

9-D
Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108
Michael Joseph Connolly, Secretary

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.

Lawrence E. Susskind

32 Jericho Hill Road
Southborough, MA 01772

W. J. A.
Name
Approved

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:

88 106094

Southborough Open Land Foundation, Inc.

00100 4117-

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

The corporation is formed and shall be operated for the exclusively charitable, scientific and educational purposes of promoting the wise use of land in the Town of Southborough, Massachusetts, specifically by the acquisition by gift or purchase of real property and interests in real property in Southborough and the preservation of the same and any other real property in Southborough in its natural scenic, open, or rural condition; by preserving ecologically or agriculturally sensitive land and creating protected wildlife habitats; by disseminating information to, and otherwise educating, the general public as to the need and value of wise land use in Southborough; and by engaging in such other activities as shall tend to preserve, beautify and enhance Southborough.

- C
- P
- M
- R.A.

10
P.C.

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: -

N/A

- *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 continuation sheets 4A, 4B, 4C, 4D and 4E.

CONTINUATION SHEET 4A

Subject to the limitations contained in paragraphs (a) through (f) below, the corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the power to be a partner with one or more other organizations in any enterprise which carries out the purposes on which the corporation's tax-exempt status is based.

(a) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law, hereinafter the "Internal Revenue Code") or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and no member, officer or employee of the corporation shall

CONTINUATION SHEET 4B

receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services in effecting one or more of its purposes.

(c) 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 distributing of statements) any political campaign on behalf of any candidate for public office.

(d) If at any time or times, the corporation shall be classified as a private foundation under the Internal Revenue Code, then at such time or times the corporation shall be subject to the following restrictions:

- (1) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.
- (2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.
- (3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

CONTINUATION SHEET 4C

(4) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

(5) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

(e) Persons of any race and of either sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race or sex in administering its policies and programs.

(f) In the event of dissolution of the corporation, the assets of the corporation shall be distributed pursuant to Massachusetts General Laws c. 180, §11A to such organization or organizations with similar charitable, scientific and educational purposes as at the date of dissolution are described in §501(c)(3) of the Internal Revenue Code.

(g) Meetings of the members may be held anywhere in the United States.

(h) No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or

CONTINUATION SHEET 4D

officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the corporation (i) for any breach of the director's or officer's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by the members of the corporation shall apply to or have any effect on the liability or alleged liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

(i) The by-laws may provide that the directors may make, amend or repeal by-laws, in whole or in part, except with respect to any provision thereof which by law, the articles of organization or the by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the directors of any by-law, notice thereof stating the substance of such change shall be given to all members entitled to vote

CONTINUATION SHEET 4E

on amending the by-laws. Any by-law adopted by the directors may be amended or repealed by the members.

4091j

CONTINUATION SHEET 7b

Directors:

Paul E. Brefka
196 Cordaville Road
Southborough, MA 01772

Anne G. Dockstader
260 Parkerville Road
Southborough, MA 01772

Donna L. McDaniel
24 Richards Road
Southborough, MA 01772

Hester G. Schepens
9 Parkerville Road
Southborough, MA 01772

Lawrence E. Susskind
32 Jericho Hill Road
Southborough, MA 01772

Laurie C. Burnham
11 Clemmons Street
Southborough, MA 01772

Peter I. Kallander
14 Meadow Lane
Southborough, MA 01772

Kevin R. Moran
91 Mt. Vickery Road
Southborough, MA 01772

Mary M. Sokolowski
183 Cordaville Road
Southborough, MA 01772

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:

14 Meadow Lane, P.O. Box 345, Southborough, MA 01772

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
President: Peter Kallander	14 Meadow Lane Southborough, MA 01772	
Treasurer: Hester G. Schepens	9 Parkerville Road Southborough, MA 01772	
Clerk: Mary M. Sokolowski	183 Cordaville Southborough, MA 01772	

Directors: (or officers having the powers of directors)

See continuation sheet 7b.

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

December 31

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

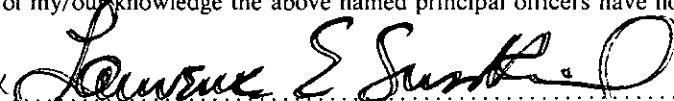
The second Tuesday in May

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

N/A

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 15th day of April, 1988.

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.

X 
 Lawrence E. Susskind

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.

32206

SECRETARY OF STATE

1968 APR 15 PM 3:58

CORPORATION DIVISION THE COMMONWEALTH OF MASSACHUSETTS

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 15th day of April 1968

Effective date

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

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

TO:

Nolly Corley, Esq.
Choate, Hall & Stewart
Exchange Place
53 State Street
Boston, Massachusetts 02109
Telephone (617) 227-5020

Filing Fee \$30.00

Copy Mailed