



The Commonwealth of Massachusetts

Secretary of State

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE
STATE HOUSE - BOSTON 02133
727-2800

RE: CHAPTER 180 CORPORATIONS

TO WHOM IT MAY CONCERN:

Please find enclosed a photocopy of your Articles of Organization. The corporation has a legal existence as of the effective date stated on the Articles.

Under the provisions of Massachusetts General Laws, Chapter 180, section 26A, non-profit corporations must prepare and submit "Annual Reports" by November first of each year (starting with the year after incorporation).

This section shall not apply to a church or a religious organization, a non-profit school or college, a charitable hospital or a library association whose real or personal property is exempt from taxation.

This note is intended as a reminder to you of your obligation to annually file an "Annual Report" with the Secretary of the Commonwealth.

In addition, you should be aware that Federal Identification Numbers are used in our computer files as a means of positive identification. As soon as your corporation is assigned a FIN, please notify this office so that your corporate file may be completed. Remember to enter your FIN on all future filings.

Blank "Annual Report" forms may be obtained by calling (617) 727-4176.

Very truly yours,

A handwritten signature in cursive script, reading "Patrick J. Ward", written over a horizontal line.

Patrick J. Ward
Clerk, C.180 Section

PJW/pjw

Examiner

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
James L. Buechl	462 Park Drive, Boston, MA 02215
Robert B. Canterbury	12 Aberdeen Street, Boston, MA 02215
Netta Davis	924 Beacon Street, Boston, MA 02215
Helene S. Dunlap	916 Beacon Street, Boston, MA 02215
Frank M. Evans	5 Keswick Street, Boston, MA 02215
Katherine L. Greenough	857 Beacon Street, Boston, MA 02215
Harry F. Lockwood	22 Medfield Street, Boston, MA 02215
Kathleen S. Schultz	10 Keswick Street, Boston, MA 02215
Arlene Winkler	466 Park Drive, Boston, MA 02215

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):

AUDUBON CIRCLE NEIGHBORHOOD ASSOCIATION, INC. ✓

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

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

In recognition of the facts that financial exigencies have caused a decline in the availability of government services in the City of Boston and that the quality of urban life derives from individual strength as well as joint efforts in and among all city neighborhoods, the objects and purposes of this Association shall be to:

a) Work actively in conjunction with other neighborhood civic associations and urban improvement groups to enhance the quality of life for all residents of the Audubon Circle area of Boston and of other neighborhoods in the City of Boston (hereinafter referred to as "the Area"); and

b) Advocate, develop, administer, or assist programs which serve the housing and educational needs of residents of the Area, with special emphasis on taking steps to provide low and moderate elderly persons with affordable housing suitable for their needs; and

c) Combat deterioration of Audubon Circle as a residential neighborhood; and

d) Enable residents of Audubon Circle to secure a decent environment; and

e) Explore, create, administer, and share with other urban residents programs to combat deterioration caused by declining public services, thereby lessening the burdens of government; and

f) Perform such other charitable or educational functions directly or indirectly related to the foregoing activities.

(Continued on Page A)

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.

Name
Approved

C ☐
P ☒
M ☐
R.A. ☐

82-6:0011

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:

There shall be two classes of members, voting members and participating members.

Voting members shall be defined as any person 18 years of age or older who resides or who owns and operates a business in that part of the City of Boston bounded by:

On the West: the Boston side of St. Mary's Street

On the North: the alley running behind the north side of Beacon Street

On the East: Montfort and Maitland Streets

On the South: the MBTA Riverside Line tracks
(referred to hereafter as "the Audubon Circle Area")

The terms "resides" shall mean that a candidate for membership lives in property she/he owns in the Audubon Circle Area or has been for 12 consecutive months a tenant in a building in the Audubon Circle Area.

Participating members shall include: (a) persons over 18 living in the Audubon Circle Area who have not yet met the residency criteria for voting membership but are committed to preserving the Audubon Circle Area as a residential area and to the other purposes of the Association; (b) persons over the age of 18 who own property or
(Continued Page A, #3)

- *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:-

a. The Corporation shall have the following powers in furtherance of its corporate purposes:

(1) The Corporation shall have perpetual succession in its corporate name.

(2) The Corporation may sue and be sued.

(3) The Corporation may have a corporate seal which it may alter at pleasure.

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

(5) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, construct, maintain and operate improvements on, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and in an unlimited amount.

(6) 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.

(7) 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.

(8) 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 or other obligations, shares, or other securities or interests issued by others, whether engaged
(Continued p.A-E)

*If there are no provisions state "None"

2. Purposes of the Corporation continued:

No substantial part of the Corporation's activities shall be the carrying on of political propaganda, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

3. Membership continued

have resided for 12 consecutive months at an address contiguous within three blocks to the Audubon Circle Area and are committed to preserving the Audubon Circle Area as a residential area and to the other purposes of the Association; (c) non-profit institutions within or contiguous to the Audubon Circle Area which are committed to preserving the Audubon Circle Area as a residential area and to the other purposes of the Association; and (d) business enterprises located outside the Audubon Circle Area which are committed to the purposes of the Association.

* Voting members may vote on all matters coming before the membership of the Association and may hold office. Each voting member shall have one vote. A voting member that is such by virtue of being a business enterprise operated within the Audubon Circle Area shall similarly have one vote and it shall be the duty of the owner of such enterprise to provide the Directors or the Clerk of the Association with the name of that natural person who is authorized to act and vote on behalf of the business.

Participating members may attend all meetings of the members but may not vote or hold office.

Any person eligible for membership may become a member upon the filing of a written membership application and payment of dues as the same may be set from time to time by the Directors. Membership applications shall be processed by the Clerk of the Association. In the event of a question or dispute as to eligibility or the proper class of membership, any decision of the Board of Directors on the question shall be conclusive. Memberships in the Association shall be effective from the date of their acceptance by the Clerk or the Board of Directors and shall remain effective for as long as such person or entity continues to meet the eligibility criteria set forth above.

4. Provisions continued

in similar or different business, governmental, or other activities.

(9) 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.

4. (Continued)

(10) 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.

(11) The Corporation may do business, carry on its operations, and have offices and exercise all powers granted or permitted by Massachusetts General Laws, Chapter 180 (as such chapter may incorporate powers available under other chapters of the Massachusetts General Laws), 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.

(12) The Corporation may make contributions or donations to other organizations.

(13) The Corporation may be an incorporator of other corporations of any type or kind.

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

(15) 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 voting members.

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

(17) 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. No such power nor any of the powers enumerated above 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.

b. No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and 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.

c. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be a private foundation under Section 509(a) of the Code, or corresponding

4. (Continued)

provisions of any subsequent federal tax laws. In the event that the Corporation is now or ever becomes a private foundation as that term is defined in Section 509 of the Code, or corresponding provisions of any subsequent federal tax laws, then notwithstanding any other provisions of the 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 Code or corresponding provision 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 Code 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 Code 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 Code 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 Code or corresponding provisions of any subsequent federal tax laws.

d. 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

4. (Continued)

best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the voting directors then in office; or (b) by a majority of the disinterested voting directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such directors, 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 voting members entitled to vote, voting as a single class. 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 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", "employee" and "agent" 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.

- e. (1) In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed per the provisions of paragraph 4.e.(2) hereof.
- (2) Except as otherwise required by law, upon the liquidation, dissolution or winding up of the affairs of the Corporation, after its debts and obligations have been disposed of or due provision therefor has been taken by the Corporation by the affirmative vote of at least two-thirds of the voting members of the Corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the Corporation shall be transferred to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws as the Corporation shall determine by the affirmative

Articles of Organization, Audubon Circle Neighborhood Assn., Inc.

p.E

4. (Continued)

vote of at least two-thirds of the voting members of the Corporation or by a court in Massachusetts having jurisdiction in such matters.

f. Except as otherwise required by law, these articles or organization may be amended from time to time by the affirmative vote of at least two-thirds of the voting members of the Corporation; provided that no amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for such educational or charitable purposes as qualify the Corporation for exemption from taxation under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

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:

10 Keswick Street
Boston, MA 02215

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: Kathleen S. Schultz	10 Keswick Street	Boston, MA 02215
Vice-Pres.: James L. Buechl	462 Park Drive	Boston, MA 02215
Treasurer: Frank M. Evans	5 Keswick Street	Boston, MA 02215
Clerk: Helene S. Dunlap	916 Beacon Street	Boston, MA 02215
Directors: (or officers having the powers of directors)		
James L. Buechl, 462 Park Drive, Boston, MA		Kathleen S. Schultz, 10 Keswick St., Boston, MA
Robert S. Canterbury, 12 Aberdeen St., Boston, MA		
Netta Davis, 924 Beacon St., Boston, MA		
Helene S. Dunlap, 916 Beacon Street, Boston, MA		Arlene Winkler, 466 Park Dr. Boston, MA
Frank M. Evans, 5 Keswick St., Boston, MA		
Katherine L. Greenough, 857 Beacon St., Boston, MA		
Harry F. Lockwood, 22 Medfield St. Boston, MA		

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:

Second Tuesday in October

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 8th day of February, 1982

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.

Katherine L. Greenough

Helene S. Dunlap

Frank M. Evans

James L. Buechl

Robert S. Canterbury

Helene S. Dunlap

Frank M. Evans

James L. Buechl

Robert S. Canterbury

The signature of each incorporator, whether 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.