

# 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)

COPY

### ARTICLE I

The exact name of the corporation is:

Friends of Herring River, Wellfleet/Truro, Inc.

### ARTICLE II

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

Please see attached insert for Article II.

RECEIVED IN 6-57  
CORPORATION DIVISION

EXAMINER

Name  
Approved

C   
P   
M   
R.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.*

S.C.

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JUN 14 11 09 AM '97

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1.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 shall have no 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:

Please see attached inserts for Article IV.

### 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.*

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Secretary of the Commonwealth  
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*\*\*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.*

#### 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:

c/o Donald J. Palladino, 25 Fourth St., Wellfleet, MA 02663 (mailing address: PO Box 357, Wellfleet)

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:		Please see attached for Article VII.	

Treasurer:

Clerk:

Directors:  
(or officers  
having the  
powers of  
*directors*)

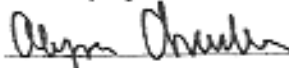
c. The fiscal year of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

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 12th day of May, 20 09.



Alyssa W. Chandler, Esq.

Guodwin Procter, LLP, Exchange Place, 53 State Street, Boston, MA 02109

*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.*

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 \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_.

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

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**

**Contact information:**

Donald J. Palladino  
\_\_\_\_\_

PO Box 352  
\_\_\_\_\_

Wellfleet, MA 02663  
\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.

Friends of Herring River, Wellfleet/Truro, Inc.

Inserts to the Articles of Organization

Insert for Article II, Statement of Purposes

The Corporation is organized and shall at all times be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and Section 4 of Chapter 180 of the Massachusetts General Laws, as amended ("Chapter 180"). Without limiting the generality of the foregoing, the principal activities of the Corporation shall include (i) promoting education and research about and public awareness of the Herring River estuary, located on Cape Cod, Massachusetts, as an area of critical environmental concern, (ii) restoring and preserving the native environmental integrity of the Herring River and estuary, (iii) ensuring habitat protection and retention of the native biological diversity and productivity of the Herring River and estuary, (iv) retaining and enhancing public access to the Herring River and estuary, and (v) preserving natural and historical sites in the area of the Herring River.

Inserts for Article IV, Other Lawful Provisions.

Article IV-A, Powers

The Corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in Section 9 of Chapter 156B of the Massachusetts General Laws (except the power specified in paragraph (m) thereof), and the powers specified in Section 9A and 9B of said Chapter 156B, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other provision of the Massachusetts General Laws or in a manner which would adversely affect the Corporation's exemption from taxation under the Code.

Article IV-B, Limitation of Liability

No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit the liability of an officer or director (i) for any 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; and provided further that such limitation shall be effective only to the extent that the Corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to an officer or director of the Corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

Article IV-C, Transactions with Interested Persons

Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person.



For the purposes of this Article IV-C, "Interested Person" means any person or organization in any way interested in the Corporation whether as an officer, director, member, employee or otherwise, and any other entity in which any such person or organization or the Corporation is in any way interested. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to the Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the Board of Directors or a committee thereof which authorized the contract or transaction, and provided, further, that the Interested Person reasonably believed the contract or transaction to be in the best interests of the Corporation. The provisions of this Article IVC shall be operative notwithstanding the fact that the presence of an Interested Person was necessary to constitute a quorum at a meeting of directors or members of the Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction, but shall be inoperative to the extent that the Corporation's exemption from taxation under the Code would be adversely affected thereby.

Article IV-D, Amendment of By-laws.

The Bylaws may provide that the Board of Directors may make, amend or repeal the Bylaws of the Corporation.

Article IV-E, Restrictions on Activities.

No part of the assets or 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. No contribution shall be made by the Corporation for other than religious, charitable, scientific, literary or educational purposes, and no substantial part of the activities of the Corporation shall be or include 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 exempt from federal income tax under the Code and that contributions to it shall be deductible under the Code, and all provisions of these Articles shall be interpreted and exercised consistently therewith.

Article IV-F, Restriction on Disposition of Assets.

In the event of the dissolution or liquidation of the Corporation, after payment or provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be disposed of to one or more organizations with similar purposes which qualify for exemption from taxation under Section 501(c)(3) of the Code. Any assets not disposed of in this manner by the Corporation shall be distributed in accordance with an order of a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, provided

that such organizations shall have similar purposes and be exempt from taxation under the provisions of said Section 501(c)(3).

Article IV-G, Private Foundation Provisions

It is not intended that the Corporation be a private foundation as defined in Section 509(a) of the Code. However, in the event that the Corporation is recognized as a private foundation, the following provisions shall apply, notwithstanding any other provisions of these Articles or the Bylaws of the Corporation:

(1) The directors shall distribute the income of the Corporation 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 Code.

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

Inserts for Article VII, Name, Residential Address and Post Office Address of Each Director and Officer

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Donald J. Palladino	25 Fourth Street Wellfleet, MA 02663	PO Box 352 Wellfleet, MA 02663
Treasurer:	John Riehl	50 Newcomb Hill Road Wellfleet, MA 02667	PO Box 1153 Wellfleet, MA 02667
Clerk:	John Riehl	50 Newcomb Hill Road Wellfleet, MA 02667	PO Box 1153 Wellfleet, MA 02667
Directors:	Lisbeth Wiley Chapman	1000 Old Country Road Wellfleet, MA 02667-7002	1000 Old Country Road Wellfleet, MA 02667-7002
	Barbara Grey	35 Weetamoo Way Wellfleet, MA 02667	35 Weetamoo Way Wellfleet, MA 02667
	Jeff Hughes	72 Briar Lane Wellfleet, MA 02667	PO Box 1645 Wellfleet, MA 02667
	Gary Joseph	366 Old Chequesset Neck Rd. Wellfleet, MA 02667	366 Old Chequesset Neck Rd. Wellfleet, MA 02667
	Rich Morassi	Governor Foss Drive Wellfleet, MA 02667	Governor Foss Drive Wellfleet, MA 02667

Donald J. Palladino	25 Fourth Street Wellfleet, MA 02663	PO Box 352 Wellfleet, MA 02663
John Portnoy	60 Narrowland Road Wellfleet, MA 02667	60 Narrowland Road Wellfleet, MA 02667
John Riehl	50 Newcomb Hill Road Wellfleet, MA 02667	PO Box 1153 Wellfleet, MA 02667
John Connors	305 Long Pond Road Wellfleet, MA 02667	305 Long Pond Road Wellfleet, MA 02667

FRIENDS OF HERRING RIVER, WELLFLEET/TRURO, INC.

Consent in Lieu of First Meeting of Incorporator

May 14, 2009

The undersigned, being the sole Incorporator of Friends of Herring River, Wellfleet/Truro, Inc. (the "Corporation"), hereby consents to the adoption of the following votes and agrees that said votes shall have the same effect as if duly adopted at a meeting of the Incorporator held for the purpose:

VOTED: To fix the number of Directors of the Corporation at nine (9).

VOTED: To elect the following persons to the position of Director of the Corporation:

Lisbeth Wiley Chapman  
Barbara Grey  
Jeff Hughes  
Gary Joseph  
Rich Morassi  
Donald J. Palladino  
John Portnoy  
John Reihl  
John Connors

VOTED: That the following persons be, and each of them hereby is, elected to serve the Corporation as officers in the capacities indicated opposite their respective names:

President: Donald J. Palladino  
Treasurer: John Reihl  
Clerk: John Reihl

VOTED: To adopt the form of By-laws appended to this Consent as the By-laws of the Corporation.

VOTED: To approve the Articles of Organization of the Corporation as appended to this Consent.

VOTED: To direct that this Consent be filed with the records of the Corporation.

EXECUTED as of this date set forth above.

  
\_\_\_\_\_  
Alyssa Chandler, Incorporator