

**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:

Friends of CCHS Swimming and Diving, Inc.

**ARTICLE II**

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

- (A) Support Concord/Carlisle High School Swimming and Diving by:
  - (a) Preparing Annual Roster of teams with competition schedule and local advertisers in program.
  - (b) Selling and collecting entry tickets at local competitions.
  - (c) Initiating and implementing fundraising activities to benefit the swimming and diving lessons and team activities.
  - (d) Encouraging swimming and diving activities among the youth and adults in the Concord area through the conduct of swimming and diving courses.
  - (e) Other related activities.
  - (f) Local fundraising activities including, inter alia, parking vehicles at local sporting events, conducting raffles, selling advertising space in annual roster program, and other such fundraising activities.
  
- (B) To conduct such other activities and programs in furtherance of the foregoing purposes or other charitable 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.

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Name  
Approved

C

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M

R.A.

98218070

*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.*

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:

Not Applicable

### 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 Sheets attached hereto.

### 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.

FRIENDS OF CCHS SWIMMING AND DIVING, INC.

ARTICLE IV

CONTINUATION SHEET A

(a) No officer or Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability except (to the extent provided by applicable law) for liability (i) for breach of the officer's or Director's duty of loyalty to the Corporation, (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.

(b) The Corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.

(c) The Directors may make, amend or repeal the By-Laws in whole or in part.

(d) 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.

(e) No part of the net earnings or the assets of the Corporation shall inure to the benefit of any officer or Director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes.

(f) In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

CONTINUATION SHEET B

(g) No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Director or officer be under any liability to the Corporation on account of any such contract or transaction if:

(A) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(B) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, or a committee thereof.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(h) 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 any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request a director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, 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 or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been in such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any

CONTINUATION SHEET C

proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); *provided, however,* that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

(A) by a majority vote of a quorum consisting of disinterested Directors;

(B) if such a quorum cannot be obtained, then by a majority voted of a committee of the Board of Directors consisting of all the disinterested directors.

(C) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of special independent legal counsel appointed by majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries or such employee benefit plan); or

(D) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees reasonably incurred by any such person 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 (i) an affidavit of such individual of his good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article, and (ii) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

CONTINUATION SHEET D

If both the Corporation and any person to be indemnified are parties to an action, suit or proceeding (other than an action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principals of professional ethics), and the Corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the Corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the Corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the Corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the person designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used in Article the terms "person," "Director," "officer," "employee," and "agent," include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term of provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

(i) All referenced herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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 of the principal office of the corporation in Massachusetts is: (post office boxes are not acceptable)

108 Blueberry Lane, Concord, MA 01742

b. The name, residential address and post office address of the directors and officers of the corporation are as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Diane F. Ullrich	108 Blueberry Lane Concord, MA 01742	Same
Treasurer:	<del>Diane F. Ullrich</del>	<del>108 Blueberry Lane</del> Concord, MA 01742	Same
Clerk:	<del>Carole Wayland</del>	<del>468 Sudbury Road</del> Concord, MA 01742	Same above
Directors: (or officers having the powers of directors)	Diane F. Ullrich Carole Wayland	See above See above	See above See above

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 of the corporation, if any, is: Not applicable

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 6th day of August, 1998.

*Diane F. Ullrich*

Diane F. Ullrich  
108 Blueberry Lane  
Concord, MA 01742

*Carole Wayland*

Carole Wayland  
~~468~~ Sudbury Road  
Concord, MA 01742

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)

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 \$35.00 having been paid, said articles are deemed to have been filed with me this 6<sup>th</sup> day of August 19 98.

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



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Herbert S. Urbach, Esq.  
Perkins, Smith & Cohen, LLP  
One Beacon Street, 30th Floor  
Boston, MA 02108

Telephone: 617-854-4000