

COPY

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name Approved

ARTICLE I

The exact name of the corporation is:

Fitchburg High School Athletic Hall of Fame, Inc.

ARTICLE II

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

The purpose of the Fitchburg High School Athletic Hall of Fame, Inc. is to recognize and honor outstanding individuals and teams who have made a significant contribution in the field of athletics as a participant, coach, benefactor or contributor at Fitchburg (Massachusetts) High School.

The Corporation is exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as from time to time amended and within the meaning of Massachusetts General Laws Chapter 180 Section 4 as amended.

- C
P
M
P.A.

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.

P.C.

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 Corporation has only one class of members.

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 Attached

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.

ALUMNI ASSOCIATION OF FITCHBURG HIGH SCHOOL ATHLETIC HALL OF FAME, INC.

ATTACHMENT A

OTHER LAWFUL PROVISIONS:

- (a) In addition to the powers granted to the corporation by Massachusetts General Laws c. 180, as amended, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in s. 9A of Massachusetts General Laws c. 156B, as amended.
- (b) The directors may make, amend or repeal the Bylaws in whole or in part except with respect to any provisions thereof which by law or by Bylaws require action by the members, and subject to the power of the members to amend or repeal any Bylaw adopted by the directors.
- (c) The corporation may be a partner in any enterprise which it would have power to conduct by itself.
- (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 appropriated for any purposes 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. The corporation shall not participate in, or intervene in (including 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 qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same from time to time may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.
- (e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, 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 and literary purposes, as so defined, it being the intention 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.
- (f) Subject to the provisions of paragraphs (d) and (e) of this Article 4, no contract or other transaction of this corporation with any other person, corporation, association or partnership shall be affected or invalidated by the fact that i) this corporation is a

stockholder in such other corporation, association or partnership or (ii) any one or more to the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying any such contract or transaction, any may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.

- (g) Except as may be otherwise required or permitted 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 Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (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 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 of which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, literary or educational purposes in accord with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- (h) No officer or director of the corporation shall be personally liable to the corporation or its members 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 an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the 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. 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 provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provision of this paragraph (h) which restricts or limits the limitation on liability provided thereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

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:

168 Depot Street, Fitchburg, MA 01420

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

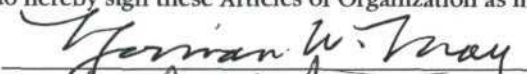
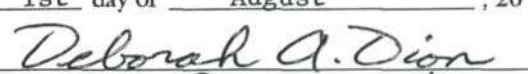



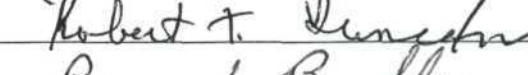


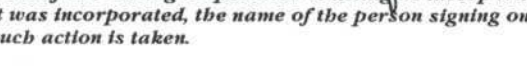
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Norman W. May	Middle Winchendon Road,	Rindge, NH 03461
Treasurer:	Edward Gastonguay	509 Sheldon Road,	Fitchburg, MA 01420
Clerk:	Chris Woods	168 Depot Street,	Fitchburg, MA 01420
Directors: (or officers having the powers of directors)	Benard Buckley	16 Harugari Street,	Fitchburg, MA 01420
	Doug Gruthfield	560 High Road,	Fitchburg, MA 01420
	Deborah A. Dion	162 Stuart Ave.,	Leominster, MA 01453
	Elsie E. Studley	177 Kemp St.,	West Groton, MA 01472 P.O. Box 281
	Robert T. Duncan	36 Rouville Ave.,	Gardner, MA 01440
	David M. Tower	25 Cliffwell Drive,	Rindge, NH 03461

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: Chris Woods
168 Depot Street
Fitchburg, MA 01420

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 hereby sign these Articles of Organization as incorporator(s) this 1st day of August, 20 03.

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.

COPY

TOWER, CROCKER & MULLINS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
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JAFFREY, NEW HAMPSHIRE 03452-0510

DAVID M. TOWER*
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September 25, 2003

William France Galvin
Secretary of the Commonwealth
Corporations Dept.
One Ashburton Place
Boston, MA 02108-1512

Re: Fitchburg High School Athletic Hall of Fame

Dear Sir:

The Articles of Organization for the Fitchburg High School Athletic Hall of Fame, Inc. were recently approved and the resident agent for the corporation was listed under Article VII as: Chris Woods, 168 Depot Street, Fitchburg, MA 01420. Mr. Woods advises that he cannot serve as the resident agent of the Corporation, therefore would you kindly change the resident agent to be: Edward Gastonguay, 509 Sheldon Road, Fitchburg, MA 01420.

Thank you in advance for your cooperation. Please contact me if there are any questions.

Very truly yours,


David M. Tower

DMT/ah
C: Chris Woods
Norman Mei