
 Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
 One Ashburton Place, Boston, MA 02108
 Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME**RESIDENCE**


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

Robert G. Fortin

 c/o 29 Palanga St.
 Methuen, MA. 01844

88 070003

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 The above-named incorporator ^{does} ~~do~~ hereby associate ^{himself} ~~(themselves)~~ with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

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

Forest Lake Association, Inc.

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

Restoring, preserving and maintaining the environmental water quality and recreational quality of Forest Lake.

To carry on such other activity as may be permitted to a corporation organized under Massachusetts General Laws, Chapter 180, but 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.

C ☐
 P ☒
 M ☐
 R.A. ☐

The corporation is organized for charitable, scientific and educational purposes.

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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 separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

P.C.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

N/A

- *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 powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See Continuation Sheets 4A through 4E

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations, and indemnify such corporate personnel.

(e) The corporation may purchase, receive, take by grant, gift, devise, bequest, lease, or otherwise 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.

(f) 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.

(g) 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, real or personal, or any interest therein, wherever situated.

(h) 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.

(i) 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, real or personal, or any interest therein, wherever situated.

(j) 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.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by

FOREST LAKE ASSOCIATION, INC. METHUEN, MA. Q1844.

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.

(l) 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.

(m) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and for any or all of the trustees, directors, officers, and employees of any corporation, fifty percent (50%) or more of the shares of which outstanding and entitled to vote on the election of directors or trustees are owned, directly or indirectly, by it.

(n) The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B as now in force or as hereafter amended.

(o) The corporation may be an incorporator of other corporations of any type or kind.

(p) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(q) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(r) Meetings of the members may be held anywhere in the United States.

(s) The corporation shall, to the fullest 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 each of its directors, officers, employees and other agents (including persons who serve at its request as directors, trustees, officers, employees or other agents of another organization) against all liabilities, costs and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and

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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 may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, trustee, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, trustee, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, trustee, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, trustee, officer, trustee, employee or agent 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 an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, trustee, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "trustees," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director or trustee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(t) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such trustees, 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

FOREST LAKE ASSOCIATION, INC. METHUEN, MA. 01844 .

- (1) such contract, transaction, 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 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, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(u) 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, 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 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 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.

(v) In the event of 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 which have been organized for purposes similar to those of the corporation and are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(w) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

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The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(x) 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.

(y) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(z) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

FOREST LAKE ASSOCIATION, INC. .METHUEN, MA. 01844

Continuation Sheet 7B - Directors

<u>NAME</u>	<u>RESIDENCE</u>	<u>POST OFFICE ADDRESS</u>
Robert G. Fortin	29 Palanga St. Methuen, MA. 01844	29 Palanga St. Methuen, MA. 01844
Patricia Paris	34 Palanga St. Methuen, MA. 01844	34 Palanga St. Methuen, MA. 01844
Eileen M. Flaherty	219 No. Lowell St. Methuen, MA. 01844	219 No. Lowell St. Methuen, MA. 01844
David M. Aufiero	66 Bumpy Ln. Methuen, MA. 01844	66 Bumpy Ln. Methuen, MA. 01844

5. 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 below, have been duly elected.
6. 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 30 days after date of filing).
7. 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:

29 Palanga Street, Methuen, MA. 01844

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: Robert G. Fortin	29 Palanga St. Methuen, MA 01844	29 Palanga St. Methuen, MA 01844
Treasurer: Patricia Paris	34 Palanga St. Methuen, MA. 01844	34 Palanga St. Methuen, MA. 01844
Clerk: Eileen M. Flaherty	219 No. Lowell St. Methuen, MA. 01844	219 No. Lowell St. Methuen, MA. 01844
Vice-Pres. David M. Aufiero	66 Bumpy Ln. Methuen, MA. 01844	66 Bumpy Ln. Methuen, MA. 01844
Directors: (or officers having the powers of directors)		

See Continuation Sheet 7B

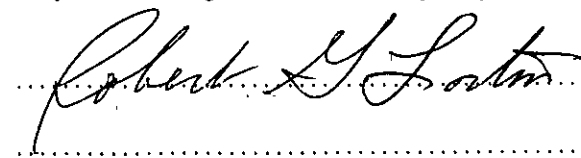
c. The date initially adopted on which the corporation's fiscal year ends is:
December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
Second Thursday in April

e. The name and business address of the resident agent, if any, of the corporation is:
None

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 9 day of March 1988

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.



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.

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SECRETARY OF THE
COMMONWEALTH
1988 MAR 09 AM 4:45
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 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 \$30.00 having been paid, said articles are deemed to have been filed with me this 10th day of March 19 88

Effective date


MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: Robert G. Fortin
29 Palanga Street

Methuen. MA. 01844

Telephone 1-617-689-9724

Filing Fee \$30.00

Copy Mailed