

PHAM FOUNDATION

A California Nonprofit Corporation

RESTATED ARTICLES OF INCORPORATION

EIN: 86-1609883

Originally Adopted: January 21, 2021

Restated and Adopted: June 1, 2026

San Ramon, California

PUBLIC DISCLOSURE VERSION

This is a public disclosure version prepared in accordance with IRS public inspection requirements. Minor children of the founders are referenced generically. Signature lines indicate "Signature on file" in place of actual signatures.

These Restated Articles of Incorporation supersede and replace in their entirety the original Articles of Incorporation adopted January 21, 2021. The legal existence, EIN, 501(c)(3) status, and founding date of the Pham Foundation are unaffected by this restatement.

ARTICLE I NAME

1.01 Name

The name of this corporation is the PHAM FOUNDATION.

ARTICLE II DURATION

2.01 Duration

The Pham Foundation is established as a perpetual institution. Its duration shall be without limit of time. It is the express intent of the founders that this Foundation outlast its founders, transition across generations, and continue in perpetuity as a vehicle for family-led educational philanthropy.

ARTICLE III PURPOSE

3.01 Charitable Purpose

The Pham Foundation is a nonprofit corporation organized and operated exclusively for charitable and educational 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 Foundation's primary mission is multi-generational educational philanthropy: supporting students, teachers, and educational institutions — in the United States and internationally — in reaching the highest levels of learning, achievement, and stewardship.

3.02 Program Areas

In furtherance of its mission, the Foundation shall operate programs including but not limited to:

- (a) Scholarship programs at accredited universities and high schools, with emphasis on engineering, science, and academic excellence;
- (b) International educational grantmaking, including annual scholarship programs at secondary schools in Vietnam, subject to applicable U.S. law and host-country compliance requirements;
- (c) Support for science, nature, and educational institutions that provide enriching experiences for children and families; and
- (d) Family stewardship programs that prepare the next generation to govern, manage, and extend the Foundation's mission.

3.03 Founding Philosophy

The Pham Foundation was established by Scott H. Pham and Tammy T. Duong — two founders born in Qu $\ddot{u}$ ng Ng $\ddot{a}$ i, Vi e t Nam, who immigrated to and built their lives in the United States. The Foundation reflects

their belief that education is the most durable form of generosity, and that a family's values are best preserved not through accumulation but through purposeful giving across generations.

"Treat the Foundation's assets as borrowed from your children, not inherited from your parents."

ARTICLE IV NONPROFIT NATURE

4.01 Nonprofit Status

The Pham Foundation is organized exclusively for charitable and educational purposes. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, founders, or other private persons, except that the Foundation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

4.02 Private Foundation Status — Permanent

The Pham Foundation is and shall remain a private family foundation under Section 509(a) of the Internal Revenue Code. The founders expressly intend that the Foundation never convert to a public charity. This designation is a permanent, non-negotiable element of the Foundation's governing structure and shall not be altered by any board vote, amendment, or resolution.

4.03 Prohibited Distributions

No part of the net earnings or properties of this Foundation, upon dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers, founders, or other private persons, except as authorized compensation for services rendered and payments in furtherance of the Foundation's charitable purposes.

4.04 Restricted Activities

No substantial part of the Foundation's activities shall constitute the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene in — including by publishing or distributing statements — 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 Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

4.06 Personal Liability

No officer or director of this Foundation shall be personally liable for the debts or obligations of the Pham Foundation. No property or assets of any officer or director shall be subject to the payment of the Foundation's debts or obligations.

4.07 Dissolution

Upon termination or dissolution of the Pham Foundation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code that have a charitable purpose which, at least generally, includes a purpose similar to this Foundation's. Preference shall be given to organizations serving educational purposes in California or in Vietnam.

ARTICLE V GOVERNANCE ARCHITECTURE

5.01 Constitutional Design

The Pham Foundation is designed as a perpetual family-governed institution. The governance architecture established in this Article reflects the founders' express and permanent intent that the Foundation remain under the direction and control of the Pham family line — and those formally recognized by the family — for as long as the family produces willing and prepared members. This three-tier structure is a foundational and permanent element of these Articles and may not be abolished or materially altered without the unanimous written consent of all living Tier 1 members.

5.02 The Three Tiers — Summary

The Foundation's governance is organized into three tiers:

Tier 1 — Family Sovereign Authority: The founders and their lineal descendants in perpetuity. This tier holds all decision-making authority over the Foundation.

Tier 2 — Family Extended Authority: Spouses of Tier 1 members and adopted children of Tier 1 descendants. This tier participates in governance through board membership and advisory roles.

Tier 3 — Board Stewardship: Non-family board members. This tier activates only upon emergency succession — when no Tier 1 or Tier 2 member is living, willing, and prepared to govern.

Tier 4 — Institutional Continuity: A designated institutional steward of last resort — currently Fidelity Trust Company. This tier activates only when Tier 3 is also unavailable, preserving the Foundation's legal existence and assets under strict custodial authority until a human successor is identified.

5.03 Tier 1 — Family Sovereign Authority

Tier 1 membership is held by:

- (a) The founders: Scott Huan Pham and Tammy T. Duong, in perpetuity for the duration of their lives and willingness to serve;
- (b) The biological children of the founders — the founders' eldest daughter and the founders' youngest daughter — currently holding Junior Member status, who shall become full Tier 1 members upon reaching age 18 and completing the stewardship pathway established in the Foundation's Bylaws;
- (c) Children legally adopted directly by the founders themselves, treated in all respects identically to the founders' biological children; and

(d) The lineal biological descendants — in each succeeding generation — of any Tier 1 member, upon reaching age 18 and completing the stewardship pathway.

Tier 1 authority is held by birthright and lineage. It is not granted by board vote, not revocable by the board, and not affected by the personal circumstances — including marriage, divorce, or remarriage — of any Tier 1 member.

5.04 Tier 2 — Family Extended Authority

Tier 2 membership is held by the spouse of any active Tier 1 member, for the duration of the marriage, and by children legally adopted by a Tier 1 descendant who do not qualify for Tier 1 by lineal descent. Tier 2 members serve on the board of directors and in formal advisory roles. A Tier 2 member may be elevated to Tier 1 by unanimous written consent of all living, active Tier 1 members.

5.05 Tier 3 — Board Stewardship

Tier 3 consists of non-family board members. During any period in which at least one Tier 1 or Tier 2 member is active, Tier 3 members serve in a supporting and advisory capacity only and may not override any decision of a Tier 1 or Tier 2 member. Tier 3 activates as the governing body only when no Tier 1 or Tier 2 member is living, willing, and prepared to govern, operating under the locked mission preservation framework established in the Foundation's Bylaws.

5.06 Tier 4 — Institutional Continuity

Tier 4 is the Foundation's designated institutional steward of last resort. The Foundation's intended Tier 4 institution is Fidelity Trust Company. Tier 4 exists to prevent any governance vacuum that could result in dissolution of the Foundation or loss of its legal existence, tax-exempt status, or assets. The full Tier 4 framework is established in the Foundation's Bylaws. Any living Tier 1 or Tier 2 family member may reclaim governance from any emergency governing body at any time by written notice, without court order or board vote.

5.07 Initial Board

The initial directors of the Foundation are:

Scott Huan Pham — Founder · President · Tier 1

Tammy T. Duong — Co-Founder · Treasurer · Tier 1

Loc Quan Tran — Secretary · Tier 3

The founders' eldest daughter — Junior Member (Tier 1 upon age 18)

The founders' youngest daughter — Junior Member (Tier 1 upon age 18)

5.08 Founder Titles and Roles

Scott Huan Pham serves as Founder and President, with responsibility for governance, infrastructure, technology, and strategy. Tammy T. Duong, Ph.D., serves as Co-Founder and Program Director, with responsibility for programs, relationships, scholarship administration, and cultural mission.

5.09 Succession

Upon the death or permanent incapacity of both founders, the eldest active Tier 1 descendant who has completed the stewardship pathway shall assume the role of Lead Family Fiduciary and acting chair of the Foundation. The full succession framework is established in the Foundation's Bylaws.

ARTICLE VI MEMBERSHIP

6.01 No Members

The Pham Foundation shall have no voting members. The management of the Foundation's affairs is vested exclusively in the board of directors as defined in these Articles and the Foundation's Bylaws.

ARTICLE VII AMENDMENTS

7.01 Amendment of Articles

These Articles of Incorporation may be amended by approval of two-thirds (2/3) of the board of directors then in office, provided that:

- (a) No amendment shall cause the Foundation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code;
- (b) No amendment shall convert or reclassify the Foundation from a private foundation to a public charity, as provided in Section 4.02 of these Articles; and
- (c) No amendment shall diminish or eliminate the permanent board status of the founders as provided in Section 5.02.

7.02 Five-Year Restatement Cycle

The Foundation shall conduct a full restatement of these Articles and its Bylaws on a five-year cycle. The first restatement is anticipated in 2031. Each restatement shall review the Foundation's governance structure, complete any deferred frameworks, and ensure the governing documents remain current with the Foundation's growth, applicable law, and the founders' evolving intent.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate and Mailing Address

The mailing address of the Foundation is:

Pham Foundation
PO Box 68
San Ramon, California 94583

The principal office address of the Foundation is:

2721 Marsh Drive

San Ramon, California 94583

ARTICLE IX REGISTERED AGENT

9.01 Registered Agent

The registered agent of the Foundation is:

Scott Huan Pham

2721 Marsh Drive

San Ramon, California 94583

ARTICLE X FAMILY STEWARDSHIP

10.01 Multi-Generational Intent

The Pham Foundation is a family foundation in the fullest sense of that term. It was created not merely as a tax structure, but as a vehicle for transmitting values, purpose, and responsibility across generations — from the founders to their children, from their children to their grandchildren, and forward in perpetuity.

10.02 Perpetual Family Sovereignty

The Pham family line — Tier 1 as defined in Article V — shall hold sovereign authority over this Foundation in perpetuity, for as long as the family produces willing and prepared members. No board, no outside party, no legal instrument, and no future amendment may transfer sovereign authority away from the Tier 1 family line without the unanimous written consent of all living Tier 1 members.

10.03 Junior Members and Tier 2 — Family Recognition

The founders' eldest daughter and the founders' youngest daughter are formally designated as Junior Members of the Pham Foundation from the date of adoption of these Restated Articles. Junior Members are recognized family members of the Foundation with a defined pathway to full Tier 1 sovereignty upon reaching age 18.

10.04 Scaling Commitment

The Foundation operates under a catalytic giving model: for every \$100,000 held in foundation assets, the Foundation commits to funding one additional educational scholarship program. The first school funded under this model is Tr■n Qu■c Tu■n High School in Qu■ng Ng■i, Vi■t Nam — the alma mater of Co-Founder Tammy T. Duong.

10.05 Mission Preservation Across All Tiers

Every member of every tier who assumes governance responsibility is entrusted with preserving the Foundation's core commitments: educational grantmaking, transparency, dignity for every recipient, deep respect for the teaching profession, and the perpetual family stewardship mission the founders established.

10.06 Emergency Custodial Authority and Five-Year Restatement Commitment

In the event that Tier 3 emergency activation occurs, the board of directors shall exercise custodial authority only — preserving the Foundation's legal existence, maintaining required filings, and protecting assets — consistent with the locked mission preservation framework established in the Foundation's Bylaws. The Foundation commits to conducting a full restatement of its governing documents on a five-year cycle, with the first restatement anticipated in 2031.

ARTICLE XI INCORPORATORS

11.01 Incorporators

The incorporators of the Pham Foundation are Scott Huan Pham and Tammy T. Duong.

CERTIFICATE OF ADOPTION OF RESTATED ARTICLES OF INCORPORATION

We, the undersigned, being the founders and duly authorized officers of the Pham Foundation, hereby certify that the foregoing Restated Articles of Incorporation were duly adopted by the board of directors on June 1, 2026, and that these Restated Articles supersede and replace in their entirety the original Articles of Incorporation adopted January 21, 2021.

The Pham Foundation's legal existence, EIN (86-1609883), 501(c)(3) tax-exempt status, and effective date of February 16, 2021 are unaffected by this restatement.

Signature on file

SCOTT HUAN PHAM

Founder · President

Signature on file

TAMMY T. DUONG, Ph.D.

Co-Founder · Treasurer

Signature on file

LOC QUAN TRAN

Secretary

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Scott Huan Pham, consent to serve as the registered agent for the Pham Foundation as appointed in Article IX of these Restated Articles of Incorporation.

Signature on file

SCOTT HUAN PHAM

Registered Agent

Pham Foundation · EIN 86-1609883 · San Ramon, California · Est. 2021 · Restated Articles of Incorporation · Adopted June 1, 2026