

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
 Secretary of the Commonwealth
 STATE HOUSE
 BOSTON, MASS.

ARTICLES OF ORGANIZATION

(Under G.L. Ch. ~~XXXB~~ 180 as amended)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

1. Lawrence Coolidge	85 Mt. Vernon Street, Boston, Mass.
2. John F. Bok	53 Pinckney Street, Boston, Mass.
Frederick A. Stahl	57 Hancock Street, Boston, Mass.
John E. Lawrence	Winthrop Street, South Hamilton, Mass.
David C. Crockett	Argilla Street, Ipswich, Mass.
Philip H. Theopold	172 Beacon Street, Boston, Mass.
Delanson Hopkins	63A Herrick Road, Newton Center, Mass.
Dr. Henry F. Allen	200 Beacon Street, Boston, Mass.
Mrs. Frederick H. R. (Anne) Witherby	60 Chestnut Street, Boston, Mass.
3. Mr. Charles Wood	62 Newcomb Road, Stoneham, Mass.
Mr. John S. Howe	92 Mt. Vernon Street, Boston, Mass.

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter ~~156B~~ and hereby state(s):

1. The name by which the corporation shall be known is:

Cambridge Street Community Development Corporation

2. The purposes for which the corporation is formed are as follows:

(a) To further the rational development of the Cambridge Street area in the City of Boston, Massachusetts, and its environs by promoting and directing the growth and development of residential, commercial, hospital, educational and other existing uses in said area so as to encourage the development of a coherent, well-designed, functional and attractive neighborhood along Cambridge Street.

(b) To develop a coordinated plan agreeable to the many persons, business concerns and institutions now located in the Cambridge Street area and its adjacent neighborhoods by exploring the possibilities for redevelopment and renewal, by reviewing individual requirements and responsibilities of various land-owners and residents, and by determining common needs and desires so as to devise common solutions to neighborhood problems.

(c) To acquire and improve, through rehabilitation, renovation or reconstruction, property in the Cambridge Street area, to stimulate, by example or otherwise, the renovation and improvements of property in said area and adjacent neighborhoods and generally to promote neighborhood improvement for the benefit of persons desiring to (See continuation sheet).

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

Not applicable.

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$
Common				

- *4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

Not applicable.

- *5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

Not applicable.

- *6. 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 ~~stockholders or of any class of stockholders~~ members.

(a) The corporation shall have no capital stock and its business, objects and purposes shall not be conducted directly or indirectly for pecuniary profit.

(See continuation sheets).

*If there are no provisions state "None".

live and raise their families within said area and charitable and educational institutions desiring to expand and rationalize their existing facilities.

(d) To assist developers, public and private agencies, and owners and purchasers of dwelling units, by means of loans (with or without interest), guarantees, purchase and lease-back arrangements, the granting of options to purchasers, and other forms of financial and credit aids, in situations in which usual commercial sources of financing are either unavailable or too expensive to permit the assisted party to proceed without the corporation's aid.

(e) To provide planning, architectural, design, promotional, construction, consultant and other services useful for the accomplishment of the purposes first set forth above, on either a fee or gratuitous basis.

(f) To work and cooperate with and through other entities, groups, organizations, officials, agencies (public and private), and individuals concerned with the area, directly or indirectly, and to carry out any business, operation or activity through a wholly- or partly-owned subsidiary.

(g) To seek qualification under the provisions of Chapter 121A of the General Laws of The Commonwealth of Massachusetts.

(h) To have and to exercise the powers specified in Section 9 of Chapter 156B of the Massachusetts General Laws (except paragraph (m) thereof) and, in addition, to have and exercise the power to act as a partner in any business enterprise which this corporation would have the power to conduct by itself.

(i) In general, to carry on any other activities in connection with any of the foregoing, and to have and exercise all the powers conferred by the laws of Massachusetts upon corporations not for profit formed under the General Laws of the Commonwealth of Massachusetts as now in force and acts amendatory thereof and supplemental thereof, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(b) The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

(c) If any term or provision of these Articles of Organization is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby but each such remaining term and provision shall be given effect to the fullest extent permitted by law.

(d) The corporation may make contributions for the accomplishment of its purposes, in such amounts as the directors determine to be reasonable, to corporations, trusts, funds, foundations or community chests created or organized in the United States or in any territory or possession thereof, and organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in (including the publishing or distributing of statements); any political campaign on behalf of any candidate for public office. It is intended that the organizations described herein shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended. The corporation may also make contributions to carry out the purposes of this corporation to states, territories or possessions of the United States, any political subdivision of the foregoing, or to the United States or the District of Columbia but only for public educational, charitable, or scientific purposes.

(e) No part of any net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation, or any private individual, or 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 consist of carrying on propaganda or otherwise attempting, to influence legislation, or participating in, or intervening in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Organization, the corporation shall not conduct any other activities not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

(f) Except as otherwise required by law these Articles of Organization of the corporation may be amended from time to time by the affirmative vote of at least a majority of the members, provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational, scientific or charitable purposes as qualify the corporation for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

(g) In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of laws any disposition made of the assets of the corporation shall be such as is calculated exclusively to carry out the purposes for which the corporation is formed.

(h) Meetings of the members shall be held only in the City of Boston.

(i) Each director and officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by any of its officers or employees or by counsel, accountants, appraisers or other experts, or consultants selected with reasonable care by the directors, or upon other records of the corporation.

(j) The directors shall serve without compensation. No person shall be disqualified from holding any office by reason of any interest. In this absence of fraud, any director, officer or member of this corporation individually, or any individual having any interest in any concern that is a member of this corporation, or any concern in which any such directors, officers, members 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

(l) such contract, transactions, or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, member 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 that shall authorize any such contract, transaction or act, and may vote to authorize the same

provided, however, that any contract, transaction or act in which any director or officer of this corporation is so interested individually or as a director, officer, trustee or member of any concern that is not a subsidiary or affiliate of this corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern that is not a subsidiary or affiliate of this corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed;

the term "interest", including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern;

the term "concern", meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation; and

the phrase "subsidiary or affiliate", meaning a concern in which a majority of the directors, trustees, partners, or controlling persons are elected or appointed by the directors of this corporation or are constituted of the directors or officers of this corporation.

To the extent permitted by law, the authorizing or ratifying vote of a majority of the members of this corporation entitled to vote for directors at an annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of this corporation, or of the board of directors or any committee thereof, with regard to all members of this corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under this corporation;

provided, however, that, with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or members of this corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or member therein shall be summarized in the notice of any such annual or special meeting or in a statement or letter accompanying such notice and shall be fully disclosed at any such meeting;

provided, also, that members so interested may vote at any such meeting; and

provided, further, that any failure of the members to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this corporation, its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph (j) that would be valid but for those provisions.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth ~~or if later date is desired, specify date, not more than 90 days after date of filing.~~
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

74 Joy Street, Boston, Massachusetts 02114

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Lawrence Coolidge	85 Mt. Vernon St.,	Boston, Mass.
Treasurer:	Charles Wood	62 Newcomb Rd.,	Stoneham, Mass.
Clerk:	John F. Bok	53 Pinckney St.,	Boston, Mass.

Directors:	NAME	RESIDENCE	POST OFFICE ADDRESS
	Lawrence Coolidge	85 Mt. Vernon St.,	Boston, Mass.
	John F. Bok	53 Pinckney St.,	Boston, Mass.
	Frederick A. Stahl	57 Hancock St.,	Boston, Mass.
	John E. Lawrence	Winthrop St.,	S. Hamilton, Mass.
	David C. Crockett	Argilla St.,	Ipswich, Mass.
	Philip H. Theopold	172 Beacon St.,	Boston, Mass.
	Delanson Hopkins	63A Herrick Rd.,	Newton Center.
	Dr. Henry F. Allen	200 Beacon St.,	Boston, Mass.
	Mrs. Frederick H. R. Witherby	60 Chestnut St.,	Boston, Mass.
	Mr. Charles Wood	62 Newcomb Rd.,	Stoneham, Mass.
	Mr. John S. Howe	92 Mt. Vernon St.,	Boston, Mass.

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31.

d. The date initially fixed in the by-laws for the annual meeting of ~~stockholders~~ ^{members} of the corporation is:

Second Tuesday in March.

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

Not applicable.

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 15th day of October 19 71

Lawrence Coolidge John S. Howe
John F. Bok Delanson Hopkins
Frederick A. Stahl Philip H. Theopold
Charles Wood John E. Lawrence
Henry F. Allen David C. Crockett
Mrs. Frederick R.H. Witherby

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

11329

RECEIVED

THE COMMONWEALTH OF MASSACHUSETTS

NOV 1 1971

ARTICLES OF ORGANIZATION

CORPORATION DIVISION
SECRETARY'S OFFICE

GENERAL LAWS, CHAPTER ~~156B~~, SECTION ~~12~~
180

I hereby certify that, upon an examination of the within-written 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 \$25⁰⁰ having been paid, said articles are deemed to have been filed with me this Nov 1971 2nd day of

Effective date

John F. Davoren
Secretary of the Commonwealth

742-9450

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

John F. Bok Esquire
Nessen & Csaplak
84 State Street
Boston, Massachusetts 02110
Tel: 742-9450

4/18/1972
MAEC

OK
m/s

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$75. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

Boston, ~~Chelsea~~ Stoneham
Newton, Ipswich 11-5-71
Stoneham