

The Commonwealth of Massachusetts

Examiner

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

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:
Southwest Corridor Park Conservancy, Inc.

ARTICLE II

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

See Continuation Sheet 2A

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 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.

SOUTHWEST CORRIDOR PARK CONSERVANCY, INC.
EIN 59-3785871

Form 1023-PART III -1

Continuation Sheet 2A

The general purpose of the corporation is to raise funds to facilitate the improvement, maintenance, management and programming of the open space, recreational, cultural and civic improvements in and around the Southwest Corridor Park and its environs through partnerships with government agencies, funding sources, park stewards and community interests. Without limiting the generality of the foregoing, the corporation shall have the following specific purposes: to educate and inform government agencies, funding sources, park stewards and community interests about the challenges and opportunities presented by the improvement, maintenance, management and programming of the open space, recreational, cultural and civic improvements in and around the Southwest Corridor Park; to assist with the erection and maintenance of monuments and works in and about the Southwest Corridor Park; to lessen the burdens of government by assisting government agencies in the stewardship of the Southwest Corridor Park; to promote the social welfare by engaging community interest and support in the Southwest Corridor Park as an important asset and amenity to the adjacent neighborhoods; to raise and expend funds from private and public sources to support and achieve these purposes; and to conduct any other activity that may be conducted lawfully by a corporation organized ~~under Chapter 180 of the Massachusetts General Laws (including without limitation those~~ powers specified in Sections 9A and 9B of Chapter 156B of the Massachusetts General Laws) that is not inconsistent with exemption from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, including activities that may be necessary, useful or desirable to accomplish the foregoing purposes.

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 Sheet 4A

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 4A

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, or of any class of members, are as follows:

(a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have the powers described below, provided that no such power shall be exercised either in a manner inconsistent with Chapter 180 or any other chapter of the General Laws or to carry on any activity which is not in furtherance of the purposes set forth in Article 2 of these Articles of Organization:

- (i) To be a partner in any public instrumentality or business enterprise which said corporation would have power to conduct by itself; and
- (ii) To carry on any activity which the board of directors in its discretion deems appropriate directly or indirectly to further the aforesaid purposes of the corporation, and to perform and do any and all things which the corporation is empowered to do, or any part thereof, as principal, agent, contractor or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone or in conjunction or cooperation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth.

(b) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for purposes described in 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 purposes, it being the intention that this corporation shall be exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) and that contributions to it shall be deductible pursuant to sections 170(c) and 501(c) of the Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code. The corporation hereby is and shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under section 4944, and from making any taxable expenditures (as defined in section 4945(d) of the Code). The provisions of this paragraph shall be inapplicable during any period for which there is in effect an Internal Revenue

Service ruling that the corporation is not a "private foundation" within the meaning of section 509 of the Code.

- (c) The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the corporation.
- (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article 2 of these Articles of Organization or as may be required or permitted by law. 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 Code. The corporation shall not participate in 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 dissolve by the affirmative vote of at least two-thirds 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 institutions or organizations that are created and organized for nonprofit purposes similar to those of the corporation; that qualify as exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code; and contributions to which nonprofit institutions or organizations are deductible under section 170(c) of the 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 to charitable, educational or other tax exempt purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.
- (f) Meetings of the directors may be held anywhere within the United States.
- (g) 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 of the officers or directors of this corporation is an officer, trustee, 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 directors of this corporation may be counted in determining the existence of a

FORM
1023

P III-2b

quorum at any meeting of the board of directors for the purposes of authorizing or ratifying any such contract or transaction, and may vote thereof, with like force and effect as if he were not so interested or were not an officer, trustee, director or partner of such other corporation, association or partnership.

- (h) No officer or director shall be personally liable to the corporation 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 an officer or director (i) for breach of the officer's or 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. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.
- (i) The by-laws may provide that the directors may make, amend or repeal the ~~by-laws in whole or in part, except where prohibited by law, these articles of~~ organization or the by-laws.

SOUTHWEST CORRIDOR PARK CONSERVANCY, INC
EIN 59-3785871 FORM 1023

Continuation Sheet 7A

INITIAL OFFICERS AND DIRECTORS:

<u>Name</u>	<u>Office</u>	<u>Residential/Post Office Address</u>
Donna M. Johnson	President, Director	62 West Rutland Square #4 Boston, MA 02118
Janet L. Hunkle	Treasurer, Director	36 River Street Boston, MA 02108
Lorraine Steele	Clerk, Director	3 Durham Street Boston, MA 02115

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:

64 West Rutland Square, Boston, Massachusetts 02118

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

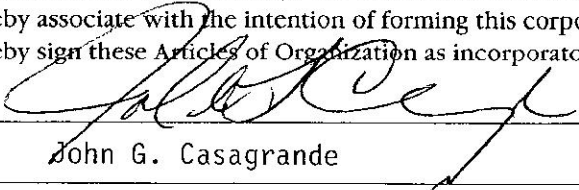
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:	See Continuation Sheet 7A		
Directors: (or officers having the powers of directors)			

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, if any, of the corporation 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 15th day of October, 2004.



John G. Casagrande

11 Wellington Street, Boston, Massachusetts 02118

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.

SOUTHWEST CORRIDOR PARK CONSERVANCY, INC.
EIN 59-3785871

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 \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20 _____.

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

John G. Casagrande, Esq.

11 Wellington Street

Boston, Massachusetts 02118

Telephone: 617-646-7012

Email: johncasagrande@comcast.net

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

ATTACHMENT 1023 Part II-5
SOUTHWEST CORRIDOR PARK CONSERVANCY, Inc
EIN 59-3785871

SOUTHWEST CORRIDOR PARK CONSERVANCY, INC.

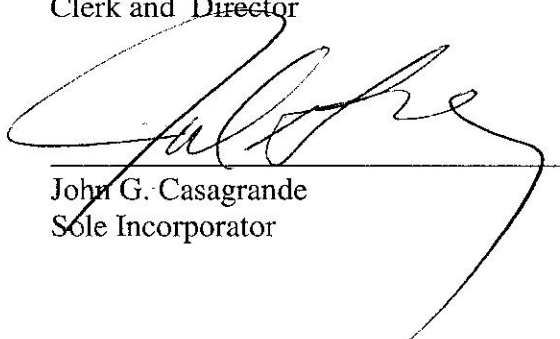
Consent of Sole Incorporator

Dated: October 15, 2004

The undersigned, being the sole incorporator of the Southwest Corridor Park Conservancy, Inc., a Massachusetts non-profit corporation (the "Corporation"), hereby consents, pursuant to Section 12 of Chapter 156B of the General Laws of Massachusetts made applicable by Section 3 of Chapter 180 of the General Laws, to the adoption of the following votes:

- VOTED: To direct the preparation and filing of articles of organization for the Corporation under Chapter 180 of the General Laws.
- VOTED: To adopt the by-laws attached hereto as the By-Laws of the Corporation.
- VOTED: To elect the following persons to the offices of the Corporation set forth:

Donna M. Johnson	President and Director
Janet I. Hunkle	Treasurer and Director
Lorraine Steele	Clerk and Director



John G. Casagrande
Sole Incorporator