

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)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

Manchaug Pond Foundation, Inc.

ARTICLE II

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

- (a) To preserve, protect, monitor, maintain and enhance the aesthetic, environmental, economic and recreational qualities of Manchaug Pond, its dam, and its watershed located in Sutton and Douglas, Massachusetts as a natural resource;
- (b) To provide the public with a voice relative to the issues and concerns of Manchaug Pond, its dam, and its watershed;
- (c) To promote the correct use, support and preservation of the Manchaug Pond for the advancement of health and fitness, cultural and recreational activities;
- (d) To initiate, coordinate, direct and otherwise participate in educational efforts and programs for the education of its members and others regarding Manchaug Pond, its dam, and its watershed;
- (e) To improve the water quality, promote ecological programs and practices, protect native species, and apply for grants to complete objectives;
- (f) To otherwise promote the social and general welfare of the community surrounding Manchaug Pond; and
- (g) To carry on any other activity permitted by law to be conducted by a corporation organized under M.G.L. c. 180 and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

- 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.

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 qualifications and rights of the members of the corporation are set forth in the corporation's bylaws.

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 attachment A.

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 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:

20 Irma Jones Road, Sutton, MA 01590-1638

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: | David W. Schmidt | 48 Bigelow Road, Douglas, MA 01516 | " |
| Treasurer: | Raymond A. Rzewuski | 6 Byard Lane, Westborough, MA 01581 | " |
| Clerk: | Phyllis M. Charpentier | 20 Irma Jones Road, Sutton, MA 01590 | " |
| Directors: (or officers having the powers of directors) | David W. Schmidt | 48 Bigelow Road, Douglas, MA 01516 | " |
| | Raymond A. Rzewuski | 6 Byard Lane, Westborough, MA 01581 | " |
| | Phyllis Charpentier | 20 Irma Jones Road, Sutton, MA 01590 | " |

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:

Phyllis Charpentier, 20 Irma Jones Road, Sutton, MA 01590

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 16th day of October, 20 09.

David W. Schmidt
48 Bigelow Road
Douglas, Ma. 01516

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.

CONTINUATION SHEET A

ARTICLE IV

1. Corporation may be a Partner. The Corporation may be a partner to the maximum extent permitted by law in any enterprise which it would have power to conduct by itself.

2. Bylaws. The directors may make, amend or repeal the bylaws of the Corporation in whole or in part.

3. Exemption from Federal Tax.

(a) It is intended that the Corporation shall be entitled to qualify for exemptions from federal income tax under Section 501(c) (3) of the Code as the same may be amended from time to time and shall not be a private foundation under Section 509(a) of the Code. 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 Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(b) 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 be appropriated for any purpose other than the purposes of the Corporation as herein set forth 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 its purposes as set forth in Article 2.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or

distributing of statements), any political campaign on behalf of party candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

4. Dissolution. 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 pursuant to M.G.L. c. 180 by the affirmative vote of the majority of the directors of the Corporation then in office. In the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the property and 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 educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of the Code as such sections may be amended, from time to time, as a majority of the total number of directors of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.

5. Limitation of Liability. No current or former officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of the current or former officer or director (i) for a breach of the 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. The foregoing provision shall not eliminate or limit the liability of an officer or director for

any act or omission occurring prior to the date upon which the foregoing provisions became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph which restricts or limits the protection provided thereunder to current or former officers and directors shall be effective with respect to actions and omissions of the officers or directors occurring prior to the date said amendment or deletion became effective.

6. Indemnification of Officers and Directors.

(a) The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the board of directors); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interest of the Corporation; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization or indemnification.

(b) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

(c) The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

(d) No amendment or repeal of the provisions of this paragraph which adversely affects the right of an Indemnified Officer under this paragraph shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

7. General. 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.

Manchaug Pond Association, Inc.
P. O. Box 154
20 Irma Jones Road
Manchaug, MA 01526

October 16, 2009


Secretary of State
Corporations Division
One Ashburton Place, 17th Floor
Boston, MA 02108

To Whom It May Concern:

Manchaug Pond Association, Inc. has no objection to the use of the name "Manchaug Pond Foundation, Inc." for a corporation to be formed by David W. Schmidt, 48 Bigelow Road, Douglas, MA 01516.

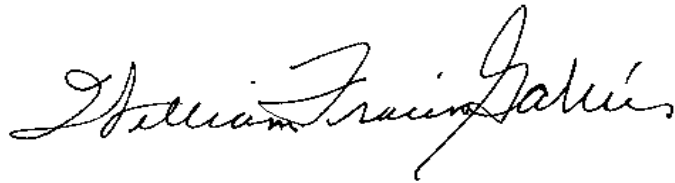
Sincerely,

MANCHAUG POND ASSOCIATION, INC.

By: 
David W. Schmidt, President

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth