

EXHIBIT F

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



COPY

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

S&R FOUNDATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **26th** day of **December, 2000**.

Carlynn M. Fuller
Acting Director

Patricia E. Grays
Acting Administrator
Business Regulation Administration



Eldred E. J. Fornah
Act. Assistant Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

**ARTICLES OF INCORPORATION
OF
S&R FOUNDATION**

FILE

DEC 26 1986

To: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
Washington, D.C.

We, the undersigned, being at least eighteen (18) years of age, under and by virtue of Title 29, Chapter 5 of the District of Columbia Code, hereby adopt and present these Articles of Incorporation with the intention of forming a nonprofit corporation and, to that end, set forth the following:

FIRST: The name of the corporation is S&R FOUNDATION (the "Corporation").

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

- (1) To operate exclusively for charitable, scientific, literary or educational purposes;
- (2) To provide scholarships and financial support to medical students and students pursuing health care service related degrees;
- (3) To provide grants for research in the medical field and pharmaceutical field;
- (4) To make contributions to any organizations described in Sections 501(c)(1) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor provisions (hereinafter referred to as the "Code"), or to or for the benefit of the United States Government; and
- (5) To engage in any lawful act or activity as may be necessary or appropriate to effect the foregoing objects and purposes, except as specifically restricted herein.

In furtherance of its corporate purposes and subject to such restrictions and limitations set forth herein, the Corporation shall have all the general powers conferred upon the Corporation by law, together with the power to solicit grants and contributions for such purposes. Such powers shall include, but are not limited to, the power to receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either

directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes, and to engage in any lawful act or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act.

FOURTH: The Corporation shall have no members.

FIFTH: The business of the Corporation shall be managed by and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. At each annual meeting of the Board of Directors, the directors then in office shall elect directors, each director to hold office until the next annual meeting of the Board, and until his or her successor has been elected and qualified.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), unless and until otherwise provided by the By-Laws of the Corporation. The names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting of the Board of Directors or until his or her successor is elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Sachiko Kuno	4733 Bethesda Avenue Suite 348 Bethesda, MD 20814
Ryuji Ueno	4733 Bethesda Avenue Suite 348 Bethesda, MD 20814
Hiroyuki Umezono	Masuda & Ejiri 399 Park Avenue, 18 th Floor New York, NY 10022

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation, except as provided in these Articles, are and shall be as provided in the By-Laws of the Corporation. If the By-Laws so provide, the Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate two (2) or more of the Directors to serve as a committee, which, to the extent provided in such resolution or resolutions and to the extent consistent with law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof:

(1) The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining an exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or (b) cause it to lose such exempt status;

(2) The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;

(3) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THREE hereof. No trustee, director or officer of the Corporation, or any private individual shall be entitled to share in any distributions of any of the assets of the Corporation upon its dissolution.

(4) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may otherwise be permitted by Section 501(h) of the Code and any corresponding laws of the District of Columbia); nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, state or local laws;

(5) During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation shall be subject to the following restrictions and prohibitions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to taxation on undistributed income under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(c) The Corporation shall not retain any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to taxation under Section 4943 of the Code;

(d) The Corporation shall not make any investments or otherwise acquire assets in such manner so as to subject the Corporation to taxation under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

(6) Upon the dissolution or final liquidation of the Corporation, the assets of the Corporation shall be applied as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

(b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and

(c) All other assets shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(1) or 501(c)(3) of the Code as the Board of Directors shall determine, pursuant to a plan of distribution.

EIGHTH: The address of the initial registered office is 1120 20th Street, N.W., Suite 300, South Tower, Washington, D.C. 20036. The name of the registered agent at said address is J & C Agency Services, Inc.

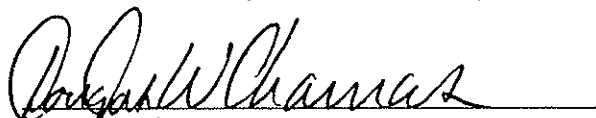
NINTH: The names and addresses of the incorporators of the Corporation are:

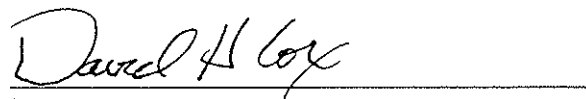
<u>Name</u>	<u>Address</u>
Douglas W. Charnas	c/o Jackson & Campbell, P.C. 1120 20th Street, N.W. Suite 300, South Tower Washington, D.C. 20036
David H. Cox	c/o Jackson & Campbell, P.C. 1120 20th Street, N.W. Suite 300, South Tower Washington, D.C. 20036
Nathan H. Williams	c/o Jackson & Campbell, P.C. 1120 20th Street, N.W. Suite 300, South Tower Washington, D.C. 20036

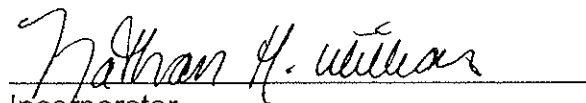
TENTH: The personal liability of the officers and directors of the Corporation is hereby limited to the fullest extent permitted by laws of the District of Columbia, as now in effect or as may hereinafter be amended, and the Corporation shall indemnify all persons whom it may indemnify pursuant thereto; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned incorporators of S&R FOUNDATION, who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and deed and further acknowledge and verify that, to the best of their knowledge, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

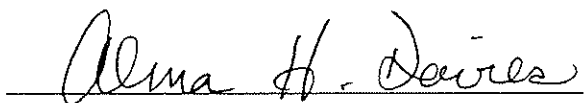
Dated this 22nd day of December, 2000.


Incorporator


Incorporator


Incorporator

I, Alma H. DAVIES, a Notary Public, hereby certify that on the 22nd day of December, 2000, Douglas W. Charnas, David H. Cox and Nathan H. Williams appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.



My commission expires: 8/31/2004

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO: THE SUPERINTENDENT OF CORPORATIONS
BUSINESS REGULATION ADMINISTRATION
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
WASHINGTON, D.C.

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO THE DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT AS
AMENDED (D.C. CODE, 1981 EDITION, TITLE 29, SECTION 29-509),
I, _____, A
BONAFIDE RESIDENT OF THE DISTRICT OF COLUMBIA HEREIN CONSENT TO ACT AS
REGISTERED AGENT FOR:

(NAME OF CORPORATION) _____

SIGNATURE OF REGISTERED AGENT _____

DATE _____

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED AS:

J&C Agency Services, Inc.

AN AUTHORIZED CORPORATE REGISTERD AGENT IN THE DISTRICT OF COLUMBIA, PER
SIGNATURES OF ITS PRESIDENT / VICE-PRESIDENT AND SECRETARY / ASSISTANT
SECRETARY, HEREIN CONSENTS TO ACT AS REGISTERED AGENT FOR:

S&R Foundation

SIGNATURE: David H. Cox ITS PRESIDENT
OR VICE-PRESIDENT

NAME: Chris W. Chamar
ATTEST : ITS SECRETARY
OR ASSISTANT SECRETARY

NAME: _____
DATE : December 22, 2000

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia
NONPROFIT CORPORATION Act have been complied with and accordingly, this
CERTIFICATE OF AMENDMENT is hereby issued to:

S&R FOUNDATION

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal
of this office to be affixed as of **10/17/2011**



Business and Professional Licensing Administration

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: AYSLCWR3LN

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

To: Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, D.C. 20090

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment of its Articles of Incorporation.

FIRST: The name of the Corporation is the S&R Foundation.

SECOND: The following amendment to the Articles of Incorporation was duly adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article Third is being amended as follows:

(1) Paragraphs (4) and (5) are being redesignated paragraphs (9) and (10), respectively; and

(2) The following new paragraphs (4), (5), (6), (7), and (8) are being added:

(4) To encourage and support young artists with an emphasis on young artists whose activities take place in both the United States and Japan or whose specialties contribute to mutual understanding between the two countries;

(5) To enhance and promote cultural exchange between the United States and Japan, with the intention of fostering mutual understanding;

(6) To encourage the exchange of knowledge, information, and ideas between the United States, Japan, and countries in the Asia/Oceania Region regarding emergency management of hazard risks that cause disasters or catastrophes, whether the hazard risks are naturally occurring or human-made;

(7) To provide high quality, independent research, innovation, and practical recommendations for emergency management of hazard risks;

[Handwritten signature and stamp]

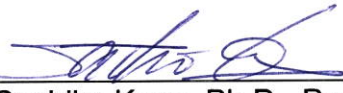
(8) To advance global resilience by disseminating to countries and non-governmental organizations best practices for structural and nonstructural measures to prepare for, protect against, respond to, recover from, and mitigate all hazard risks.

THIRD: The amendment was adopted by consent in writing signed by all members entitled to vote with respect hereto.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by Sachiko Kuno, Ph.D., the President of the Corporation, and Douglas W. Charnas, the Secretary of the Corporation, this 29th Day of August, 2011. By signing these Articles of Amendment of Articles of Incorporation, the undersigned agree that they understand that anyone who makes a false statement anywhere on this document can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

S&R Foundation

Date: 08-26-2011

By: 
Sachiko Kuno, Ph.D., President

Attest:

Date: 08-26-2011

By: 
Douglas W. Charnas, Secretary