

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be cuSTEMized, Inc. The business of the corporation may be conducted as cuSTEMized or cuSTEMized, Inc.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

cuSTEMized is a non-profit corporation and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of cuSTEMized is to encourage the pursuit of Science, Technology, Engineering, and Math, collectively termed STEM fields. We place particular emphasis on the encouragement of girls and other under-represented groups in STEM fields.

We provide free e-books and other educational material/content that encourage the pursuit of STEM through our website, cuSTEMized.org, that can be personalized to include a child's name and general appearance with the help of avatars. We also provide one-on-one readings of personalized books in after-school programs, libraries, and other public venues. We utilize social media channels to provide

facts, statistics, other related data, and other educational material/content related to the STEM education.

Our programs include sending out ambassadors to raise social consciousness about the importance of STEM education and encouragement in STEM, and to hold fundraising events in order to provide support the development of new educational material/content to be made available for free through cuSTEMized.org, maintain our website, and fund other outreach efforts.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for charitable, educational, and scientific purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

cuSTEMized is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

cuSTEMized is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of cuSTEMized shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

cuSTEMized is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and

make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of cuSTEMized of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the cuSTEMized, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the cuSTEMized hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the cuSTEMized, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the cuSTEMized, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Massachusetts to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

cuSTEMized shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Jean Fan and Curry Chern.

ARTICLE VI

MEMBERSHIP

6.01 Membership

cuSTEMized shall have members. The management of the affairs of the corporation shall be vested in a board of directors and with input from members through voting as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical and mailing address of the corporation is:
60 Queensberry St. Apt. 11
Boston, MA 02215

ARTICLE IX
Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Jean Fan
60 Queensberry St. Apt. 11
Boston, MA 02215

ARTICLE X
INCORPORATOR

The incorporator of the corporation are as follow:

Jean Fan
60 Queensberry St. Apt. 11
Boston, MA 02215

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of cuSTEMized were approved by the board of directors on December 29th, 2013 and constitute a complete copy of Articles of Incorporation of the cuSTEMized.



Jean Fan



Curry Chern

Acknowledgment of consent to appointment as registered agent

I, Jean Fan, agree to be the registered agent for cuSTEMized as appointed herein.



Registered Agent: Jean Fan
Date: December 29th, 2013