


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)

ARTICLE I

The exact name of the corporation is:

MATTAPOISETT COMMUNITY TENNIS ASSOCIATION, INC.

ARTICLE II

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

To foster, encourage and promote the game of tennis and all other racket sports in the Town of Mattapoisett; to hold or arrange programs, including, but not in limitation thereof, tennis instruction, matches and competition; and to encourage players of all ages and abilities to participate.

To acquire for corporate purposes by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situated.

To carry on any business or other activity which may be lawfully carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws, whether or not related to those purposes referred to in the foregoing paragraphs.

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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.

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 has 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 Article IV, attached.

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 IV (Continued)

- A. In addition to the powers granted to the corporation by Massachusetts General Laws, Chapter 180, as amended, the corporation shall have and may exercise in furtherance of its corporate purposes the powers specified in Sections 9A and 9B of Massachusetts General Laws, Chapter 156B, as amended.
- B. The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise lease, acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- C. 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.
- D. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- E. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
- F. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge, or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- G. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
- I. Unless the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, in which case it shall make no contribution for other than religious, charitable, scientific, literary or

educational purposes, the corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency, in aid thereof.

- J. The corporation may be an incorporator of other corporations of any type or kind.
- K. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- L. The directors may make, amend or repeal the by-laws in whole or in part.
- M. Meetings of the Directors may be held anywhere in the United States.
- N.
 - 1. Limited Personal Liability. No officer or director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that to the extent provided by applicable law, this provision shall not eliminate the liability of an officer or director (a) for any breach of the officer's or director's duty of loyalty to the corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the officer or director derived an improper personal benefit. This provision shall not eliminate the liability of an officer or director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.
 - 2. Indemnification.
 - (a) Each director, officer, employee and other agent of the corporation shall be indemnified by the corporation against any cost, expense (including attorneys' fees), judgment, liability and/or amount paid in settlement reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency) to which he or she may be made a party or otherwise involved or with which he or she shall be threatened by reason of his or her being, or related to his or her status as a director, officer, employee or other agent of the corporation (whether or not he or she continues to be an officer,

director, employee or other agent of the corporation), unless such indemnification is prohibited by Chapter 180 of the General Laws of the Commonwealth of Massachusetts. The foregoing right of indemnification shall be in addition to any rights to which any such person may otherwise be entitled and shall inure to the benefit of the executors or administrators of each such person. The corporation may pay the expenses incurred by any such person in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by such person to repay such payment if it is determined that such person is not entitled to indemnification hereunder.

- (b) The Board of Directors may authorize the corporation to enter into agreements, including any amendments or modifications thereto, with any of its directors, officers or other persons described in Paragraph (a) providing for indemnification of such persons to the maximum extent permitted under applicable law and the corporation's Articles of Organization and By-Laws.

- O. No person shall be disqualified from holding any office by reason of any other interest. In the absence of fraud, any director, officer of this corporation individually or any individual having any interest in any concern in which any such directors, officers, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and
 - 1. such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
 - 2. no such director, officer or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
 - 3. any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

- P. 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 to be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the 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 exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- Q. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- R. The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code.
- S. All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code, as it may be amended from time to time, or any corresponding section of any future federal tax code.
- T. Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, religious 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, religious or literary purposes, as so defined, it being the intention that this corporations shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

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:

27 Ned's Point Road, Mattapoisett, MA 02739

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

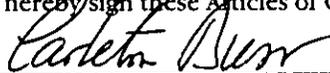
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Patricia H. Arnold	3 Channing Road Mattapoisett, MA 02739	3 Channing Road Mattapoisett, MA 02739
Treasurer:	Carleton Burr	27 Ned's Point Road Mattapoisett, MA 02739	27 Ned's Point Road Mattapoisett, MA 02739
Clerk:	Elizabeth H. Kunz	45 Water Street Mattapoisett, MA 02739	P.O. Box 529 Mattapoisett, MA 02739
Directors: (or officers having the powers of directors)	Patricia H. Arnold	3 Channing Road Mattapoisett, MA 02739	3 Channing Road Mattapoisett, MA 02739
	Robert A. Brown	8 Foster Street Mattapoisett, MA 02739	8 Foster Street Mattapoisett, MA 02739
	Carleton Burr	27 Ned's Point Road Mattapoisett, MA 02739	27 Ned's Point Road Mattapoisett, MA 02739

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: NA

I/~~XXX~~ the below signed incorporator~~s~~, do hereby certify under the pains and penalties of perjury that I/~~XX~~ have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/~~XXX~~ do hereby further certify that to the best of my/~~XXX~~ 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/~~XXX~~ whose signature~~s~~ appear below as incorporator~~s~~ and whose name~~s~~ and business or residential address~~s~~ 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 1st day of April, 19 99.



Carleton Burr
27 Ned's Point Road

Mattapoisett, MA 02739

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.

SECRETARY OF
THE COMMONWEALTH OF MASSACHUSETTS
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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 \$ ~~200.00~~ having been paid, said articles are deemed to have been filed with me this 28th day of April 1999.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Elizabeth H. Kunz
Schaefer & Kunz, P.C.

P.O. Box 691

Mattapoisett, MA 02739

Telephone: (508) 758-3601