

*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:

The Massachusetts Chapter of The American Chestnut Foundation, Corp.

**ARTICLE II**

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

The *mission* of this Chapter shall be to assist in the work of The American Chestnut Foundation (hereinafter referred to as the "Foundation") in bringing about a revival and a renewal of the American chestnut tree as a prominent part of the forests of the United States of America by strengthening the organization's financial and membership base, education, public awareness, and research activities.

The *objectives* shall be to

- (1) recruit new supporters to join and support The American Chestnut Foundation's research work;
- (2) raise funds and provide information of major fundraising opportunities to the The American Chestnut Foundation Board of Directors;
- (3) develop educational activities concerning the American chestnut in this Commonwealth;
- (4) generate media coverage of chapter activities;
- (5) increase the awareness and involvement of the public in Foundation projects;
- (6) identify and attempt to protect existing American chestnut trees in this Commonwealth in order to preserve varied sources of genetic materials;
- (7) engage in breeding activities carried on under the supervision of and in cooperation with The American Chestnut Foundation;
- (8) do such other things reasonably related to the foregoing which will advance the cause of preserving and reviving the American chestnut tree.

### **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:

N/A

### **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 any class of any class of members, are as follows:

See ATTACHMENT TO ARTICLE IV, ARTICLES OF ORGANIZATION FOR:  
The Massachusetts Chapter of The American Chestnut Foundation, Corp.

### **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.

ATTACHMENT TO ARTICLE IV, ARTICLES OF ORGANIZATION FOR:  
The Massachusetts Chapter of The American Chestnut Foundation, Corp.

This Chapter is organized exclusively to promote charitable, educational and scientific purposes, and to do all things as may be necessary and proper to carry out any of the foregoing purposes for which the Chapter is organized.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Subject to the provisions of Section 501 of the Internal Revenue Code of 1986, as amended, governing expenditures by public charities to influence legislation, no substantial part of the activities of the Chapter shall be the carrying on of propaganda or other attempting to influence legislation; and the Chapter shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Chapter shall not carry on any activities not permitted to be carried on by (1) an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law; (2) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law; or (3) an organization exempt from taxation under Chapter 180 of the laws of the Commonwealth of Massachusetts or the corresponding provision of any future laws tax act of said Commonwealth.

- (a) The corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:
- (1) The corporation shall have perpetual succession in its corporate name.
  - (2) The corporation may sue and be sued.
  - (3) The corporation may have a corporate seal which it may alter at pleasure.
  - (4) 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.
  - (5) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, 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.
  - (6) 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.
  - (7) 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.

ATTACHMENT TO ARTICLE IV, ARTICLES OF ORGANIZATION FOR:  
The Massachusetts Chapter of The American Chestnut Foundation, Corp.  
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- (8) 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.
  - (9) 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.
  - (10) 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.
  - (11) 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 of America, including without limitation the power to organize, own interest in, be a partner, member and/or manager in and of partnerships and limited liability companies, 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.
  - (12) The corporation may make donations, in such amounts as the directors shall determine, for religious, charitable, scientific, literary and educational purposes.
  - (13) 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.
  - (14) 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 of Massachusetts or Section 501(c)(3) of the Internal Revenue Code.
- (b) The By-Laws of the corporation may provide that the directors may make, amend, or repeal the By-Laws in whole or in part.

- (c) The corporation shall, to the 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 and officers, and any person who serves at the request of the corporation as a director or officer of another organization or who serves at the request of the corporation 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 a director or officer of the corporation or a director or officer of another organization at the request of the corporation or serving in any capacity with respect to any employee benefit plan at the request of the corporation, 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 interests 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 such 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 person 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. 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 an undertaking by such person to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder, 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 or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors" and "officers" include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- (d) 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 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 (or in opposition to) 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.
- (e) 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.
- (f) In the event that the corporation is a private foundation as that term is defined in Section 509(a) 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:

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 expenditure as defined in Section 4945(d) of the Internal Revenue Code.

No Director or Officer of the Chapter nor any person serving on any committee or project of the Chapter shall in any way be personally liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon the Chapter.

The affairs of the Chapter shall be managed by a Board of Directors consisting of not less than three (3) persons.

The Board of Directors shall be elected from time to time in the manner provided in the Bylaws.

These Articles may be amended by a two-thirds majority vote of the membership of the Board of Directors at any duly called meeting providing that notices of proposed amendments have been provided to the Board of Directors as prescribed in the Bylaws.

**ARTICLE VI**

The effective date of the 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 the 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:

**23 Marlene Drive, Feeding Hills, Agawam, Massachusetts 01030-1115**

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: Susan R. Cormier	23 Marlene Drive	Feeding Hills, MA 01030
Vice Pres: Gary Jacob	4 Broken Tree Road	Medway, MA 02053
Treasurer: Anne M. Myers, MD	33 Chase Run	Stoughton, MA 02072
Clerk: Sandra M. Gessford	64 Great Oak Road	East Orleans, MA 02643
Directors:		
David W. Gessford	64 Great Oak Road	East Orleans, MA 02643
I. D. Brent, III	19 Barnet Road	Sudbury, MA 01776
Nelson Calkins	11 Emerald Road	Rutland, MA 01543-1539
James M. Coull	9 Oak Ridge Road	Littleton, MA 01460
Michael Delaney	124 Everett Street, Apt #3	Arlington, MA 02474
Richard Hoffman	14 Meadowview Road	Wilbraham, MA 01095
Frank A. Howard	34 Fairfax Street	West Newton, MA 02465-2607
Lael M.Meixsell	34 Barton Drive	Sudbury, MA 01776
Michael Novack	Step by Step Farm 117 Clesson Brook Road	Charlemont, MA 01339
John Pribilla	97 Braeside Road	Falmouth, MA 02540
Bradford A. Smith	29 Church Street	Westboro, MA 01581-1920
David Uguccioni	15 LaRiviere Avenue	Three Rivers, MA 01080
Rufin Van Bossuyt, Jr.	124 Westboro Road	Upton, MA 01568

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: See Clerk above.

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, please 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 \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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