

*WFG*

Examiner

# The Commonwealth of Massachusetts

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

*[Signature]*

Name  
Approved

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

Friends of Forge Pond Association, Inc.

### ARTICLE II

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

See Continuation Sheet II attached and incorporated herein.

- C
- P
- M
- R.A.

*7*

P.C.

*Note: 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 each addition is clearly indicated.*

**Continuation Sheet II A**

**Article II. Friends of Forge Pond, Inc.**

The corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws c. 180, Section 4, as amended. Without limiting the foregoing, Friends of Forge Pond, Inc. is dedicated to conserving, protecting, preserving and enhancing Forge Pond, Littleton and Westford, Massachusetts, and fostering the mutual cooperation of its bordering communities.

In connection therewith, the Corporation may engage in such other charitable and educational 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 described in Section (501)(c)(3) of the Internal Revenue Code.

### **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:

The corporation shall have no 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 Continuation Sheet IV attached and incorporated herein.

### **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.**

**Continuation Sheet IV A**

**Article IV. Friends of Forge Pond, Inc.**

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 power of the corporation, or of its directors, officers, or members are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A of Massachusetts General Laws Chapter 156B.
  - (b) The directors may make, amend or repeal the By-laws in whole or in part, subject to approval by the member where required.
  - (c) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for charitable or educational purposes, as said terms have been and shall be defined pursuant to Sections 170 and 501(c)(3) of the Internal Revenue Code, as amended. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said charitable and educational purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to the aforesaid sections of said Code, as amended, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
  - (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, private shareholders or individuals 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 the corporation's purposes set forth in Article 2 of these 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 as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate 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.
  - (e) Except as may be otherwise 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 liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of the law), the

property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more nonprofit organizations having similar purposes and exempt from income tax under Section 501(c)(3) of the Internal Revenue code, 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 for charitable or educational purposes in accordance with the doctrine of cy-pres in all respects as a court having jurisdiction may direct.

- (f) No officer or director shall be personally liable to the corporation, or its member, for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omission 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. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

**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:

93 Matawanakee, Trail, Littleton, MA 01460

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:	Robert Petersen	11 Chipmunk Lane, Littleton, MA 01460	Same
Treasurer:	Jeffrey Sacknowitz	14 Pleasant St., Westford, MA 01886	Same
Clerk:	Scott Lewis	93 Matawanakee Tr. Littleton MA 01460	Same
Directors: (or officers having the powers of directors)	Same as above and James Barisano	22 Deer Run, Littleton, MA 01460	Same
	Robert Hartzel	24 Deer Run, Littleton, MA 01460	Same

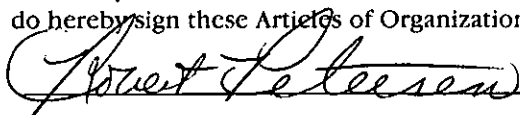
c. The fiscal year of the corporation shall end on the last day of the month of: June

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 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 23 day of November, 20 11.



Robert Petersen

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.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 180)

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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 24 day of Dec 20 11.

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Effective date: December 21 2011

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

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TO BE FILLED IN BY CORPORATION

Contact information:

Elizabeth S. Reinhardt, Attorney at Law

Reinhardt & Reinhardt

61 Stow Road, Boxborough, MA 01719

Telephone: (978) 264-6666

Email: ereinhardt@lizreinhardtllaw.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.