

WL

Examiner

WL

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:

**Auburndale Community Library, Inc.**

**ARTICLE II**

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

**See attached Rider II.**

- C
- P
- M
- R.A.

8/16/5.

AUBURNDALE COMMUNITY LIBRARY, INC.

Articles of Organization

RIDER II-1

The corporation is organized, and is to be operated, exclusively as a charitable organization within the meaning of Section 4(a) of Chapter 180 of the General Laws, as now in force or as hereafter amended, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or as hereafter amended. The purposes of the corporation shall include:

- a) To maintain a branch library in Auburndale, Massachusetts as a circulating library and to conduct educational and literary activities at the library for adults, children and the elderly in the community;
- b) To conduct educational seminars and lectures on community history, health and well-being topics, and other topics of interest;
- c) To sponsor lectures, readings, music programs, book groups, children story times and other similar events;
- d) To seek and raise funds from private and public sources to support and achieve the above purposes;
- e) To carry on any activity connected with or incidental to the foregoing purposes; and
- f) All other purposes conferred by the Commonwealth of Massachusetts upon charitable corporations under Chapter 180 of the General Laws, as now in effect or as hereafter amended.

In carrying out the forgoing purposes, the corporation shall have all of the powers granted to a corporation formed under Chapter 180 of the General Laws, as now in effect or as hereafter amended, and, in addition, (i) shall have the power to become a partner, general or limited, in any business enterprise that the corporation would have the power to conduct by itself, and (ii) shall have all other powers necessary or convenient to effect any or all of the purposes for which the corporation is formed except, and to the extent that, any power (or its exercise in any instance) is inconsistent with said Chapter 180 or any other chapter of the General Laws.

### ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

**As permitted by Chapter 180 of the Massachusetts General Laws, the corporation does not have members.**

### ARTICLE IV

**\*\* 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 attached Rider IV.**

### ARTICLE V

The 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 on the following page, have been duly elected.

**\*\* If there are no provisions state "None".**

**Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.**

AUBURNDALE COMMUNITY LIBRARY, INC.

Articles of Organization

RIDER IV-1

(a) No part of the assets of or the net earnings of the corporation shall be divided among, inure to the benefit of, or be distributable to its directors, 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 its purposes set forth in Article II of these Articles of Organization.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Organization, the corporation shall neither engage in nor carry on any activity that is not permitted to be engaged in or carried on by (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as hereafter amended, or (2) a corporation contributions to which are deductible under section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the said Internal Revenue Code.

(d) The programs operated by the corporation shall admit participants of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to participants. The corporation shall not discriminate on the basis of race, color, national, or ethnic origin in the administration of its programs.

(e) In the event that the corporation is a private foundation, within the meaning of section 509(a) of the Internal Revenue Code of 1986, as now in effect or as hereafter amended, then, notwithstanding any other provision of these Articles of Organization or the By-Laws of the corporation, the following provisions shall apply:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) Meetings of the Board of Directors of the corporation may be held anywhere in the United States.

(g) Upon the dissolution of the corporation in accordance with Section 11A of Chapter 180 of the Massachusetts General Laws, the funds, properties and assets of the corporation, after the payment or provision for payment of all of the liabilities and obligations of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(h) No officer or director of the corporation 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 the foregoing shall not eliminate or limit the liability of an officer or director for (i) any breach of the officer's or director's duty of loyalty to the corporation, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iii) any transaction from which the officer or director derived an improper personal benefit. A director, officer, or incorporator of the corporation shall not be liable for the performance of his or her duties if he or she acts in compliance with section 6C of Chapter 180 of the General Laws.

**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:

**375 Auburn Street, Auburndale, MA 02466**

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

**See attached Rider VII.**

c. The fiscal year of the corporation shall end on the last day of the month of: **December**

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

**Nicholas J. Nesgos, Esq., Posternak Blankstein & Lund LLP, Prudential Tower, 800 Boylston Street, 33<sup>rd</sup> Floor, Boston, MA 02199-8004**

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 names(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

        6<sup>th</sup>         day of         May        , 20 09 ,

**Nicholas J. Nesgos**

*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 he/she holds or other authority by which such action is taken.*

**AUBURNDALE COMMUNITY LIBRARY, INC.**

**ARTICLES OF ORGANIZATION**

**RIDER VII**

Part b.

President: Elizabeth Miller

Vice President: Dana Hanson

Vice President: Nicholas J. Nesgos

Treasurer: Johanne Campbell

Clerk: Cheryl Harris

Assistant Clerk: Ned Schofield

Directors: John Haworth

Polly Bryson

Patrick Costello

Russell Morin

18301

1084644

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 180)

FILED

MAY 08 2009

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

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 day of May 2009.

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

FILED

MAY 08 2009

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION  
Contact information:

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Posternak Blankstein & Lund LLP  
The Prudential Tower  
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Email: nnesgos@pbl.com

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.