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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these 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 \$ 35 having been paid, said articles are deemed to have been filed with me this 7th day of August 20 02.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

HOLLAND, SULLIVAN & McLAUGHLIN, P.C.
12 Congress Street, P.O. Box 268
Milford, MA 01757
Telephone: (508) 473-4811
Attention: David L. Bertonezzi

041800

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KF

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Examiner

Y

Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Medway Secondary Home and School Association, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Continuation Sheet Article II
attached hereto, the provisions of which
are incorporated by reference hereto

- C
- P
- M
- R.A.

9
P.C.

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

**CONTINUATION SHEET
ARTICLE II**

Medway Secondary Home and School Association, Inc.

To broaden and enhance the educational and social environment of the secondary schools in the Town of Medway, Massachusetts, and to conduct such activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and as are described in Section 501(c)(3) of the Internal Revenue Code.

The Corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: c/o Medway Middle School, 45 Holliston Street, Medway, MA 02053

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Shirley Bliss	26 Fox Run Road, Medway, MA 02053	
Treasurer:	Patricia Clist	20 Tulip Way, Medway, MA 02053	
Clerk:	Leslie Guyette	30A Causeway Street, Medway, MA 02053	

Directors (or officers having the powers of directors)

See Continuation Sheet Directors attached hereto, the provisions of which are incorporated by reference herein

c. The fiscal year of the corporation shall end on the last day of the month of June

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

I/We, the below signed incorporator(s), 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 officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 10th day of June, 2002.

Shirley Bliss
 Shirley Bliss, 26 Fox Run Road, Medway, MA 02053

Patricia Clist
 Patricia Clist, 20 Tulip Way, Medway, MA 02053

Leslie Guyette
 Leslie Guyette, 30A Causeway Street, Medway, MA 02053

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title held by said person or other authority by which such action is taken.

**CONTINUATION SHEET
ARTICLE IV**

Medway Secondary Home and School Association, Inc.

I. The Corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended, provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from Federal income tax to which the Corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended (the "Code"), or under any successor sections thereto.

II No part of the assets or net earnings, if any, of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or other private individual, 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 Corporation's purposes set forth in Article 2 of the Articles of Organization. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the Corporation shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Code.

III If and so long as the Corporation is a private foundation (as that term is defined in Section 509 of the Code), then notwithstanding any other provision of these Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:

- (A) the income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code; and
- (B) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Code), nor retain any excess business holdings (as defined in Section 4943 (c) of the Code), nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945 (d) of the Code).

IV The Corporation shall not discriminate on the basis of race, religion, national origin, sex, sexual orientation, age, income, culture or physical ability in administering its policies and programs.

V. No officer or director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or director, to the extent that such liability is imposed by applicable law, (1) for any breach of the officer's or director's duty of loyalty to the Corporation, (2) for acts or commissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the officer or director derived an improper personal benefit. This provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

VI. Meetings of the directors of the Corporation may be held anywhere in the United States.

VII. Except as may otherwise be required by law, these Articles of Organization may be amended from time to time by an affirmative vote of two-thirds of the directors of the Corporation then in office; provided, however, that no such amendment shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of exemption from Federal and state income taxes.

VIII. Except as may otherwise be required by law or these Articles of Organization, the By-laws of the Corporation may be altered, amended, or repealed, or new By-laws may be adopted, by an affirmative vote of a majority of the directors of the Corporation entitled to vote at any annual meeting of the directors or at any special meeting of the directors; provided, however, that no such alteration, amendment, or repeal, or adoption of new By-laws, shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of exemption from Federal or state income taxes.

IX. Except as may otherwise be required by law, the Corporation may at any time, by the affirmative vote of two-thirds of the directors of the Corporation then in office, merge or consolidate with or into any corporation which is exempt from Federal and state income taxes and which is organized for any one or more of the purposes of the Corporation as set forth in these Articles of Organization, as from time to time amended, or for purposes substantially similar thereto.

X. Except as may otherwise be required by law, the Corporation may at any time, by the affirmative vote of two-thirds of the directors of the Corporation then in office, sell, lease, exchange or otherwise dispose of all or substantially all its property or assets upon such terms and conditions as it deems expedient, except that no such vote shall be required if such transaction does not involve or will not result in a material change in the

nature of the activities conducted by the Corporation.

XI. Except as may otherwise be required by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the Corporation then in office; provided, however, that in the event of any dissolution of the Corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Code, as a majority of the directors of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.