

CONTINUATION SHEET 2A

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including _____ . The Corporation may engage in any activities in furtherance of such purposes which may lawfully be carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth and which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code").

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Subject to the limitations set forth below, the Corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k), §9(o) and §9(p); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the power to be a partner with one or more other organizations in any enterprise which carries out the purposes on which the Corporation's tax-exempt status is based.

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private individual, and no member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services in effecting one or more of its purposes.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence

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legislation (except to the extent permitted by §501(h) of the Internal Revenue Code), 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.

(d) Persons of any race and either sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race or sex in administering its policies and programs.

(e) In the event of any liquidation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall, except as may be otherwise required or prohibited by law, be distributed pursuant to Massachusetts General Laws c. 180, §11A to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(f) At any time that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code:

- (1) The Directors shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income

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imposed by Section 4942 of the Internal Revenue Code.

- (2) 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.

(g) No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (i) for any breach of the director's or officer'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 director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, shall apply to or

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have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

(h) If the Corporation has members, meetings of the members may be held anywhere in the United States.

(i) If the Corporation has members, the by-laws may provide that 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, the articles of organization or the by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any by-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the by-laws. Any by-law adopted by the Directors may be amended or repealed by the members.

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OFFICERS

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President			
Treasurer			
Clerk			

DIRECTORS

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS