

Examiner

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)

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Name
Approved

C E IV

ARTICLE I

The exact name of the corporation is:

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North Central Massachusetts Community Foundation, Inc.

ARTICLE II

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

- (1) to serve the charitable and philanthropic interests of donors by providing a comprehensive program to permanently endow charitable gifts that will meet community needs and improve the quality of life in North Central Massachusetts; in the event that it becomes impossible, impracticable, unnecessary or undesirable to achieve the charitable purposes specified by a donor, the corporation shall have the right to utilize the gift to fulfill a similar charitable purpose which it deems appropriate.
- (2) to exercise all other powers granted to a non-profit corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the provisions of Section 501 of the Internal Revenue Code as amended (or the corresponding provision of any future United States Internal Revenue law).

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R.A.



Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only on 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 each addition is clearly indicated.

P. C.

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:

N/A

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:

N/A

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.

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 that 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:

915 South Street, Fitchburg, MA 01420

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
Chairman:	Richard W. Nobile	31 Foxhill Drive, Holden, MA 01520	same
Vice Chairman:	Ronald E. Hurd	46 Worcester Rd., Westminster, MA 01473	same
President:	Philip M. Grzewinski	195 County Road, Ashby, MA 01431	same
Treasurer:	Steven Stone	30 Scales Lane, Townsend, MA 01469	same
Clerk:	Charles A. Gelinis	152 Old Farm Road, Leominster, MA 01453	same
Directors: (or officers having the powers of directors)	See attached list		

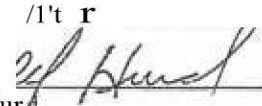
c. The fiscal year of the corporation shall end on the last day of the month of: June

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

N/A

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 and 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 rd day of 1't r, 2001.


R nald Hurd
Sole Incorporator

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.

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1

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ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISIONName
ApprovedWe, Philip M. Grzewinski

President / b e t,

and Charles A. Gelinas, Sr.

Clerk / + {c

of North Central Massachusetts Community Foundation, Inc.

(Exact name of corporation)

located at 915 South Street, Fitchburg, MA 01420

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

11

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on August 1 20⁰¹ by vote of:members, 18 directors, or

shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having right to vote therein):

Add to the existing corporate purpose the following language:

The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

*Delete the inapplicable words.

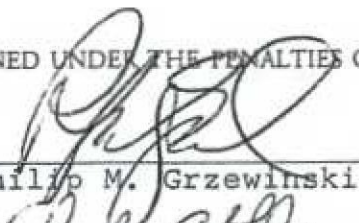
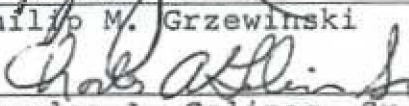
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P.C.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date.

SIGNED UNDER THE PENALTIES OF PERJURY, this 15 day of August, 20 01

Philip M. Grzewinski, President

Charles A. Gelinas, Sr., Clerk

*Delete the inapplicable words.