

5/5/2003

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

ALUMNI ASSOCIATION OF FITCHBURG HIGH SCHOOL, INCORPORATED

ARTICLE II

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

Exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as from time to time amended, and within the meaning of G.L. c. 180, s. 4, as amended, including but not limited to the provision of scholastic assistance in post secondary education to students of Fitchburg High School.

C ☐
P ☐
M ☐
R.A. ☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requires each such addition is clearly indicated.

ALUMNI ASSOCIATION OF FITCHBURG HIGH SCHOOL, INC.

ATTACHMENT A

OTHER LAWFUL PROVISIONS:

(a) In addition to the powers granted to the corporation by Massachusetts General Laws c. 180, as amended, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in s. 9A of Massachusetts General Laws c. 156B, as amended.

(b) The directors may make, amend or repeal the Bylaws in whole or in part except with respect to any provisions thereof which by law or the Bylaws require action by the members, and subject to the power of the members to amend or repeal any Bylaw adopted by the directors.

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

(d) 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 appropriated for any purposes other than the purposes of the corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 2. No substantial part 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 publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same from time to time may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

(e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable and literary purposes, as so defined, it being the intention this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(f) Subject to the provisions of paragraphs (d) and (e) of this Article 4, no contract or other transaction of this corporation with any other person, corporation, association or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such other corporation, association or partnership or (ii) any one or more to the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.

(g) Except as may be otherwise required or permitted 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 pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up 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, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number 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, literary or educational purposes in accord with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.

(h) No officer or director of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a 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 to the extent that such liability is imposed by applicable law (i) for a breach of the director'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 officer or director derived an improper personal benefit. The foregoing 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 the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provision of this paragraph (h) which restricts or limits the limitation on liability provided thereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

ARTICLE III

ation has one or more classes of members, the designation of such classes, the manner of election or appointments, the duration of membership and location 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:

The corporation has only one class of 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 Attachment A

* 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.

ALUMNI ASSOCIATION OF FITCHBURG HIGH SCHOOL, INC.

CONTINUATION SHEET "B"

ARTICLE VII b.

DIRECTORS (continued)

NAME	RESIDENCE	P.O. ADDRESS
Bernard J. Welch	38 Jeffrey Keating Rd. Fitchburg, Mass. 01420	same
Peter V. Stephens	490 Pearl Hill Road Fitchburg, Mass. 01420	same
A. Scott Newcombe	93 York Avenue Fitchburg, Mass. 01420	same
Bernard A. DiPasquale	62 Marion Street Fitchburg, Mass. 01420	same
Beth Capone-Porell	600 Franklin Road Fitchburg, Mass. 01420	same
Gregory T. Richard	346 Madison Street Fitchburg, Mass. 01420	same

ARTICLE V

corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose set out below, have been duly elected.

ARTICLE VI

Effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable)

98 Academy Street, Fitchburg, Massachusetts 01420

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:	Donald B. Woods	80 Forest St. Fitchburg, Mass. 01420	same
Treasurer:	Kenneth W. Caron	46 Lovisa Street Fitchburg, Mass. 01420	same
Clerk:	Arthur C. Newcombe	176 Will Thompson Way Fitchburg, Mass. 01420	same

Directors: (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
Donald B. Woods	80 Forest Street Fitchburg, Mass. 01420	same
Kenneth W. Caron	46 Lovisa Street Fitchburg, Mass. 01420	same
Arthur C. Newcombe	176 Will Thompson Way Fitchburg, Mass. 01420	same
Michael Kenneth Block	36 Chestnut Street Fitchburg, Mass. 01420	same

See continuation Sheet B

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

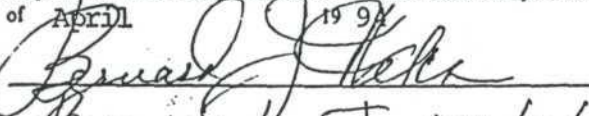

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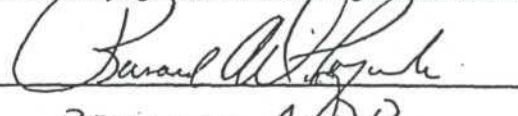
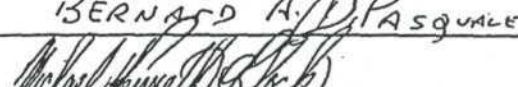
d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

None

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.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names 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 27th day of April 1994


Bernard J. Welch

DONALD B. WOODS


BERNARD A. DiPASQUALE

MICHAEL KENNETH BLOCK

NOTE: If an already-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.

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 \$35.00 having been paid, said articles are deemed to have been filed with me this
day of 19 .

Effective date

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE
RETURNED

TO: Michael Kenneth Block
Attorney At Law
36 Chestnut Street
P.O. Box 7370
Fitchburg, Mass. 01420-9379

Telephone: 508-345-8900

Beth Capone Porell

Beth Capone Porell

Arthur C Newcombe

Arthur C Newcombe

Peter V. Stephens

Peter V. Stephens

Gregory T. Richard

GREGORY T. RICHARD.

Kenneth W. Caron

KENNETH W. CARON