secretary of the Commonwealth

Name WARDEN A. KIRCHENBACH, ESQUIRE

Phone (617) 248-2066

Exhibit “B”

EXHIBIT C

WATERFORD PLACE MANAGEMENT, LLC
(a Massachusetts limited liability company)

OPERATING AGREEMENT

BACKGROUND

1. The CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND, INC. (the "Original Member") has formed a limited liability company, this 15th day of April, 2007, with the name WATERFORD PLACE MANAGEMENT, LLC (the "LLC"), pursuant to the Massachusetts Limited Liability Company Act (the "Act").
2. This Agreement sets forth the Original Member's rights and duties with respect to the LLC.

TERMS AND CONDITIONS

ARTICLE 1:
FORMATION OF THE LLC; ORIGINAL MEMBER.

- 1.1 Effective date of Agreement; formation of LLC. This Agreement shall be effective on the date (the "Effective Date") on which the Original Member shall have signed and dated it, prior to. The Original Member has delivered to the Secretary of State of Massachusetts for filing a Certificate of Organization (the "Certificate") on the 30th day of March, 2007 and attached hereto and made a part hereof as Exhibit "A" is a copy of the filed certificate of Organization of the LLC.
- 1.2 Admission of Original Member. Immediately upon the formation of the LLC, the Original Member shall be the sole Member.

ARTICLE 2:
NAME OF LLC; PURPOSE AND POWERS, ETC.

- 2.1 LLC Name, Purpose, etc. The business and affairs of the LLC shall be conducted solely under the name set forth in the Certificate, and its registered agent, registered office, duration and form of management shall be solely as set forth therein. The purpose of the LLC shall be: (i) to serve as manager of other entities, and in connection therewith, to manage the owner of residential rental apartment complexes, and to engage in activities directly or indirectly related or incidental thereto; and (ii) to engage in any other lawful business in which a limited liability company may engage under Massachusetts law (the "Business").

2.2 LLC Powers. The LLC shall have all powers identified in the Act and any other power necessary or desirable to carry out the purposes of the LLC.

ARTICLE 3:
FISCAL YEAR.

The fiscal year of the LLC shall be the calendar year.

ARTICLE 4:
CAPITAL CONTRIBUTIONS.

Promptly after the formation of the LLC, the Original Member shall contribute the sum of Five Hundred Dollars (\$500) to the LLC. No Member of the LLC shall be entitled to interest on any contribution to the LLC. No Member shall be entitled to the return of any contribution except in connection with the LLC's dissolution. No Member shall be required to make additional contributions to the LLC without the consent of all the Members.

ARTICLE 5:
ALLOCATIONS AND DISTRIBUTIONS; DRAWS.

5.1 Profits and Losses, Distributions. Until the admission of additional Members, the Original Member shall be entitled to all allocations of LLC profits and losses and to allocations of distributions. Upon the admission of any additional Members, each Member shall be entitled to allocations of LLC profits and losses and to allocations of distributions of LLC assets pro rata in accordance with his, her or its Percentage Interest in the LLC.

5.2 Approval of Distributions. Until the admission of additional Members, the Original Member shall be entitled to receive distributions of its share of LLC profits as the majority of the Members shall determine from time to time. Upon the admission of any additional Members, each Member shall be allocated his, her or its share of LLC losses pro rata in accordance with his, her or its Percentage Interest in the LLC, as the majority of the Members shall determine from time to time.

ARTICLE 6:
MANAGEMENT OF LLC.

6.1 Participation in LLC Management. The LLC shall be Member managed.

6.2 Allocation of Votes. The Original Member shall have the exclusive right to vote on LLC matters; provided that, upon admission of additional Members, each Member shall have the right to vote on each LLC matter in accordance with his, her or its Percentage Interest in the LLC.

6.3 Voting Requirements. Except as otherwise provided in this Agreement, each LLC matter shall be decided by vote of the Original Member if it is the sole Member, or the affirmative vote of a majority of Members if additional Members have been admitted.

6.4 Agency. The Original Member shall have the power, right and authority to act as agent for the LLC on all LLC matters; provided, that upon admission of additional Members, no Member shall sign any material contract on behalf of the LLC with any third party unless the contract is first approved by a majority of Members.

ARTICLE 7:
REQUIREMENT OF CONSENT FOR TRANSFERS OF LLC MEMBERSHIPS AND
INTEREST; PLEDGES, ETC.; ADMISSION OF NEW MEMBERS.

7.1 Transfers of Memberships and LLC Interests. Except with the consent of the Original Member, or of a majority of the Members, if additional Members have been admitted, no Member shall transfer to any person any management right or other right or interest of the Member in the LLC, including any portion of the Member's LLC interest.

7.2 Pledges. No Member shall pledge any portion of his, her or its Membership rights or interests, including his LLC interest, without the consent of a majority of the other Members.

7.3 Admission of New Members. No person or entity shall be admitted as a new Member of the LLC except with the consent of the Original Member, or of a majority of the Members if additional Members have been admitted.

ARTICLE 8:
DUTIES OF MEMBERS.

8.1 Duties of Members. Each Member shall use his, her or its best efforts to promote the business of the LLC, but shall not be obligated to work solely on the business of the LLC.

8.2 Duties of Care, Good Faith and Loyalty. In his, her or its actions as a Member of the LLC, each Member: (i) shall use the same care as he, she or it would use in conducting his, her or its own affairs; (ii) shall act in good faith; and (iii) shall act with the utmost loyalty toward the LLC and the other Members.

ARTICLE 9:
RECORDS AND REPORTS.

9.1 Books of Account. The LLC shall maintain proper books of account, which shall comply with all applicable federal income tax regulations and with generally accepted accounting practices as applicable to limited liability companies.

9.2 Annual Reports Relating to Tax Return Preparation. Within ninety (90) days after the close of the fiscal year of the LLC, the LLC shall prepare and deliver to the Members written reports which shall contain all information in the possession of the LLC that is reasonably necessary to enable the Members to prepare their federal income tax returns.

ARTICLE 10:
DISSOLUTION.

The LLC shall dissolve upon the death or dissolution of any Member unless, within 90 days after such death or dissolution, other Members holding a majority of capital and profit interests in the LLC shall vote to continue the LLC.

ARTICLE 11:
TERM AND TERMINATION.

The term of this Agreement shall begin on the Effective Date and shall end upon the earlier of: (i) the date on which the LLC is terminated under this Agreement or under other applicable law; or (ii) the date on which the Original Member or a majority of the Members, if additional Members have been admitted, agree to terminate the LLC.

ARTICLE 12:
MISCELLANEOUS PROVISIONS.

12.1 Entire Agreement. This Agreement contains the complete agreement concerning its subject matter, and it supersedes any earlier agreements concerning its subject matter.

12.2 Amendments. No amendment of this Agreement or of the Certificate of Incorporation shall be valid except in writing signed by the Original Member or a majority of the Members, if additional Members have been admitted.

12.3 Applicability of the Act. Except as otherwise expressly provided in this Agreement and in the Certificate, all provisions of the Act as now in effect and as amended from time to time shall apply in the Agreement as if fully incorporated herein.

12.4 Notices. All notices under this Agreement shall be in writing. They shall be sent by fax or by registered U.S. Mail, return receipt requested, to the Members at their respective addresses as stated below. A Member may change the Member's address for purposes of this Paragraph 12.4 at any time upon reasonable notice to the other Members, if any, or if there are no other Members, to the LLC. Notices shall be deemed to have been received when actually received.

If to the Original Member, to it at:

Chinese Consolidated Benevolent Association of New England, Inc.
90 Tyler Street
Boston, MA 02111

If to the LLC, to it at:

Waterford Place Management, LLC
90 Tyler Street
Boston, MA 02111

With a copy to:

Tarlow, Breed, Hart & Rodgers, P.C.
101 Huntington Avenue, Suite 500
Boston, MA 02199
Attn: Warren A. Kirshenbaum, Esq.

12.5 Governing Law. This Agreement shall be governed by the laws of the Commonwealth of Massachusetts. The parties agree to personal jurisdiction in Suffolk County, Massachusetts. All questions concerning the construction validity, and interpretation of this Agreement and the performance of the obligations imposed by this Agreement shall be governed by the internal law, not the law of conflicts of the Commonwealth of Massachusetts.

12.6 Titles, Headings and Captions. All titles, headings and captions contained herein are included for convenience of reference only and shall not be construed to alter the provisions or to affect the interpretation or construction of this Agreement. Whenever any title, heading or caption is in conflict with the express terms of this Agreement, the express terms of this Agreement shall control.

12.7 Access of Members to Legal Advice. The Member acknowledges that before signing this Agreement and accepting its terms, the Member(s) have had every reasonable opportunity to consider these terms and to review them with an attorney of its choosing; and that it has signed this Agreement knowingly and freely.

12.8 Facsimile Signatures Facsimile signatures shall serve to bind the parties herewith, provided that each party shall promptly deliver hard copies of this Agreement with original signatures to the other parties.

12.9 Counterparts This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

12.10 Severability In the event that any provision of this Agreement, or the application thereof to any person or under any circumstances, is determined to be invalid, unlawful or unenforceable to any extent, then to such extent such provision shall be deemed severed from this Agreement; but the application of such provision to any other persons or under any other circumstances other than those as to which it is determined to be invalid, unlawful or unenforceable, and every remaining provision of this Agreement, shall continue in full force and effect.

12.11 Binding Effect. Except as otherwise expressly provided herein, the provisions of this Agreement shall be binding upon and inure to the benefit of the Members and their respective successors. The provisions hereof shall be for the benefit of and shall be enforceable by the Members and their permitted successors and assigns, but shall not be for the benefit of or enforceable by any third party whatsoever.

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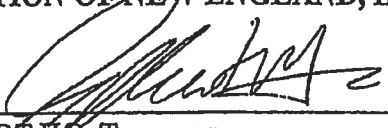
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned being the Original Member and the Sole Member of the LLC have executed this Agreement as of the date set forth hereunder.

**CONSOLIDATED CHINESE BENEVOLENT
ASSOCIATION OF NEW ENGLAND, INC.**

Percentage Interest: 100%

By: _____



Date: June 12, 2007

GILBERT HO, Treasurer

SCHEDULE A

Member	Membership Interest
Chinese Consolidated Benevolent Association of New England, Inc. 90 Tyler Street Boston, MA 02111	100%

Exhibit "C"

RESOLUTIONS

WATERFORD PLACE MANAGEMENT, LLC

The undersigned sole Manager and Member of Waterford Place Management, LLC, a limited liability company organized and existing in good standing under the laws of the Commonwealth of Massachusetts and having a principal place of business at 90 Tyler Street, Boston, MA 02111 (the "Company"), hereby adopts the following resolutions and certifies that the following is a true copy of the votes taken at a meeting of the Members of the Company in accordance with the Certificate of Organization and the Operating Agreement of the Company, which meeting was held in Boston, Massachusetts on May 27, 2014 at 7:00 p.m.:

A quorum being present, upon motion duly made and seconded it was:

- RESOLVED: To authorize the Company to cause and authorize CCBA Waterford Place, LLC (the "Borrower") to enter into a loan from Oak Grove Commercial Mortgage, LLC, a Delaware limited liability company ("Oak Grove") to be insured by the Secretary of Housing and Urban Development ("HUD") under Section 207 pursuant to Section 223 (f) of the National Housing Act, as amended, for the refinancing of property of the Borrower known as Waterford Place Apartments, located at 180-192 Shawmut Avenue, Boston, MA 02118 (the "Project"), which loan shall be upon those terms and conditions contained in that certain Commitment Letter dated January 28, 2014, as amended issued by Oak Grove Capital (the "Loan"), that certain FHA Commitment dated January 24, 2014 and subject to such conditions as the Authorized Signatories (defined below) deem reasonable and appropriate.
- RESOLVED: To authorize the Company to cause and authorize the Borrower to restructure the existing SHARP loan ("SHARP Mortgage Loan") from Massachusetts Housing Finance Agency, a body politic and corporate, organized and operated under the provisions of Chapter 708 of the Acts of 1966 of the Commonwealth of Massachusetts, as amended ("MassHousing"), relative to the Project.
- RESOLVED: That Hung Goon, President and Larry Young, Treasurer of Chinese Consolidated Benevolent Association of New England, Inc. (the "Authorized Signatories") or any one of them acting singularly, be and hereby is authorized and directed in the name and on behalf of the Company, or on behalf of the Company on behalf of the Borrower to negotiate, sign, seal, execute, acknowledge and deliver to Oak Grove and HUD or any other party, promissory notes, mortgages of real estate, affordable housing deed restrictions, and such other or like instruments, documents, notices and certifications in connection with, arising out of, in confirmation of or in furtherance of the transactions authorized by the foregoing votes, all in such form and containing such terms, provisions and conditions as may be necessary or convenient to effectuate the development and refinancing of the Project referred to in the foregoing votes.
- RESOLVED: That the Authorized Signatories or any one of them acting singularly, be and hereby is authorized and direct in the name and on behalf of the Manager on behalf of the Borrower, under its corporate seal affixed if requested or required to negotiate, sign, seal, execute, acknowledge and deliver to MassHousing or any other party: (a) Amended and Restated Subsidy Repayment Note (Waterford

Place); (b) SHARP Mortgage, Security Agreement and Conditional Assignment of Leases and Rents; (c) Release; and (d) Disposition Agreement, and such other or like instruments, documents, notices and certifications in connection with, arising out of, in confirmation of or in furtherance of the transactions authorized by the foregoing votes, all in such form and containing such terms, provisions and conditions as may be necessary or convenient to effectuate the development and refinancing of the Project referred to in the foregoing votes.

RESOLVED: That any of the foregoing persons be and they are hereby authorized and directed in the name and on behalf of the Company, or on behalf of the Company on behalf of the Borrower to sign, seal and deliver such other contracts, agreements, applications and other instruments of every nature, which may be necessary or proper to consummate the transactions authorized by the foregoing votes.

RESOLVED: That the signature of any of the foregoing persons, acting singly, shall be conclusive evidence of the approval of the form, of all of the terms, provisions, conditions, and of the signing, execution, sealing and delivery thereof for and in the name of, and on behalf of, the Company.

RESOLVED: That any and all previous actions taken in connection with the Loan and/or SHARP Mortgage Loan by any manager or member of the Company are hereby ratified and confirmed.

RESOLVED: That said resolutions shall continue in force until express written notice of their prospective rescission or modification, as to future transactions not been undertaken or committed for, has been received by Oak Grove and MassHousing.

I FURTHER CERTIFY that said resolutions are still in full force and effect and have not been amended or revoked, and that the following specimen signature is the signature of the duly elected Authorized Officer authorized to sign for the Company by virtue of these resolutions:

I FURTHER CERTIFY that the Company is a limited liability company duly organized, validly existing and in good standing under and by virtue of the laws of the Commonwealth of Massachusetts; that there is no provision in the organization documents of the Company limiting the authority of the members to adopt the foregoing resolutions or requiring approval of such resolutions by the vote or consent of any other parties; that the Company has the power to carry on its business as now being conducted; and that to the date hereof, no proceedings for the dissolution, liquidation, consolidation or merger have been instituted by or against the Company.

CHINESE CONSOLIDATED BENEVOLENT
ASSOCIATION OF NEW ENGLAND, INC.

Dated: June 17, 2014

BY:

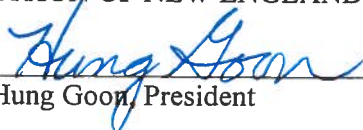

Hung Goon, President

Exhibit “D”



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

June 16, 2014

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

WATERFORD PLACE MANAGEMENT, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **April 20, 2007.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND INC.

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND INC.**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND INC.**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.


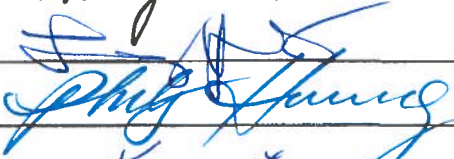


William Francis Galvin

Secretary of the Commonwealth

INCUMBENCY CERTIFICATE
FOR
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND, INC.

The undersigned hereby certifies for the reliance of Oak Grove Commercial Mortgage, LLC, the United States Department of Housing and Urban Development, Massachusetts Housing Finance Agency and Ballard Spahr LLP, as of the date set forth below, as follows:

1. The undersigned is the duly elected and acting President of Chinese Consolidated Benevolent Association of New England, Inc., a Massachusetts non-profit corporation (the "Corporation");
2. Attached hereto as Exhibit A is the Corporation's a true and correct copy of the Certificate of Organization recorded with the Commonwealth of Massachusetts on July 21, 1923, Restated Articles of Organization filed on August 4, 1986 and Amendment to Articles of Organization, filed on May 28, 2014. The Corporation's full legal name is Chinese Consolidated Benevolent Association of New England, Inc. notwithstanding the use of the name "The United Chinese Association of Boston" in the original Certificate of Organization and that the word "Inc." was not included in the Corporation's Restated Articles of Organization. The Certificate of Organization and Restated Articles of Organization have not been further amended, rescinded or revoked and are currently in full force and effect;
3. Attached hereto as Exhibit B is a true, correct and complete copy of the Corporation's By-Laws, including all amendments thereto, and they have not been further amended, rescinded or revoked and are currently in full force and effect;
4. Attached hereto as Exhibit C is a true, correct and complete copy of the Corporate Resolutions, which were duly authorized by the Board of Directors of the Corporation on May 27, 2014, authorizing the Corporation to enter into the contemplated loan transaction, and such Resolutions have not been rescinded or otherwise amended, and are in full force and effect as of the date set forth below;
5. The following persons are the duly-elected Officers of the Chinese Consolidated Benevolent Association of New England, Inc., and are qualified to act in such capacity. The signatures set forth after their names and titles are their true and genuine signatures.

Name	Title	Signature
Hung Goon	President	
Larry Young	Treasurer	
Philip Huang	Auditor	
Karen Lee	Clerk, English Secretary	
Victor Louie	Chinese Secretary	

6. Attached hereto as Exhibit D is a true and correct copy of the Corporation's Certificate of Good Standing issued by the Secretary of the Commonwealth of Massachusetts.

Dated: July 16, 2014


Hung Goon, President

Witnessed by:



Exhibit "A"



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 042735267 (must be 9 digits)

We, HUNG GOON President Vice President,

and KAREN LEE Clerk Assistant Clerk,

of CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND

located at: 90 TYLER ST. BOSTON, MA 02111 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

Article 1 Article 2 Article 3 Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 5/27/2014, by vote of: 0 members, 38 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 exact name of the corporation, *as amended*, is:
(Do not state Article I if it has not been amended.)

CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND, INC.

ARTICLE II

The purpose of the corporation, *as amended*, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

A corporation may have one or more classes of members. *As amended*, 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:

ARTICLE IV

As amended, 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 business entity, or of its

directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

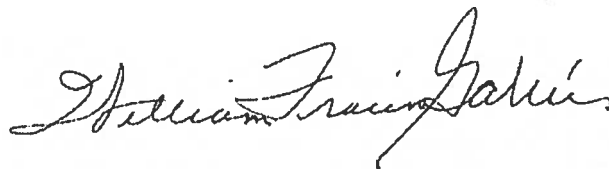
Later Effective Date:

**Signed under the penalties of perjury, this 28 Day of May, 2014, HUNG GOON, its , President / Vice President,
KAREN LEE, Clerk / Assistant Clerk.**

THE COMMONWEALTH OF MASSACHUSETTS

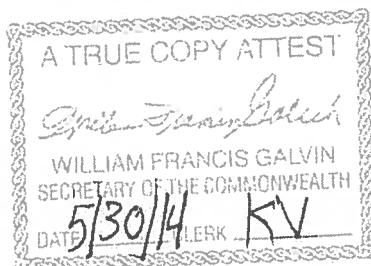
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with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

May 28, 2014 03:59 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



045-30-00
8-4-88

The Commonwealth of Massachusetts

OFFICE OF THE SECRETARY OF STATE
ONE ASHBURTON PLACE, BOSTON, MA 02108

Michael Joseph Connolly, Secretary

FEDERAL IDENTIFICATION

NO. 04-2735267

042626978

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Davis Woo, President, and
Bing L. Wong, Clerk, of

Chinese Consolidated Benevolent Association of New England

(Name of Corporation)

located at 90 Tyler Street, Boston, MA 02111

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on June 30, 1986, by vote of 86 members, being at least two thirds of its members 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 thereon):

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

Chinese Consolidated Benevolent Association of New England

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

To unite all members of the Chinese community; to encourage cooperation between the Chinese community and others who are of like purpose; to promote and preserve Chinese culture and tradition; to further the cause of freedom and democracy; to safeguard the rights and ensure equality of members of the Chinese community; to serve as a coordinating body for Chinese community charitable and educational activities; to assist in the provision of low income and other housing to the Chinese community; to enhance the general welfare of members of the Chinese community; to solicit and receive grants and contributions from any and all sources for the accomplishment of the foregoing purposes; and, generally, to have and exercise all the rights, duties, powers and privileges of a corporation organized pursuant to Chapter 180 of the General Laws as amended from time to time provided such purposes are not inconsistent with the organization's qualification as a 501(c) (3) organization.

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

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:—

Pursuant to M.G.L. c. 180, § 3, the designation of classes of members, the manner of their election and appointment, the duration of their membership and the qualification and rights, including voting rights, shall be as set forth in the organization's by-laws.

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:—

See Continuation Sheet

4. Other Lawful Provisions, if any, for the Conduct and Regulation of the Business and Affairs of the Corporation, etc.

(a) The Corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:

- (1) The Corporation shall have perpetual succession in its corporate name.
- (2) The Corporation may sue and be sued.
- (3) The Corporation may have a corporate seal, which it may alter at pleasure.
- (4) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (5) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (6) 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.
- (7) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (8) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (9) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (10) The Corporation may lend money, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- (11) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, specifically, but not limited to, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the Corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax-exempt purposes.
- (12) The Corporation may make donations, in such amounts as the directors shall determine, for religious, charitable, scientific, literary or educational purposes, but not otherwise.
- (13) The Corporation may be an incorporator of other corporations of any type or kind.
- (14) The Corporation may pay pensions, establish and carry out pension, profit-sharing, stock bonus, stock purchase, stock option, savings, thrift, and other retirement, incentive and benefit plans, trusts and provisions for any and all of its directors, officers, and employees, and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.
- (15) The Corporation may be a partner in any enterprise which it would have the power to conduct by itself.
- (b) The By-laws of the Corporation may provide that the Directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the Directors.
- (c) Meetings of the members may be held anywhere in the United States.
- (d) 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)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest or any employee benefit plan) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her

in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to services with respect to an employee benefit plan, in the best interests 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 director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (i) by a disinterested majority of the directors then in office; or (ii) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (iii) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this Section, the terms "director", "officer", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director or member is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- (e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any member, director or officer of the

Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and 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 (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- (f) 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 disposed of to one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- (g) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:
 - (1) The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- (h) The Corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, or any other chapter of the General Laws of the Commonwealth of Massachusetts or Section 501(c)(3) of the Internal Revenue Code.
- (i) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or as hereafter amended.

"We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles
2, 3 and 4.

(If there are no such amendments, state "None".)

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

24th day of July in the year 1986

Davis Woo

Davis Woo

President / ~~XXXXXXXXXX~~

Bing L. Wong

Bing L. Wong

Clerk / ~~XXXXXXXXXX~~

39362

46617

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 4th. day of August 1986

RECEIVED
23 JUL 31 11 00 AM
SECRETARY OF THE COMMONWEALTH

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE *8/13/86* CLERK *[Signature]*

NON-REPRODUCTION PERMITTED BY THE SECRETARY OF THE COMMONWEALTH

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO: Daniel A. Taylor, Esq.
Hill & Barlow
225 Franklin Street
Boston, MA 02110
(617) 423-6200

AUG 13 1986

Copy Mailed-

We, **Yee Tim Gun** President **Wong Lam Shik** Treasurer,
Lee Foo Secretary, and **Wong Doc Shik, Lee Kwai,**
Goon Gue, Woo Tap, Chen Fong, Yee Fook Chong, Wong Mon Tong,
Lee Foo and Yee Tim Gun

being a majority of the directors, or *(having the powers of directors);* of

The United Chinese Association of Boston

in compliance with the requirements of the seventh section of chapter one hundred and eighty of the General Laws, do hereby certify that the following is a true copy of the agreement of association to constitute said Corporation, with the names of the subscribers thereto:—

"We, whose names are hereunto subscribed, do, by this agreement, associate ourselves with the intention to constitute a corporation according to the provisions of chapter one hundred and eighty of the General Laws, and the Acts in amendment thereof and in addition thereto.

The name by which the Corporation shall be known is

The United Chinese Association of Boston

The Corporation is constituted for the purpose of the education of residents of New England of Chinese blood, and to aid and help in their mutual advancement according to the principles of the American Constitution and to aid in the understanding of American culture, to teach the Chinese language and to disseminate knowledge of Chinese culture in the United States of America.

The place within which the Corporation is established or located is the City of **Boston** within said Commonwealth.

The amount of its capital stock is _____ dollars.

The par value of its shares is _____ dollar.

The number of its shares is _____

(If seven days' notice is waived, use the following form:)

We hereby waive all requirements of the statutes of Massachusetts for notice of the first meeting for organization, and appoint the **3d** day of **July**, **1923**, at **four** o'clock P. M., at **53 State Street**, Boston as the time and place of holding said first meeting.

IN WITNESS WHEREOF, we have hereunto set our hands this **3d** day of

July in the year nineteen hundred and twenty three

NAME	RESIDENCE	AMOUNT OF STOCK SUBSCRIBED - OR
<i>Mary Gao Shik</i>	58 Beach Street, Boston	
<i>Lee Kwai</i>	50 Beach St., Boston	
<i>Goon Gue</i>	10 Tyler St., Boston	
<i>Woo Tap</i>	4 Tyler St., Boston	
<i>Yee Fook Chong</i>	14 Hudson St., Boston	
<i>Wong Mon Tong</i>	38 Harrison Ave., Boston	
<i>Lee Foo</i>	50 Beach St., Boston	
<i>Yee Tim Gun</i>	14 Hudson St., Boston	

Proper First Name should be Written in Full

Initials and abbreviations are not sufficient. 18 Harrison Ave., (over)

United Chinese (Incorporated in U.S.A.)
 18-15-27

That the first meeting of the subscribers to and agreement was held on the 3rd
 day of July in the year nineteen hundred and twenty seven

(If the corporation has a capital stock (in the following):

That the amount of capital stock now to be issued is

shares of preferred stock,

shares of common stock,

to be paid for as follows: —

AMOUNT AND CLASS OF STOCK ISSUED.

	SHARES PREFERRED.	SHARES COMMON.
IN CASH:		
In full <u>\$</u> <u>£</u>		
By instalments		
Amount of instalments to be paid before commencing business		
IN PROPERTY:		
Real estate:		
Location		
Area		
Personal Property:		
Machinery		
Merchandise		
Bills receivable		
Stocks and securities		
Patent rights		
Trade marks		
Copyrights		
Good will		
Services		
Expenses		

[Note. — State clearly the nature of such services or expenses and the amount of stock to be issued therefor.]

The name, residence and post-office address of each of the officers are as follows:—

NAME OF OFFICE.	NAME.	RESIDENCE.	POST-OFFICE ADDRESS.
President,	Yee Thin Gun	14 Hudson St.,	Boston, Mass.
Treasurer,	Wong Lee Shim	66 Beach Street,	Boston, Mass.
Clerk (or secretary),	Lee Foo	50 Beach Street,	Boston, Mass.
Directors (or officers having the powers of directors),			
	Wong Doo Shim	56 Beach Street,	Boston, Mass.
	Lee Kwai	50 Beach Street,	Boston, Mass.
	Goon Gue	10 Tyler Street,	Boston, Mass.
	Woo Tap	4 Tyler Street,	Boston, Mass.
	Chen Fong	18 Harrison Ave.	Boston, Mass.
	Yee Fook Chung	14 Hudson St.,	Boston, Mass.
	Wong Hon Tong	38 Harrison Ave.	Boston, Mass.
	Yee Thin Gun	14 Hudson St.	Boston, Mass.
	Lee Foo,	50 Beach St.	Boston, Mass.

IN WITNESS WHEREOF, we have hereunto signed our names, this

day of

July

in the year nineteen hundred and twenty-

Three

Wong Hon Tong

Wong Lee Shim
Lee Kwai
Woo Tap

Lee Kwai
Yee Fook Chung
Wong Doo Shim
Lee Foo
Wong Hon Tong

THE COMMONWEALTH OF MASSACHUSETTS.

Suffolk ss.

July 3 1923.

Then personally appeared the above-named

Wong Hon Tong
Wong Lee Shim
Woo Tap
Lee Kwai
Chen Fong
Yee Fook Chung
Wong Doo Shim
Lee Foo
Yee Thin Gun

and severally made oath that the foregoing certificate, by them subscribed, is true to the best of their knowledge and belief.

Before me

Thomas J. Hyman

Notary Public,
Justice of the Peace,
Special Commissioner.

RECEIVED
JUL 21 1923
CORPORATION DIVISION
SECRETARY'S OFFICE

COMPELLORY FOR CHARITABLE AND CHARITIES
OTHER PURPOSES

United Christian League

City of Boston, Mass.
Certificate of Organization
[FULL FORM]

General Laws, Chap. 189, Sec. 7

Filed in the office of the Secretary of the Com-
monwealth, Aug. 15, 1923

I hereby certify that it appears upon an examination
of the files, articles and the records of the
corporation duly submitted to my inspection, that the re-
quirements of sections one, two and three of chapter one
hundred and eighty, section one of our hundred fifty-
five, and sections six, eight, nine, ten, eleven and twelve
of chapter one hundred thirty of General Laws have
been complied with, and I hereby approve and cer-
tify this
AD. 1923

William Francis Galvin

MINISTER OF THE
COMMONWEALTH AND TAXATION
JUL 21 1923
RECEIVED
JUL 29 1923
CORPORATION DIVISION
SECRETARY'S OFFICE

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 9/1/23 CLERK SC

Exhibit "B"

BY-LAWS

~

CHINESE
CONSOLIDATED
BENEVOLENT
ASSOCIATION
OF
NEW ENGLAND

~

RESTATED BY-LAWS OF
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION
OF NEW ENGLAND, INC.
Effective December 18, 2005

NAME, PURPOSE, LOCATION, CORPORATE SEAL AND FISCAL YEAR

Article 1 Name

The name of the corporation shall be the Chinese Consolidated Benevolent Association of New England, Inc. (the "Association").

Article 2 Location

The principal office of the Association in the Commonwealth of Massachusetts shall be located at 90 Tyler Street, Boston, Massachusetts 02111. By a majority vote of the total number of Directors, whether seated or not, the Board of Directors may change the location of the principal office of the Association in the Commonwealth as appropriate, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts.

Article 3 Purpose

The Association is an umbrella organization of the entire Chinese community in New England. Its purpose shall be:

- To unite all members of the Chinese community;
- To promote and preserve Chinese culture and tradition;
- To further the cause of freedom and democracy;
- To safeguard the rights and ensure equality of members of the Chinese community;
- To provide affordable and other housing to the Chinese community; and
- To enhance the general welfare of the Chinese community.

Article 4 Incorporation

The Association is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and shall be entitled to all the rights, duties, powers and privileges of a corporation organized under that law provided such are not

inconsistent with the Association's qualification as a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code.

Article 5 Corporate Seal

The Board of Directors may adopt and alter the seal of the Association.

Article 6 Fiscal Year

The fiscal year of the Association shall, unless otherwise decided by the Board of Directors, begin on October 1 and end on September 30 the following year.

MEMBERSHIP

Article 7 Membership

The Association shall have two categories of members: Community Organization Members and Family Association Members. The list of current Members and their respective number of Delegate Directors is appended to these By-Laws (Appendix A). *Any amendment or change to the list shall be approved by the Board of Directors by a vote of two-thirds of the Directors then in office.*

Any law abiding community organization or family association in the New England area with a membership of not less than fifty (50) people, having objectives and purposes compatible with those of the Association, willing to subscribe to the By-Laws of the Association, may apply to the Association to become a Community Organization Member or a Family Association Member at least three years after its incorporation by properly filing in the Office of the Secretary of State in the state where its is located. The applicant must in writing fully describe its past accomplishments that have benefited the community. The approval by the Board of Directors shall be by a vote of two-thirds of the Directors then in office. A new Member shall not have the right to vote until after it has been a Member in good standing two years.

Article 8 Powers and Rights

In addition to the right of Community Organization Members and Family Association Members to designate or elect directors as provided in Article 12 and such other powers and rights as are expressly vested in them by law, the articles of organization or these By-laws, the Members shall have such other powers and rights as the Board of Directors may designate.

MEMBERSHIP

Article 7 Membership

The Association shall have two categories of members: Family Association Members and Community Organization Members. The list of current Members and their respective number of Delegate Directors is appended to these By-Laws (Appendix A). Any change or amendment to the list shall be approved by the Board of Directors by a vote of two-thirds of the Directors then in office.

Family Association Members

Any law abiding Family Association in the New England area with a membership of not less than fifty (50) people, each director may only represent one organization, willing to provide 50 members' contact information for verification purpose. Their objectives and purposes are compatible with those of the Association, willing to subscribe to the By-Laws of the Association, incorporation by properly filing in the Office of the Secretary of State in the state where it is located, may apply to the Association to become a Family Association Member. The application must be in writing, fully describe its accomplishments that have benefited the community. The approval by the Board of Directors shall be by a vote of two-thirds of the Board of Directors then in office. A new Member shall not have the right to vote until after it has been a Member in good standing for two years.

Community Organization Members

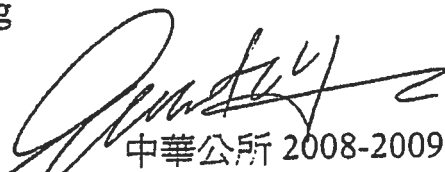
Any law abiding community organization in the New England area with a membership of not less than fifty (50) people, each director may only represent one organization, willing to provide 50 members' contact information for verification purpose, having objectives and purposes compatible with those of the Association, willing to subscribe to the By-Laws of the Association, may apply to the Association to become a Community Organization Member at least three years after its incorporation by properly filing in the Office of the Secretary of State in the state where it is located. The application must be in writing, fully describe its accomplishments that have benefited the community. The approval by the Board of Directors shall be by a vote of two-thirds of the Directors then in office. A new Member shall not have the right to vote until after it has been a Member in good standing for two years.

Membership Reinstatement Rule

Former CCBA Family Association may petition for reinstatement of membership. If its Chinese and English name has not been changed, its incorporation status with domicile Secretary of State Office remains the same (not newly incorporated), after review and approval by a vote of two-thirds of the board of Directors then in office, it will be reinstated as a member and enjoying full privileges of membership including voting and election rights.

The English and Chinese version of CCBA By-Laws, Section 7 - the Membership. The revision approved on May 26, 2009 during the general Board of Directors meeting.

中英文章呈第七條 - 會員種類之修改經董事局在五月二十六日大會上表決通過。



中華公所 2008-2009 主席

Article 9 Suspension or Removal

After being found to have materially violated the Articles of Organization, the By-Laws and/or written rules and regulations of the Association, a Member may be suspended or removed from office for cause by a vote of two-thirds of the Directors then in office.

Article 10 Responsibilities of Members

All Members shall abide by the By-Laws and resolutions, and shall pay dues or other assessments on a timely basis.

Article 11 Membership Dues

All Members shall pay membership dues in such amount as the Board of Directors may determine from time to time. Any Members having accrued unpaid dues and/or assessments for three years shall be deemed having voluntarily resigned from membership.

BOARD OF DIRECTORS

Article 12 Powers, Number and Election

The affairs of the Association shall be governed by the Board of Directors. The Board of Directors consists of Managing Directors and Delegate Directors. Both the Managing Directors and the Delegate Directors may be referred to as Directors.

Managing Directors:

The five (5) officers of the Association: the President, the Chinese Secretary, the English Secretary, the Treasurer and the Auditor (the "Officers"), are the Managing Directors.

Delegate Directors:

Each Community Organization Member and each Family Association Member shall designate one (1) director with the following exceptions: (i) the On Leong Chinese Merchant Association shall delegate two directors, (ii) the Gee How Oak Tin Association shall delegate four directors, (iii) the Wong Family Association shall delegate three

directors, (iv) the Yee Fung Toy Association of New England shall delegate two directors, and (v) the Lee Family Association shall delegate two directors. The directors designated by the Community Organization Members and Family Association Members are the Delegate Directors. A Member may in writing request the Board of Directors to increase or decrease the number of Delegate Directors it may designate as Delegate Directors. The approval of such request shall be by a two-thirds vote of the directors then in office. Such approval shall not become effective until the beginning of the next calendar year.

Ex Officio Advisors:

Past presidents of the Association are ex officio Advisors of the Association. Ex officio Advisors may attend meetings of the Board of Directors but have no right to vote.

Honorary Advisors:

The President of the Association, upon approval by the Board of Directors, may appoint person(s) who are dedicated to affairs of the community and have made notable achievements that benefit the community to become Honorary Advisors of the Association. The term of Honorary Advisors shall be co-terminus with the appointing president. Honorary Advisors may attend meetings of the Board of Directors but have no right to vote.

Article 13 Term

The term of the Officers is two years. The Officers of the Association shall be Managing Directors only when they are in office.

The term of the Delegate Director shall be specified in writing by the designating Community Organization Member or Family Association Member. Prior to the first meeting of the Board of Directors each year, Members shall in writing register their designation of Delegate Directors. Members shall not replace their Delegate Directors more than twice in a calendar year. In the year of the election of Officers, no Member shall have the right to replace its Delegate Director(s) after June 30 of the year.

Article 14 Committees

The Board of Directors may elect or appoint one or more committees and may delegate the duties and powers of any such committee or committees. Any committee shall consist solely of Directors. Unless the Board of Directors otherwise designates, committees shall conduct their affairs in the same manner as is provided in the By-Laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

The Board of Directors shall establish the following standing committees: Asset Management Committee, Finance Committee, Election Committee and Audit Committee. The Asset Management Committee shall have seven (7) to nine (9) members. Meetings of the Asset Management Committee shall be called by the English Secretary of the Association. The Finance Committee shall have five (5) to seven (7) members. Meetings of the Finance Committee shall be called by the Treasurer of the Association. The Election Committee shall have seven (7) to nine (9) members. Meetings of the Election Committee shall be called by the Chinese Secretary of the Association. The Audit Committee shall have three (3) to five (5) members. Meetings of the Audit Committee shall be called by the Auditor of the Association.

Article 15 Removal

After being found to be in material violation of the Articles of Organization, By-Laws and/or written rules and regulations of the Association, a Delegate Director may be removed from office for cause by the vote of two-thirds of the Directors then in office. The vacancy created by such removal shall not be filled within twelve (12) months of such removal.

A Member must replace its Delegate Director after the Director has failed to attend three consecutive regular meetings of the Board of Directors. However, such replacement shall not occur more than twice in any calendar year. Consequently, the office shall be left vacant until the next calendar year.

Article 16 Meetings

Meetings of the Board of Directors shall be called by the President of the Association. Regular meetings of the Board of Directors shall be held no less than every other month. In the event that the President fails to call meetings as above, a Special Meeting may be called in writing by the majority of the Directors then in office. The President shall chair the meetings of the Board of Directors. In the absence of the President, the Chinese Secretary shall chair the meetings. In the absence of both at the meeting, the Directors may elect the chair among themselves for that particular meeting.

Article 17 Notice

Notice of a regular meeting of the Board of Directors shall specify an agenda and shall be sent to each Director by mail at least seven (7) days before the meeting addressed to the Director at his/her registered address on record with the Association. In case of an emergency meeting, Notice shall be sent by the fastest available medium, including telephone, facsimile or e-mail at least twenty-four (24) hours before the meeting.

Article 18 Quorum and Voting

At any meeting of the Board of Directors, the attendance by the majority of Directors then in office shall constitute a quorum. At any time during the meeting, any Director may present the quorum question. The meeting shall immediately be adjourned if a quorum is not present.

When a quorum is present, a majority of the Directors present and voting may decide any question disclosed in the agenda, unless otherwise expressly provided by law, the Articles of Organization or these By-Laws.

New business not on the agenda may not be decided upon until the next meeting after proper Notice.

Article 19 Compensation

Each Delegate Director shall serve without compensation. However, the Association may reimburse any Director for legitimate, authorized expenses incurred in the performance of his/her official duties including travel and accommodation expenses upon presentation of authentic receipts therefore.

OFFICERS

Article 20 Office, Term and Election

The Officers of the Association shall be a President (also referred to as the Chairman), a Treasurer, an English Secretary, a Chinese Secretary, and an Auditor. The Officers shall hold office for a term of two (2) years and until their successors are chosen and qualified. Candidates shall be nominated either by a Community Organization Member or a Family Association Member. Only Community Organization Members and Family Association Members who have paid all dues and have not violated these By-Laws may nominate candidates for the elective offices. Only individuals who have not violated these By-Laws may be nominated. The Board of Directors shall then elect Officers from these candidates, provided that no more than two (2) Officers serving the same term may be members of the same Family Association Member. For the purpose of the foregoing sentence, a married woman will be deemed a member of the Family Association Member to which her husband belongs. If by the time of election the Community Organization Members and the Family Association Members have not nominated sufficient candidates to enable the Board of Directors to satisfy the foregoing provision, then the Board of Directors by a majority vote may waive the provision. The English and Chinese Secretaries shall be residents of the Commonwealth of Massachusetts.

Article 21 President of the Association

The President shall be the Chairman of the Board of Directors and shall be the chief executive officer of the Association, except as the Board of Directors may otherwise provide, and, subject to the control of the Board of Directors, shall have the general charge and supervision of the affairs of the Association. The President shall chair meetings of the Board of Directors and other meetings of the Association. He/she shall carry out all resolutions passed by the Board of Directors and shall handle all internal and external matters of the Association.

Article 22 Treasurer

The Treasurer shall be in charge of the financial affairs of the Association including the collection of membership dues and special assessments, rental and other income and expenses, keeping full and accurate records of all receipts and disbursements, and the preparation of the annual budget and the monthly and annual financial reports. Monthly reports must be submitted to the Board of Directors timely. All funds of the Association shall be deposited in banks that are F.D.I.C. insured.

Article 23 Chinese Secretary

The Chinese Secretary shall record and maintain records of all proceedings of the Members and Directors; handle all Chinese correspondence and documents; keep a current list of Members and their addresses; prepare meeting agenda; send meeting notices; prepare minutes of meetings in Chinese and submit the same to the Board of Directors; and assist the President with every day office details.

Article 24 English Secretary

The English Secretary shall have the sole power to certify votes of the Association. The English Secretary shall handle all English correspondence and documents; act as an interpreter and translator for the Association; prepare minutes of meetings in English and submit the same to the Board of Directors; coordinate its public relations activities; and assist the President with everyday office details. In the event that the Chinese minutes and the English minutes are inconsistent, the English minutes shall control.

Article 25 Auditor

The Auditor shall audit all the financial affairs of the Association. All financial reports of the Association shall be co-signed by the auditor before official release.

Article 26 Removal

After being found to be in material violation of the Articles of Organization, By-Laws and/or written rules and regulations of the Association, an Officer may be removed from his/her office for cause by the vote of two-thirds of the Directors then in office. The vacancy created by removal of an Officer shall be filled by a special election in accordance with the procedure established in Article 20.

Article 27 Resignation

Any Officer may resign by delivering his/her written resignation to the President or to a meeting of the Board of Directors. Such resignation shall be effective upon receipt of such notice, unless specified to be effective at some other time. The vacancy created by removal of an Officer shall be filled by a special election in accordance with the procedure established in Article 20.

Article 28 Documents and Records of the Association

Documents and records of the Association are property of the Association and shall not be removed from the premises. These documents and records shall not be deemed by any Officer, Director or staff as personal papers and treated as such.

MISCELLANEOUS

Article 29 Execution of Papers

The President shall execute documents on behalf of the Association. However, all deeds, leases, contracts, bonds, notes and other obligations made, accepted or endorsed by the Association shall be signed by the President only when specifically authorized by the Board of Directors. With the exception of checks in amounts less than \$500, which shall be signed solely by the Treasurer, all checks and bank drafts shall be signed by the Treasurer and by the President, or the Chinese Secretary, or the English Secretary.

Article 30 Personal Liability

The Members, Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association 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 Association.

Article 31 Conflict of Interest

It shall not be a conflict of interest for the Association to utilize the services of any business, restaurant, or professional entity owned or operated by a Member, an Officer or a Director of the Association, provided that, any such dealing, or transaction shall be conducted in public. All of the terms, including the cost involved and other details shall be made available to any member seeking disclosure thereof. The Association shall in any event comply with the Conflict of Interest disclosure and procedures as required by the Office of the Attorney General (Appendix B).

Article 32 Translation of the By-Laws

In the event that the Chinese version of these By-Laws is inconsistent with the English version, the English version shall control.

Article 33 Amendments

These By-Laws incorporate the amendments effected in years 1923, 1965, 1986 and 2005.

These By-Laws may be amended at any time by the Board of Directors by a vote of two-thirds of all Directors then in office.

Appendix A

Current members of the Chinese Consolidated Benevolent Association of New England

(Unless otherwise specified, all Members have one Delegate Director on the Board of Directors of the Association)

Community Organization Members

On Leong Chinese Merchants Association of New England (2 Delegate Directors)
Hip Sing Association of Boston, Inc.
Kuomintang of Boston
Chee Kong Tong, Inc.
Chinese Women's Association of New England
American Legion Chinatown Post 328
Que Shing Chinese Music & Opera Group
Boston Wang YMCA
Hoy Kew Association
Ni Lun Association
Chinese Economic Development Council
Chinese American Association of New England
Eastern US Kung Fu Association
Friends of Hong and Macau
Organization of Chinese from South America
Rong Kuang Association
Tai Tung Village Tenants Association
The Kwong Tung Association of New England
World Kwong Tung Association of New England
Hong Kong Association
National Chinese Opera Troupe
New England Branch of Chinese Welfare Council
Asian Business Association of New England
Chinese Business Association
Shanghai Trade Council
Sino American Trade Council of New England
Ling Sing Association of New England

Family Association Members

Gee How Oak Tin Association of New England (4 Delegate Directors)
Wong Family Benevolent Association (3 Delegate Directors)
Yee Fung Toy Association of New England (2 Delegate Directors)
Lee's Family Association (2 Delegate Directors)
Goon Family Association
Moy Shee Family Association
Gee Poy Kuo Association
Ng Family Association
Fung Lun Association of New England
Gee Tuck Sam Tuck Association
Lam Family Association
Soo Yuen Benevolent Association
Leung family Association
Loon Kong Tien Yee Association of New England

This list was approved at the October 4, 2005 Board of Directors meeting.

紐約英商

中華公所章程

紐英崙中華公所章程

二零零五年十二月十三日
二零零五年十二月十八日

議員大會最後議決通過
全僑大會通過

第一章 第一條

總綱
名稱

本公所定名為紐英崙中華公所。
CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION
OF NEW ENGLAND

第二條

所址

本公所設於麻省波士頓泰勒街九十號。
(90 TYLER STREET, BOSTON, MASSACHUSETTS, 02111)
本公所所址得由董事會議席名額過半數議決更改,及向省政府辦理搬遷登記。

第三條

宗旨

本公所係全僑性之組織,其宗旨為團結華裔僑團、僑胞,以闡揚中華傳統文化,維護民主自由,保障我裔之平等地位,興辦慈善教育事業,維護及建造平民住宅,福利僑社僑胞。

第四條

立案

本公所係依據麻省省法第一百八十章規定而組織成立之非牟利慈善機構,除向麻省民政廳註冊立案外,並經美國財政部稅收局確認免稅地位。

第五條

公所印信

本公所之印信得由董事會訂定及修改。

第六條

會計年度

本公所之會計年度由每年十月一日起至下年九月三十日,會計年度得由董事會議決修改。

會員

第七條 會員種類：本公所會員分姓氏會員及僑團會員、會員名單及出席董事會及代表人數現列入本章程附件。會員名單之修改或增減必須經董事會總人數三分之二通過決定。

【本公所現在屬下之姓氏及僑團會員名單見本文附件】

凡紐英倫六省之守法姓氏公所，經正式向所在地省政府民政廳註冊在案，會員人數超過五十人，其董事只能代表一個團體身份，并能提供五十會員的姓名及通訊資料給中華公所作調查是否屬實，其宗旨與本公所相符，願意遵守本公所章程者，用書面申請加入為本公所姓氏會員。申請書必須詳細說明該團體對僑社僑胞歷年之貢獻。申請團體經董事會總人數三分之二通過批准後方能成為本公所會員。新會員兩年後才有表決和選舉權。

凡紐英倫六省之守法僑團，經正式向所在地省政府民政廳註冊在案三年以上，會員人數超過五十人，其董事只能代表一個團體身份，其宗旨與本公所相符，並願意遵守本公所章程者用書面申請加入為本公所僑團。申請書必須詳細說明該團體對僑社僑胞歷年之貢獻。申請團體經董事會總人數三分之二通過批准後方能成為本公所會員。新會員兩年後才有表決和選舉權。

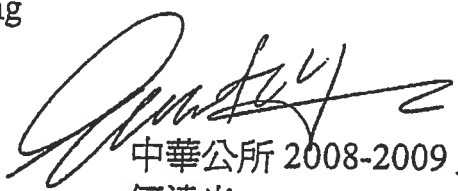
復會註明

中華公所前姓氏會員申請復會，其中文與英文名稱不變，并在省政府民政廳註冊保存不變者（即非新註冊者），經審核及董事會三分之二同意即可復會，並享有正式會員之資格，即具有表決和選舉權。

The English and Chinese version of CCBA By-Laws, Section 7 - the Membership. The revision approved on May 26, 2009 during the general Board of Directors meeting.

Gilbert Ho
2008-2009 President

中英文呈第七條 - 會員種類之修改經董事局在五月二十六日大會上表決通過。


中華公所 2008-2009 主席
何遠光

第二章 會員

第七條 會員種類：本公所會員分僑團會員及姓氏會員，會員名單及出席董事會及代表人數現列入本章程附件。會員名單之修改或增減必須經董事會總人數三分之二通過決定。

【本公所現在屬下之僑團及姓氏會員名單見本文附件】

凡紐英倫六省之僑團及姓氏團體，經正式向所在地省政府民政廳註冊在案三年以上，其會員人數超過五十人，其中每一人只能代表一個團體身份，其宗旨與本公所相符，並遵守法律及本公所章程者得書面申請加入為本公所僑團或姓氏會員。其中請書必須詳細說明該團體對僑社僑胞歷年之貢獻。申請團體經董事會總人數三分之二通過批准後方能成為本公所會員。新會員兩年後才有表決和選舉權。

第八條 會員權利

會員得依法律及本章程規定享有本公所會員之一切權利。

第九條 暫停或革除會籍

倘本公所會員有嚴重違反本公所章程及規則，情事屬實者，經本公所董事會總人數三分之二通過，得暫停或革除其會員會籍。

第十條 會員義務

凡本公所會員必須遵守本公所之章程及決議案，並要按時繳納會費及科捐。

第十一條 會費

會費之數額及征收方法得由董事會訂定之。如累積三年不清繳會費者，當自動放棄會員資格。

紐英崙中華公所章程

第三章 董事會

第十二條 組織

本公所之最高決策機構為董事會。董事會由本公所執行董事及代表董事組織而成。主席、中文書記、英文書記、財政及核數等五位為執行董事。僑團會員、姓氏會員之代表為代表董事，執行董事及代表董事均稱董事。

代表董事

每僑團會員及姓氏會員委派代表董事一名出席本公所董事會。但安良工商會得委派代表兩名，至孝篤親公所四名，黃氏宗親會三名，余風采堂兩名，李氏公所兩名。各僑團會員及姓氏會員出席董事會之代表名額，得由該會員主動向董事會提出增減，經董事會總人數三分之二通過增減之。但董事會增減代表名額之議決案，必須延至下年度實施。

顧問

本公所設顧問及名譽顧問。凡本公所主席任期滿後，為本公所之當然顧問。主席可聘任熱心公益對僑社有貢獻之人士，經董事會通過為本公所名譽顧問，其任期隨主席任期而結束。顧問及名譽顧問得參加董事會議事，但無選舉及表決權。

第十三條 董事任期

執行董事任期兩年，但代表董事得因其所代表團體之規章而另訂其任期。但每年第一次董事會議前必須向本公所登記。僑團或姓氏會員更換代表一年只准兩次。執行董事選舉年，6月30日之後不得更換代表。

第十四條 小組及委員會

本公所設物業小組、財政小組、選舉小組及核數小組。物業小組成員七至九人，由公所英文書記為當然召集人。財政小組成員五至七人，由公所財政為當然召集人。選舉小組成員七至九人，由中文書記為當然召集人。核數小組成員三至五人，由公所核數為當然召集人。董事會得成立委員會代表其

紐英崙中華公所章程

行使職權,委員會必須由董事組成,除非董事會另有規定,委員會表決辦法與董事會相同,委員會及委員之任期由董事會決定。

第十五條 取消代表董事資格

倘本公所董事有嚴重違反本公所章程及規則,情事屬實者,經董事會總人數三分之二通過得永久取消其出席董事會之資格。其出缺一年內不得補充。如代表董事三次董事會缺席會議者其所屬團體必須另派代表,但一年不能多於兩次。

第十六條 會議召集

董事會至少每兩個月開會一次,由本公所主席召集,倘主席不依期召集會議,得由董事會總人數過半聯名以書面召集特別會議。董事會以公所主席為主席,但主席缺席時,由中文書記主持會議,如中文書記缺席則由出席董事互選會議臨時主持人。其議決案與正常會議同樣有效。

第十七條 開會通知

會議必須列明中英文議程,以書面在開會七日前郵寄董事填報之通訊地址。主席倘有緊急會議,必須於開會前廿四小時以最快形式通知。(包括電話,傳真或電子郵件)。

第十八條 開會規則

開會之法定人數為董事會總人數過半數,決議以出席董事過半數通過,但開會時,任何董事有權提出清點出席人數,倘出席者不足法定人數,會議應即時停止。臨時動議只能表決是否列入下次會議議程。

第十九條 董事報酬

(A)代表董事是義務性質,不能收取任何酬勞。但為公所代支之任何費用,包括私人因公外出之交通費,膳宿費可實報實銷。

(B)執行董事之津貼由董事會調整,其增加之津貼必須延至下任實施。

紐英崙中華公所章程

第四章

執行董事

第二十條

職位任期及選舉

本公所設主席、中文書記、英文書記、財政及核數各一名，任期兩年，其候選人必須由僑團會員或姓氏會員推薦，然後由董事會選舉之。但同一姓氏團體在同一任期內，不得超過兩人選為執行董事。

在婚婦女隨夫姓。執行董事不得連選連任。但任期滿後如無法推薦上述職位候選人時，得由董事會議定解決辦法。凡推薦之團體，必須清繳所有會費。而且推薦之團體及被推薦之人士并無違反本公所規章者。中英文書記必須係麻省居民。

第二十一條

主席

主席為本公所行政之負責人，亦係董事會會議之當然主席。召集會議，執行決議案，及對內對外代表本公所處理一切事務。

第二十二條

財政

財政負責本公所一切財務，製訂年度財政預算草案，征收會費科捐、樓業收入、錢銀進支、帳目登記、整理月結及年終財務報告。

本公所一切款項必須存儲於董事會指定政府立案并有存戶保險之銀行。每月之月結必須在董事會準時公佈。

第二十三條

中文書記

中文書記負責一切中文文件、來往書信、應酬文字、整理董事名單及通信地址、發開會通知、安排會議程序、記錄會議、及協助主席處理日常應辦事務。

第二十四條

英文書記

英文書記負責鑑證投票結果、處理一切英文文件、來往書信、應酬文字、擔任中英文傳譯、紀錄會議及協助主席對外交際及處理日常應辦事務。中英文紀錄如有差異以英文為準。

紐英崙中華公所章程

第二十五條 核數

核數負責審核本公所一切財務收支，本公所之月結及年終財務報告，必須由核數副署，方能生效。

第二十六條 執行董事罷免

倘本公所執行董事有嚴重違反本公所章程及規則，情事屬實者，經董事會總人數三分之二通過得罷免其職位。其職位得以董事會總人數過半通過選出臨時人選代行，其出缺依本章程第二十條之規定補選之。

第二十七條 辭職

執行董事辭職必須以書面通知，除非通知書另定生效日期，辭職以通知書交達主席或董事會，當日生效。其出缺依本章程第二十條之規定補選之。

第二十八條 文件及檔案

任何董事及行政人員不得把本公所原始文件及檔案擅自拿離本所歸為己有。

第五章

第二十九條 簽署文件

主席有權簽署文件，但有關樓業契約、租約、合約、擔保書、借契及其他証券必須經董事會通過，主席方能代表董事會簽署，否則無效。銀行支票由財政及主席、中文書記或英文書記，三人中一人加署方為有效。面額五百元以內，可由財政一人簽署有效。

第六章

第三十條 個人保障

會員及董事個人對公所之債務無清償責任。任何私人、公司、或機構與公所有任何財務或契約關係，或對公所任何賠償要求，以公所之財產為限。

紐英裔中華公所章程

第七章

第三十一條 利益衝突

本公所得與董事或會員所有之商號、餐館、或專業服務，維持生意往來，并無利益衝突。但其買賣，或合作之價格、條件及其他細節，必須公開，并依照與麻省檢察長訂定之利益衝突申報規則及議決程序執行。

第三十二條 章程翻譯

倘本章程之中文本與英文本如有差異，則以英文本為準。

第八章

第三十三條 修訂

本章程經於一九二三年、一九六六年、一九八六年及二零零五年修正。本章程得由董事會總人數三分之二通過修正施行。

【附件】

(一) 本公所現在屬下之僑團會員有：

安良工商會
協勝公會
中國國民黨
洪門致公堂
婦女新運會
波士頓華裔退伍軍人會
僑聲音樂社
華埠青年會
海僑聯誼會
藝聯慈善社
華經會
華聯會
美東國術聯誼總會紐英倫總分會
港澳之友
新南美聯誼會

紐英崙中華公所章程

波士頓榮光聯誼會
大同村聯誼會
紐英倫廣東同鄉會
世界廣東同鄉會
香港聯誼會
華人曲藝社
華人福利會
亞美商會
華人商會
上海商會
中國商會
聯成公所

(二) 本公所現在屬下之姓氏會員有：

至孝篤親公所
黃氏宗親會
余風采堂
李氏公所
阮氏公所
梅氏公所
朱沛國堂
伍胥山公所
鳳倫公所
至德三德公所
溯源公所
梁忠孝堂
龍岡視義公所
林西河堂

9/6/2005 議員大會第一次修正

10/4/2005 議員大會第二次修正

11/29/2005 議員大會通過

Exhibit "C"

CORPORATE RESOLUTIONS

CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW ENGLAND, INC.

I, Karen Lee, Clerk and English Secretary of Chinese Consolidated Benevolent Association of New England, Inc., a Massachusetts non-profit corporation having a principal place of business at 90 Tyler Street, Boston, MA 02111 (the "Corporation"), hereby certify that the following is a true copy of the votes taken at a meeting of the Board of Directors of the Corporation in accordance with the Articles of Organization and the By-Laws of the Corporation, which meeting was held in Boston, Massachusetts on May 27, 2014 at 7:00 p.m.:

A quorum being present, upon motion duly made and seconded it was:

- RESOLVED: To authorize the Corporation to cause and authorize Waterford Place Management, LLC (the "Manager") to cause and authorize CCBA Waterford Place, LLC (the "Borrower") to enter into a loan from Oak Grove Commercial Mortgage, LLC, a Delaware limited liability company ("Oak Grove") to be insured by the Secretary of Housing and Urban Development ("HUD") under Section 207 pursuant to Section 223 (f) of the National Housing Act, as amended, for the refinancing of property of the Borrower known as Waterford Place Apartments, located at 180-192 Shawmut Avenue, Boston, MA 02118 (the "Project"), which loan shall be upon those terms and conditions contained in that certain Commitment Letter dated January 28, 2014, as amended issued by Oak Grove Capital (the "Loan"), that certain FHA Commitment dated January 24, 2014 and subject to such conditions as the Authorized Signatories (defined below) deem reasonable and appropriate.
- RESOLVED: To authorize the Corporation to cause and authorize the Manager to cause and authorize the Borrower to restructure the existing SHARP loan ("SHARP Mortgage Loan") from Massachusetts Housing Finance Agency, a body politic and corporate, organized and operated under the provisions of Chapter 708 of the Acts of 1966 of the Commonwealth of Massachusetts, as amended ("MassHousing"), relative to the Project.
- RESOLVED: That Hung Goon, President of the Corporation and Larry Young, Treasurer of the Corporation (the "Authorized Signatories") or any one of them acting singularly, be and hereby is authorized and directed in the name and on behalf of the Corporation, or on behalf of the Corporation on behalf of the Manager on behalf of the Borrower, under its corporate seal affixed if requested or required, to negotiate, sign, seal, execute, acknowledge and deliver to Oak Grove, HUD or any other party, promissory notes, mortgages of real estate, affordable housing deed restrictions, and such other or like instruments, documents, notices and certifications in connection with, arising out of, in confirmation of or in furtherance of the transactions authorized by the foregoing votes, all in such form and containing such terms, provisions and conditions as may be necessary or convenient to effectuate the development and refinancing of the Project referred to in the foregoing votes.
- RESOLVED: That the Authorized Signatories or any one of them acting singularly, be and hereby is authorized and direct in the name and on behalf of the Corporation, or on behalf of the Corporation on behalf of the Manager on behalf of the Borrower,

under its corporate seal affixed if requested or required to negotiate, sign, seal, execute, acknowledge and deliver to MassHousing or any other party: (a) Amended and Restated Subsidy Repayment Note (Waterford Place); (b) SHARP Mortgage, Security Agreement and Conditional Assignment of Leases and Rents; (c) Release; and (d) Disposition Agreement, and such other or like instruments, documents, notices and certifications in connection with, arising out of, in confirmation of or in furtherance of the transactions authorized by the foregoing votes, all in such form and containing such terms, provisions and conditions as may be necessary or convenient to effectuate the development and refinancing of the Project referred to in the foregoing votes.

RESOLVED: That any of the foregoing persons be and they are hereby authorized and directed in the name and on behalf of the Corporation, or on behalf of the Corporation on behalf of the Manager on behalf of the Borrower to sign, seal and deliver such other contracts, agreements, applications and other instruments of every nature, which may be necessary or proper to consummate the transactions authorized by the foregoing votes.

RESOLVED: That the signature of any of the foregoing persons, acting singly, shall be conclusive evidence of the approval of the form, of all of the terms, provisions, conditions, and of the signing, execution, sealing and delivery thereof for and in the name of, and on behalf of, the Corporation.

RESOLVED: That any and all previous actions taken in connection with the Loan and/or the SHARP Mortgage Loan by any officer or director of the Corporation are hereby ratified and confirmed.

RESOLVED: That said resolutions shall continue in force until express written notice of their prospective rescission or modification, as to future transactions not been undertaken or committed for, has been received by Oak Grove and MassHousing.

I FURTHER CERTIFY that said resolutions are still in full force and effect and have not been amended or revoked, and that the following specimen signature is the signature of the duly elected Authorized Officer authorized to sign for the Corporation by virtue of these resolutions:

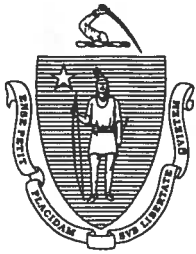
I FURTHER CERTIFY that the Corporation is a corporation duly organized, validly existing and in good standing under and by virtue of the laws of the Commonwealth of Massachusetts; that there is no provision in the organization documents of the Corporation limiting the authority of the Directors to adopt the foregoing resolutions or requiring approval of such resolutions by the vote or consent of any other parties; that the Corporation has the power to own its property and carry on its business as now being conducted; and that to the date hereof, no proceedings for the dissolution, liquidation, consolidation or merger have been instituted by or against the Corporation.

Dated: June 16, 2014



Karen Lee, Clerk and English Secretary

Exhibit "D"



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

Date: July 02, 2014

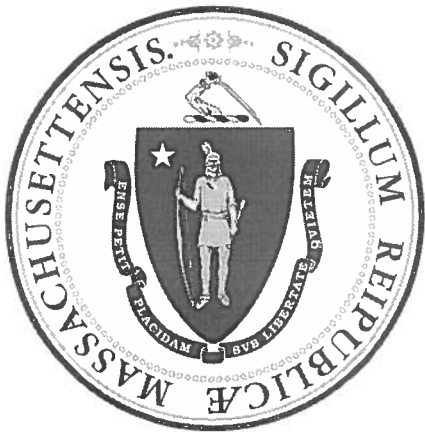
To Whom It May Concern :

I hereby certify that according to the records of this office,

**CHINESE CONSOLIDATED BENEVOLENT ASSOCIATION OF NEW
ENGLAND, INC.**

is a domestic corporation organized on **August 15, 1923**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 14078362230

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: eri