



BERMUDA

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY
GUARANTEE (SECTION 7(1) AND 7(3))

MEMORANDUM OF ASSOCIATION

OF

Klein Ltd.

(hereinafter referred to as the "Company")

1. The liability of the members of the Company is limited.
2. Every member of the Company undertakes to contribute to the assets of the Company, in the event of it being wound up while he is a member, or within one year after he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred United States (US\$100.00) dollars.
3. The objects for which the Company is formed and incorporated are to support:
 - (a) any Philanthropic Entity (as defined below) that is constituted as a trust, foundation, institution, corporation or other organization and recognized as being established exclusively for philanthropic purposes in the jurisdiction in which it is incorporated or established; provided that any Philanthropic Entity (as so defined) constituted as a trust (or otherwise not so as to have legal personality) is established for purposes that are exclusively charitable according to the law of the Islands of Bermuda. For these purposes, the term "Philanthropic Entity" shall mean an entity which is:
 - (i) tax-exempt under U.S. Internal Revenue Code of 1986 section 501(c)(3) or 501(c)(4) as amended from time to time, or any successor provision thereto (a "501(c) Entity"); or
 - (ii) outside of the United States of America, and organized and operated not-for-profit exclusively to promote charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals or primarily to promote social welfare and the common good and general welfare of the community, including such entities that are similar in nature to 501(c) Entities

provided, however, that no part of the net earnings of an entity included in sub-clauses (i) and (ii) hereof inures to the benefit of any private shareholder or individual); and

- (b) any charity (as such term is construed under the laws of Bermuda).

Subject to the limitations of the primary objects of the Company as set out above, the Company will have the capacity, rights and possess the privileges of a natural person.

4. The Company is to be an Exempted company.
5. The Company does not propose to carry on business in Bermuda.
6. The Company, with the consent of the Minister of Finance, has power to hold land situated in Bermuda not exceeding _____ in all, including the following parcels:

N/A

7. The Company is incorporated solely for the purposes set out in clause 3 above and for promoting charitable objects. The Company will apply its profits, if any, or other income in promoting its objects. The Company will not pay any dividend, distribution or return of capital or other assets to its members. The Company will require all of its assets that would otherwise be available to its members generally to be transferred, on its winding up, to another body with objects similar to its own.

The undersigned, namely:

Name and Address	Bermudian status	Nationality
Nicholas J. Hoskins	Yes	British
Marlies A. Smith	No	Canadian

Both of:

Victoria Place
31 Victoria Street
Hamilton HM 10
Bermuda

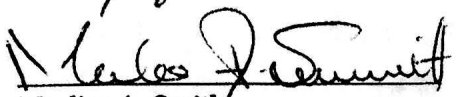
desire to form a company in pursuance of this Memorandum of Association.



Nicholas J. Hoskins



Witness



Marlies A. Smith



Witness

Subscribed this ¹¹ day of March, 2011.