

Article of Incorporation
of
Shine On! Kids

(Translation)

Prepared:
Incorporated: July 10, 2006
Revised: Dec 4, 2007 (Art 2)
Revised: March 31, 2009 (Art 13)
Revised: July 12, 2012 (Art 2)
Revised: October 25, 2012 (Art 1)

ARTICLE OF INCORPORATION

Chapter I. GENERAL PROVISIONS

(Organization Name)

Article 1. The organization shall be called “**Tokutei Hieiri Katsudou Houjin Shine On Kids**” which shall be expressed in English as “**Shine On! Kids**”.

(Location of Head Office)

Article 2. The organization’s head office shall be at 3-3-6 Nihonbashi-Honcho, Chuo-ku, Tokyo.

(Purposes)

Article 3. The Tyler Foundation widely targeting the ordinary citizen contributing to build the healthy and happy life of the people, assures the cooperation with the groups which absolutely surround the children with cancer and shall be to engage in the following activities:

Support children and their families who are undergoing bone marrow transplants with transportation, help finance events for children with cancer outside of the hospital, help finance counseling for families, Increase awareness for the need for bone marrow donors and cord blood in Japan, organize events for children with cancer in hospital, international network construction with the organization which has the similar purpose, support the research expense about a childhood cancer, provide information about the above-mentioned activities, plan and manage the various charity events about the above-mentioned activities.

(Categories of Non-Profit Activities)

Article 4. This organization performs the specific non-profitable activities of the following categories in order to attain the purpose mentioned in the preceding article.

- (1) Hygiene, the activity which assures medical care or welfare the increase
- (2) The activity which assures health rearing of the children
- (3) Activity of international cooperation
- (4) Manage, communication, advice or the help the groups relating activities above

(Variety of Projects)

Article 5. This organization undertakes the following enterprise as an enterprise concerning specific nonprofit activity in order to attain the purpose of the article 3.

- (1) Bone marrow transplantation promotion and support
- (2) Increasing awareness for the need for bone marrow donors and cord blood

- (3) Planning and managing Children's exchange events in hospital
- (4) International networking with groups which has similar purpose
- (5) Promotion of research cost concerning child cancer
- (6) Providing Information

Chapter II. MEMBERS

(Types)

Article 6. This organization sets following two types of membership.

- (1) Sei-Kaiin (Full member) The individual and organization who registered in order to consent to the purpose of this corporation.
- (2) Sanjo-Kaiin (Supporting member) The individual and organization who registered in order to consent to the purpose of this corporation and to support.

(Entry)

Article 7. Especial conditions are not defined about a member's admission.

- 2 The applicants shall apply for the membership submitting application form provided by the president.
- 3 The president has to accept admission, as long as there is no suitable reason, when there is an application of the preceding clause.
- 4 The president has to notify him/her of that promptly with the document which attached the reason, when not accepting admission of the thing of the 2nd clause.

(Admission fee and fee)

Article 8. The member should pay the admission fee and the membership fee separately provided in the general meeting.

(Loss of member's qualification)

Article 9. When the member corresponds to one of the following, the qualification is lost.

- (1) When you submit the notice of withdrawal.
- (2) When the member dies or receives the disappearance sentence or the member group dissolves.
- (3) When it is expelled.

(Withdrawal from membership)

Article 10. The member can secede arbitrarily by submitting the notice of withdrawal that the president provides to the chief director.

(Expulsion)

Article 11. When the member the following corresponds to one of each number, it is possible to drop this with the resolution of general meeting.

- (1) When violating to these articles.
- (2) When damaging the reputation of this organization, or opposes to purpose
- 2 It is necessary to give the chance of the excuse to a member concerned before the resolution when the member is expelled as laid down in the foregoing paragraph.

(Non- return of contribution money and articles)

Article 12. The organization shall not return the contribution money and articles once it is paid.

Chapter III. BOARD MEMBERS

(Number of Directors and Auditors)

Article 13. The Company shall have following board members.

- (1) At least three but no more than 12 directors.
- (2) At least one but no more than 2 statutory auditors.
- 2 One president and at least one but no more than 2 vice president from directors.

(Election of Directors and Statutory Auditors)

Article 14. Directors and statutory auditors shall be elected at general meetings

- 2 A president and a vice-president of the board of directors are taken as mutual election of directors.
- 3 Each board member, the relative within the spouse or a relation in the third degree must not be contained exceeding one person, or the relative within the board member concerned, its spouse, and a relation in the third degree will be contained exceeding 1/3 of an officer's total.
- 4 Person who corresponds to either of the legal 20th provision each number, cannot become the director of this organization.
- 5 The auditor/ director must not to combine one another's.

(Duty)

Article 15. The president manages the business on behalf of this organization.

- 2 Vice president assists the president, and if the president has the accident or the president's absence, the vice president executes the duty as a proxy by the order nominated beforehand by the chief director.
- 3 The director composes the board of directors, and executes this organization activities based on providing these articles and the resolution of the general meeting or the board of directors.
- 4 The auditor's duties are the following:
 - (1) Audit the situation of the duties execution of the director.

- (2) Audit the situation of this organization's property.
- (3) Report this to a general meeting or the jurisdiction agency when it is discovered that there is a serious fact of breaking an unjust act, a statute, or articles of association about the business or property of this organization, as a result of audit by regulation of article 15-2.
- (4) Gather the general meeting when there is a necessity to report on the former title.
- (5) Provide views to the director about the situation of the business execution of the director or the situation of this organization's property.

(Terms)

Article 16. Board members' term of office is two years. However, reappointment is not barred.

- 2 The term of the director who assumes the position because of the staff increase is made the remaining period of the term of office of each predecessor the present director's.
- 3 The director should do the duty until the successor assumes the position after it expires at the resignation or the term of office.
- 4 When successor's director is not elected regardless of regulations of the preceding clause, the term of office is extended until the first general meeting is concluded after the end of the term of office.

(Supplement of a vacancy)

Article 17. When those who exceed 1/3 of the constant among a director or an auditor are missing, you have to fill this up without delay.

(Dismissal)

Article 18. When the director corresponds to one of the following each title, resolving the general meeting can dismiss he/she.

- (1) When it is admitted that the accomplishment of the duty is not borne due to the mental and health breakdown.
 - (2) When there is an act not suitable as a director besides the violation of the obligation on the duty.
- 2 It is necessary to give the chance of the excuse to a director concerned before the resolution when the director is dismissed as laid down in the foregoing paragraph.

(Reward etc.)

Article 19. Directors can receive the reward within the range of 1/3 or less of the total.

- 2 Directors can be made amends for cost that requires it to execute the duty.
- 3 The president separately provides a matter necessary for clause 2 through the resolution of the general meeting.

Chapter IV. MEETING

(Types of meeting)

Article 20. There are two kinds of meeting of this organization, a general meeting and board meeting.

- 2 General meetings defined as general meeting and extraordinary general meeting.

(Composition of a general meeting)

Article 21. General meetings are held by Sei-Kaiin(Full-membership holder).

(Authority of a general meeting)

Article 22. A general meeting decides about the following matters:

- (1) Change of Article of Incorporation.
- (2) Dismissal and merger (except for the short-term loan refunded with the income in the accounting period).
- (3) Member's expulsion.
- (4) Business plan, an income-and-outgo budget, and its change.
- (5) Enterprise report and the settlement of accounts
- (6) An officer's election or dismissal, job, and remuneration
- (7) Amount of an admission fee and membership fee .
- (8) Debt (except for the short-term loan refunded with the income in the accounting period same as the article 49).
- (9) Burden of a new duty and abandonment of a right.
- (10) Organize and management of the head office.
- (11) Other important matters about management this organization.

(General meeting)

Article 23. The ordinary general meeting is held once every year.

- 2 The extraordinary general meeting is held when the followings
 - (1) When the board of directors admitted that is necessary, and claims.
 - (2) When 1/5 or more of the total of Sei-Kaiin (Full-membership holders) claim the call depending on the document that describes the purpose of the meeting.
 - (3) When the inspector calls it out based on the fourth in Article 15 clause 4 regulations.

(Call of general meeting)

Article 24. The president calls out the general meeting except in the case of the Article 23 clause2-(3).

- 2 The president should call out the extraordinary general meeting within 30 days from the day when there is a claim by Article 23 clause1 and clause2.
- 3 It is necessary to notify by at least five days before the day of general meeting is called out by the document that describes the place, the purpose, and the discussion matter.

(Chairperson of a general meeting)

Article 25. The chairperson of a general meeting elects from the regular members who attended the general meeting.

(Quorum of a general meeting)

Article 26. A general meeting cannot be held without 1/2 or more attendance of Sei-Kaiinn (Full-membership holder) total.

(Decision of a general meeting)

Article 27. The settled matter in a general meeting is taken as the matter notified by regulation of the Article 2 and Article 4-3.

- 2 Although the proceedings of a general meeting are specified in this Article of Incorporation of organization, settle them with the majority of others and the present Sei-Kaiin, and if the votes split up a half, the president settle the decision.

(Voting right in general meeting etc.)

Article 28. Each Sei-Kaiin (Full-membership holder)'s voting right is assumed to be the equal the one another.

- 2 The Sei-Kaiin who cannot attend the general meeting by an unavoidable reason can entrust the decision by having the document of the matter notified beforehand, deciding or making other Sei-Kaiin a deputy.
- 3 The Sei-Kaiin who decided it as laid down in the foregoing paragraph considers application regulated of Article 28 clause 2 and clause 1 of the next article to be attendance.
- 4 The Sei-Kaiin who has a special stake cannot join the resolution of the proceedings about the resolution of the general meeting.

(Minutes of general meeting)

Article 29. It is necessary to make the minutes that describe the following matter about proceedings of the general meeting.

- (1) Date and place
- (2) Total of regular member and attendance (Add the number in those who decide the document or those who entrust the decision there)
- (3) Discussion matter

(4) Result of outline and resolution of passage of proceedings

(5) Matter concerning the election of the person who sign on the minutes

- 2 Two of elected people who sign the minutes should sign or stamp the minutes.

(Composition of board of directors)

Article 30. Directors compose the board of directors

(Authority of Board of Directors)

Article 31. The board of directors resolves the following matter besides the matter separately provided in this Article of Incorporation.

- (1) Matters that should be discussed at the general meeting
- (2) Matters concerning execution of matter that general meeting resolved
- (3) Matters concerning execution of business that doesn't require resolution of other general meeting

(Holding of board of directors)

Article 32. The board of directors is held when the followings:

- (1) When the president admit that is necessary
- (2) When 1/2 or more of the total of the director claim the call depending on the document that describes the matter that is the purpose of the board of directors.

(Call of Board Meeting)

Article 33. The president calls a board meeting

- 2 The president has to call a board meeting within 14 days from the day, when there is a claim by regulation of the preceding article 32 clause 2.
- 3 It is necessary to notify by at least five days before the day of board meeting. The board of directors shall be called out by the document or E-mail that describes the place, the purpose, and the discussion matter.

(Chairman of board of directors meeting)

Article 34. The chairman of the board of directors meeting is the president.

(Resolution of board of directors meeting)

Article 35. The resolution matter in the board of directors meeting is assumed to be a matter notified beforehand by providing for Article 33 clause 3.

- 2 The proceedings of a board meeting settle them with the majority of others and the present Sei-Kaiin, and if the votes split up a half, the president settle the decision.

(Voting rights of board of directors)

Article 36. Each director's voting right assumed to be the equal the one another.

- 2 The director who cannot attend the general meeting by an unavoidable reason can entrust the decision by having the document of the matter notified beforehand.
- 3 The director who decided it as laid down in the foregoing paragraph considers application regulated of Article 35 and clause 1 of the next article to be attendance.
- 4 The Director who has a special stake cannot join the resolution of the proceedings about the resolution of the general meeting.

(Minutes of board of directors)

Article 37. It is necessary to make the minutes that describe the following matters.

- (1) Date and place
 - (2) Total of director, attendance, and names of directors present
 - (3) Discussion matter
 - (4) Result of outline and resolution of passage of proceedings
 - (5) Matter concerning the election of the person who sign the minutes
- 2 Two of elected those who sign the minutes and the chairperson of the meeting should sign and stamp the minutes.

Chapter V. PROPERTY

(Composition)

Article 38. The property of the organization has and composes the one published to the followings:

- (1) Property in which establishment was described to first general inventory
- (2) Admission fee and membership fee
- (3) Contribution goods
- (4) Income caused from property
- (5) Income according to projects
- (6) Other incomes

(Division)

Article 39. The property of the organization is assumed to be a property concerning the business that lays specific non-profit-making act.

(Management)

Article 40. The president manages the property of the corporation, and the president establishes the method separately through the resolution of the general meeting.

Chapter VI ACCOUNTING

(Principle of accounting)

Article 41. It is necessary to do the accounting of the organization according to the principle published to Article 27 each title of the law.

(Accounting division)

Article 42 The accounting of the corporation is assumed to be business accounting that lies specific and non-profit-making acting.

(Fiscal Year)

Article 43. The fiscal year of the organization shall be for the period from January 1 of each year through December 31 of the following year.

(Project Plan and budget)

Article 44. The president shall make the project plan and the budget plan every fiscal year, and pass the resolution of the general meeting.

(Provisional budget)

Article 45. When the budget is not approved regardless of regulations of the former article by an unavoidable reason, the president can expend the income through the resolution of the board of directors based on the budget at the prior taxable year until the day of the budget approval.

- 2 The income expense in the preceding clause is considered to be income expense of the budget newly approved.

(Reserve fund)

Article 46. The reserve fund can be installed in the budget because it allots it to the budget excess or expense outside the budget.

- 2 When the reserve fund is used, it is necessary to pass the resolution of the board of directors.

(Addition and correction of budget)

Article 47. When an unavoidable reason is caused after the budget is approved, a predetermined budget is added or can be corrected through the resolution of the general meeting.

(Business report and closing of accounts)

Article 48. The document concerning closing of accounts like the business report, the general inventory, the balance sheet, and the statement of receipts and disbursement etc. of the corporation should promptly make by the president after it ends in every fiscal year, receive the auditor's audit, and pass the resolution of the general meeting.

- 2 When the organization causes the surplus in closing of accounts carry it forward in the next

fiscal year.

(Expedient)

Article 49. When assuming, that borrowing the loan in addition it will bear new obligation, or will abandon right you must pass the resolution of general meeting.

Chapter VII. DISSOLUTION AND AMALGAMATION

(Change in article of incorporation)

Articles 50. When this organization is about to change the article of incorporation, it is necessary to pass the resolution by 3/4 or more of the Sei-Kaiin (Full-membership holder) who attended the general meeting to exclude a negligible matter that provided in Article 25 clause 3 of the law, and to obtain the attestation of the jurisdiction agency.

(Dissolution)

Article 51. The organization dissolves for the following reasons:

- (1) Resolution of general meeting
 - (2) Impossibility of success in business that lies aimed specific, non-profit-making activities
 - (3) Defect dying/fleeing of Sei-Kaiin(Full-membership holder)
 - (4) Merger
 - (5) Decision of bankruptcy procedure beginning
 - (6) Cancellation of attestation of establishment by jurisdiction agency
- 2 When this organization dissolves by the first in preceding clause reason, it is necessary to obtain the approval of 3/4 or more of the total of the Sei-Kaiin.
- 3 When dissolving by the second in clause 1 reason, it is necessary to obtain the recognition of the jurisdiction agency.

(Belonging of residual property)

Article 52. Transfer the property that remains when this corporation dissolves (Dissolution by the decision of amalgamating or the bankruptcy procedure beginning is excluded) to the foundation, Gan-no-Kodomo-wo Mamoru Kai.

(Merger)

Article 53. It is necessary to obtain the resolution of 3/4 or more of regular member total number in general meeting and certification by jurisdiction agency when this organization try to merge.

Chapter VIII NOTIFICATION METHOD

(Notification method)

Article 54. The notification of this organization is posted in this organization's information board, and official gazette.

Chapter IX OFFICE

(Installation of head office)

Article 55. To operate this organization's administration, this corporation shall set the head office.

2 The head office shall have a secretary-general and other necessary staff

(Appointment and dismissal of staff)

Article 56. The secretary-general and the staff appoint and dismiss it by the president

(Organization and management)

Article 57. The president separately provides a necessary matter through the resolution of the general meeting for the organization and the management of the head office.

Chapter X. MISCELLANEOUS RULES

(Detailed rule)

Article 58. The president provides this of enforce of this certificate of incorporation in a necessary detailed rule through the resolution of the board of directors.

Additional clause

- 1 This article of incorporation is enforced on the day of this approval of the corporation.
- 2 The board member of this organization for the first years assumes shown in the attached table.
- 3 This establishment of the organization assumes the term of the board member for the first years regardless of regulations of Article 16 clause 1 until March 30,'19.
- 4 This organization's first fiscal year of establishment is assumed from the day to December 31,'18 of this approval of the corporation regardless of regulations of Article 43.
- 5 This organization's project plan and revenue and expenditure budget of establishment depend on the place where the organization meeting provides regardless of regulations of Article 44.
- 6 The amount of the admission fee and the membership fee for the first year of the corporation are following regardless of regulations of Article 8.

(1) Admission fee:

- Full-member (individual and group) 5,000yen
- Supporting member (individual and group) 0yen
- (2) Membership fee:
 - Full-member (individual and group) 10,000yen
 - Supporting member (individual and group) 0yen

Attachment The first board members

Title	Name
President	FORSYTHE KIMBERLY ANN
Vice president	FERRIS MARK
Director	BURKE DONNA MARGARET
Director	KIYOSHI HORII
Director	MASAAKI KUMAGAI
Auditor	GASU RAYMOND ETORNAM KWASI