

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Daniel D. Sullivan

c/o Brown, Rudnick, Freed & Gesmer
One Federal Street
Boston, Massachusetts 02110

106305

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

The Blackstone/Franklin Square Neighborhood Association, Inc.

2. The purposes for which the corporation is formed is as follows:

- a) to provide a forum for the opinions of its members;
- b) to work to improve the social and physical conditions of the neighborhood, with an eye to preserving its diversity and those social and physical characteristics of positive value to the area;
- c) to represent the members and act as their voice in dealing with other individuals, organizations or governmental authorities;
- d) to sponsor positive projects for the benefit of the neighborhood;
- e) to work with other groups and neighborhood organizations for the benefit of the community as a whole;
- f) to endeavor to keep the members informed on relevant political issues and to act on political issues consistent with the purposes as stated above, but not to endorse any political candidate or take a partisan political position;
- g) to carry on any other activity permitted a corporation organized under Chapter 180 of the Massachusetts General Laws, whether or not expressly enumerated herein but excluding any activity not permitted a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

C ☐
P ☒
M ☐
R.A. ☐

92-120018

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

None

- *4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See Article 4 attached hereto and incorporated herein by reference.

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.

(f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

(g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of any corporation, fifty percent (50%) or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.

(m) Unless the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, literary, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(q) Meetings of the members may be held anywhere in the Greater Boston area.

(r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another

organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officers," "employees," and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having interest in any concern in which any such directors, officers, members, or individuals have any interest may be a party to, or may be pecuniarily or otherwise interested in, and contract, transaction, or other act of this corporation, and

- (1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
- (3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(t) No part of the net earnings of the corporation 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 Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(u) Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or 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) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(v) to participate as a subscriber in the exchanging of insurance contracts specified in section 94B of Chapter 175 of the Massachusetts General Laws.

(w) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth or Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

7. DIRECTORS:

Josephine Ashey, 11 East Newton St., Boston, MA 02118

Sister Gemma Bambrick, 11 East Newton St., Boston, MA 02118

Ruth Barkley, 621 Harrison Ave., P.O. Box 323 Cathedral, Boston, MA 02118

Richard Bayley, 11 East Newton St., Boston, MA 02118

Ernest Boatswain, 11 East Newton St., Boston, MA 02118

Mina Crowley, 11 East Newton St., Boston, MA 02118

Maria Fernandes, 11 East Newton St., Boston, MA 02118

Frances Goodman, 2 E. Brookline St., P.O. Box 18394 Cathedral, Boston, MA
02118

Deborah Grodecka, 44 W. Newton St., Boston, MA 02118

Agnes Hunt, 11 East Newton St., Boston, MA 02118

Josephine Inzodda, 11 East Newton St., Boston, MA 02118

Josephine Kfoury, 38 West Newton St., Boston, MA 02118

John Mahoney, 77 W. Brookline St., Boston, MA 02118

Randee Martin, 45 W. Newton St., Boston, MA 02118

Celia McCray, 11 East Newton St., Boston, MA 02118

Joe Pelphrey, 44 W. Newton St., Boston, MA 02118

Jon Perry, 4 Haven St., Boston, MA 02118

Mary Ramos, P.O. Box 659 Cathedral Station, Boston, MA 02118

Pat and David Schooley, 253 River St., Norwell, MA 02061

Alice Smith, 11 East Newton St., Boston, MA 02118

Clarence Willis, 11 East Newton St., Boston, MA 02118

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.

6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).

7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

c/o Franklin Square House, 11 East Newton Street, Boston, MA 02118

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
		45 West Newton Street	
President:	Randee Martin	Boston, MA 02118	Same
Vice-		11 East Newton Street	
President:	Ernest Boatswain	Boston, MA 02118	Same
Treasurer:	Allen Commeau	45 West Newton Street	Same
		Boston, MA 02118	
Clerk:	Gertrude Batchelder	11 East Newton Street	Same
		Boston, MA 02118	

Directors: (or officers having the powers of directors)

See Article 7 attached hereto and incorporated herein by reference.

c. The date initially adopted on which the corporation's fiscal year ends is:

May 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

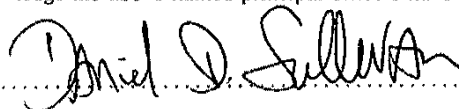
June 15

e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of April, 19 82

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.



Daniel D. Sullivan

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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RECEIVED

APR 29 1982

THE COMMONWEALTH OF MASSACHUSETTS

REGISTRATION DIVISION
SECRETARY'S OFFICE

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this 30th day of April 1982

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: Daniel D. Sullivan, Esq.

.....Brown, Rudnick, Freed & Gesmer..

.....One Federal Street.....

.....Boston, Massachusetts...02110.....

Telephone: 542-3000.....

Filing Fee \$30.00

Copy Mailed

6-14-82