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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)

*YB*  
Name  
Approved

### ARTICLE I

The exact name of the corporation is:

ASSOCIATION OF INDEPENDENT LIVING GROUPS, INC.

### ARTICLE II

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

SEE CONTINUATION SHEET I

- C
- P
- M
- R.A.

*10*

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.*

Continuation Sheet I

Association of Independent Living Groups, Inc.

ARTICLE II

- A. The corporation is organized exclusively as a membership organization comprised of entities that are primarily engaged in the leadership and support of independent living groups of students of the Massachusetts Institute of Technology (collectively comprised of and also known as fraternities, sororities, and independent living groups (FSILG) or the FSILG community) whose activities are directed towards improving the social awareness, community support and involvement, and safety and harmonious relations within the greater Boston communities in which the FSILG's are located;
- B. The specific purposes the corporation is to engage in on behalf of the FSILG's of Massachusetts Institute of Technology include:
1. To promote, by constructive leadership, the FSILG's of Massachusetts Institute of Technology ("MIT") for the benefit of the greater Boston community and the FSILG community.
  2. To develop a spirit of energy and enterprise and instill an attitude of solidarity and excellence in the FSILG community devoted to stressing values of intellectual achievement, social awareness, community involvement, economic integrity and interdependent living within the greater Boston community and their members.
  3. To promote the rights of FSILG members to associate freely and to share, explore, and advance ideas, values, experiences, beliefs, philosophies, and other ways of living and learning in furtherance of academic, athletic, cultural, emotional and personal development for the benefit of the greater Boston community and the members.
  4. To promote diversity of choices of residences for FSILG's for the benefit of the greater Boston community and their members.
  5. To promote group responsibility, accountability and the economic strength of the FSILG's of MIT for the benefit of the greater Boston community and their members.
  6. To provide fellowship and foster programs and studies which promote the safety, security, harmonious relations and community awareness within the greater Boston community, the MIT community and the FSILG community.
  7. To cooperate with the cities of Boston, Brookline, Cambridge and other contiguous towns, cities and neighborhoods, in which MIT FSILG's are located, in an effort to promote safety, security, harmonious relations and community awareness with the FSILG's of MIT and the greater Boston community.
  8. To disseminate the results of research and other information amongst the greater Boston community and the FSILG community.
  9. To sponsor educational and safety programs for the benefit of the greater Boston community and the FSILG community.

10. To represent the corporation and the collective FSILG community to MIT administration and faculty, MIT students, alumni and parents, greater Boston community and other external entities; and
- C. All other purposes as are permissible for a corporation formed under Chapter 180 of the Massachusetts General Laws.

These purposes shall in no way be limited or restricted by reference to or interference from the terms of any other clauses herein provided for. This corporation is in no way organized for profit. No part of the net earnings of the corporation shall inure to the benefit or be distributed to, its directors, officers, or other private persons. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code.

### 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 II

### 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 II

### Association of Independent Living Groups, Inc.

#### ARTICLE IV

Membership shall be open only to those corporations, partnerships, trusts or such other entities that are primarily engaged in the leadership of FSILG's comprised of students of Massachusetts Institute of Technology (hereafter referred to as "member organizations" and "members"). Each FSILG organization shall be represented in the Association of Independent Living Groups, Inc. ("AILG") by the vote of the President (or Chair) or such other designated individual of the member organization (also referred to as a "representative"). The Board of Directors must be provided in writing with the names of each member organization's President (or Chair) or such designated individual who is entitled to vote on behalf of the member organization. All members will pay annual dues to support the annual operating budget approved by vote of the members.

Should any of the aforementioned member organizations cease to be involved in providing - leadership of independent living groups of Massachusetts Institute of Technology for a period in excess of one year, and have no intention of re-establishing, then such member organization shall cease to be a member organization.

#### Additional provisions:

- (a) No officer or Director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (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.
- (b) The Corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.
- (c) The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision or all thereof which by law or the By-Laws requires action be taken by a vote of the members at a meeting duly held at which a quorum of the members are present.
- (d) Meetings of the members may be held anywhere in Massachusetts.
- (e) The Corporation may receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

- (f) The Corporation may make contracts of guarantee and suretyship, whether or not in furtherance of its purposes; provided, however, that (a) such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly by the Corporation; and (b) the Board of Directors of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.
- (g) No part of the net earnings or the assets of the Corporation shall inure to the benefit of any member, officer or Director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes.
- (h) Notwithstanding any other provisions of these Articles of Organization, 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)(6) of the Internal Revenue Code,
- (i) In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, on a prorate basis, all the assets of the Corporation to its then current members.
- (j) The Directors shall serve without compensation. No contract or transaction between the Corporation and one or more of its members, Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members or the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any member, Director or officer be under any liability to the Corporation on account of any such contract or transaction if:
  - (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
  - (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or

- (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

- (k) The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent of the Corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and 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 or officer (or in any capacity with respect to any employee benefit plan), 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 (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved:
- (i) by a majority vote of a quorum consisting of disinterested Directors;
  - (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
  - (iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);
  - (iv) by a majority vote of the members which majority may include interested members, Directors and officers; or

- (v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person 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 (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, 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 such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used herein the terms "person," "Director," "officer," employee, "and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

- (l) All references herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.



**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: 84 MASSACHUSETTS AVE., ROOM W20-020A, CAMBRIDGE, MA 02139

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

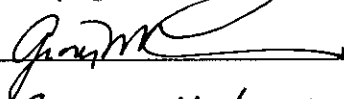
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: (CHAIR)	STEPHEN D. BAKER	132 LINCOLN ST. #4, BOSTON, MA 02111	SAME
Treasurer:	JAMES W. BUECHE	235 ISLINGTON RD., AUBURNDALE, MA 02466	SAME
Clerk: SECRETARY	ERNEST C. SABINE	18 HARLOW ST., ARLINGTON, MA 02474	SAME
Directors: (or officers having the powers of directors)	STEPHEN D. BAKER	132 LINCOLN ST. #4, BOSTON, MA 02111	SAME
	SUSAN WOODMANSEE	31 SUMMER ST., NEWBURYPORT, MA 01950	SAME
	CHRISTOPHER R. REZEK	426 PROSPECT ST. #3, NEW HAVEN CT 06511	SAME
	LISA E. TATTERSON	1059 BROADWAY, SOMERVILLE, MA 02144	SAME
	JAMES W. BUECHE	235 ISLINGTON RD., AUBURNDALE, MA 02466	SAME
	ERNEST C. SABINE	18 HARLOW ST., ARLINGTON, MA 02474	SAME

c. The fiscal year of the corporation shall end on the last day of the month of: JUNE

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

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 23rd day of JANUARY, 20 08.

  
George M. Locarno  
GML ASSOCIATES, P.C.

400 COMMONWEALTH AVE.  
BOSTON, MA 02215

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.

RECEIVED

JAN 24 2003

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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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 \$ 35.00 having been paid, said articles are deemed to have been filed with me this 24<sup>th</sup> day of JANUARY 20 08.

Effective date: \_\_\_\_\_



1042913

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

Contact information:

GEORGE M. LOCARNO, ESQ.  
GML ASSOCIATES, P.C.

400 COMMONWEALTH AVE.

BOSTON, MA 02215

Telephone: 617-262-0700

Email: [gml@gmlassoc.com](mailto:gml@gmlassoc.com)

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