



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 453615804 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

FRIENDS OF GOOD HARBOR, INC.

ARTICLE II

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

FRIENDS OF GOOD HARBOR, INC., IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, CIVIC, CONSERVATIONAL, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES TAX LAW), INCLUDING WITHOUT LIMITATION (BUT CONSISTENT WITH THE TAX LAW'S AFORESAID PURPOSES): A.) TO HELP PRESERVE, BEAUTIFY, AND MAINTAIN THE PUBLIC AND PRIVATE BEACH KNOWN AS GOOD HARBOR BEACH IN GLOUCESTER, MASSACHUSETTS; B.) TO HELP RESTORE AND PRESERVE THE MARSHLAND AND WATERSHED AROUND GOOD HARBOR BEACH INCLUDING ADJACENT ROCK AND ISLAND FORMATIONS; C.) TO HELP PRESERVE AND IMPROVE PUBLIC ACCESS AND SAFETY FOR GOOD HARBOR BEACH AND THE SURROUNDING AREA; D.) TO CARRY ON ANY OTHER BUSINESS ACTIVITY THAT MAY BE LAWFULLY CARRIED ON BY AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND BY A CORPORATION ORGANIZED UNDER CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS.

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 qualifications 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 of any class of members, are as follows:

(If there are no provisions state "NONE")

OTHER LAWFUL PROVISIONS FOR THE CONDUCT AND REGULATION OF THE BUSINESS AND AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING,

DEFINING, OR REGULATING THE POWER OF THE CORPORATION, OR OF ITS DIRECTORS, OFFICERS, OR MEMBERS, ARE AS FOLLOWS: (A) SUBJECT TO ALL THE LIMITATIONS SET FORTH IN, OR REFERRED TO BY, OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL HAVE AND MAY EXERCISE IN FURTHERANCE OF ITS CORPORATE PURPOSES (1) ALL OF THE POWER SPECIFIED IN SECTION 6 OF CHAPTER 180 AND SECTION 156B OF THE MASSACHUSETTS GENERAL LAWS AS AMENDED FROM TIME TO TIME, EXCEPT THOSE POWERS REFERRED TO IN PARAGRAPH (M) OF SECTION 9 THAT DO NOT APPLY TO CHARITABLE CORPORATIONS AND (2) ALL OTHER LAWFUL POWERS NECESSARY OR CONVENIENT TO AFFECT ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION WAS FORMED; PROVIDED ALWAYS THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH (I) CHAPTER 180 OR ANY OTHER CHAPTER OF THE MASSACHUSETTS GENERAL LAWS AND (II) THE EXEMPTION FROM TAXATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED EACH OF THE POWERS SPECIFIED IN SECTIONS 9A AND 9B OF MASSACHUSETTS GENERAL LAWS CHAPTER 156B. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED OUT (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE TAX DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, CONSERVATIONAL, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. (B) THE MEMBERS OF THE CORPORATION MAY MAKE, AMEND, OR REPEAL THE BYLAWS IN WHOLE OR IN PART. (C) NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS DIRECTORS OR OFFICERS, 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 THE CORPORATION'S PURPOSES SET FORTH IN ARTICLE 2 OF THESE ARTICLES OF ORGANIZATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED IN SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. (D) EXCEPT AS MAY BE OTHERWISE REQUIRED 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 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 THE LAW), THE PROPERTY OR ASSETS OF THE CORPORATION REMAINING AFTER PROVIDING FOR THE PAYMENT OF ITS DEBT 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, WHICH QUALIFY AS EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, 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 OR EDUCATIONAL PURPOSES IN ACCORDANCE WITH THE DOCTRINE OF CY PRES IN ALL RESPECTS AS A COURT HAVING JURISDICTION IN THE PREMISES MAY DIRECT. (E) ALL OF THE CORPORATION'S SERVICES AND PRODUCTS SHALL BE AVAILABLE TO ALL PERSONS REGARDLESS OF COLOR, RACE, CREED, NATIONAL ORIGIN, SEX OR HANDICAP, AND THE CORPORATION SHALL NOT DISCRIMINATE ON ANY OF THESE GROUNDS. (F) EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED BY THE BYLAWS OF THE CORPORATION, MEETINGS OF THE DIRECTORS MAY BE HELD ANYWHERE IN THE UNITED STATES AS WELL AS BY MEANS OF COMMUNICATIONS EQUIPMENT. (G) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY BY SUCH OFFICER OR DIRECTOR AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT THAT, TO THE EXTENT PROVIDED BY APPLICABLE LAW, THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT 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 DIRECTORS AND OFFICERS SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY, OR OBLIGATION OF THE CORPORATION. NO AMENDMENT OR APPEAL OF THIS PROVISION SHALL DEPRIVE AN OFFICER OR DIRECTOR OF THE BENEFIT HEREOF WITH RESPECT TO ANY ACT OR OMISSION OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. THE CORPORATION SHALL PROVIDE NO INDEMNIFICATION WITH RESPECT TO ANY MATTER SETTLED OR COMPROMISED, PURSUANT TO A CONSENT DECREE OR OTHERWISE, UNLESS SUCH SETTLEMENT OR COMPROMISE SHALL HAVE BEEN APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT INDEMNIFICATION IS INVOLVED, BY (1) A DISINTERESTED MAJORITY OF THE BOARD OF DIRECTORS OR (2) IF THERE ARE NO DISINTERESTED DIRECTORS, BY INDEPENDENT LEGAL COUNSEL REPRESENTING THE CORPORATION AND APPOINTED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE. THE CORPORATION SHALL PAY REASONABLE ATTORNEYS' FEES AND OTHER COSTS ASSOCIATED WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH A DIRECTOR OR OFFICER MAY BE A DEFENDANT OR WITH WHICH HE MAY BE THREATENED OR OTHERWISE INVOLVED, DIRECTLY OR INDIRECTLY, BY REASON OF HIS SERVICE AS A DIRECTOR OR OFFICER. AS USED IN THIS ARTICLE, THE TERMS "DIRECTOR" AND "OFFICER" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS, ADMINISTRATORS, AND LEGAL REPRESENTATIVES, 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. THE RIGHT OF INDEMNIFICATION PROVIDED IN THIS ARTICLE SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH THE DIRECTOR OR OFFICER MAY BE ENTITLED UNDER ANY AGREEMENT, STATUTE, OR OTHERWISE. THE CORPORATION'S OBLIGATION TO PROVIDE INDEMNIFICATION UNDER THIS ARTICLE SHALL BE OFFSET TO THE EXTENT OF ANY OTHER SOURCE OF INDEMNIFICATION OR ANY OTHERWISE APPLICABLE INSURANCE COVERAGE UNDER A POLICY MAINTAINED BY THE CORPORATION OR ANY OTHER PERSON. NOTHING CONTAINED IN THIS ARTICLE SHALL AFFECT ANY RIGHTS TO WHICH CORPORATE PERSONNEL OTHER THAN DIRECTORS OR OFFICERS MAY BE ENTITLED BY CONTRACT OR OTHERWISE. INDEMNIFICATION MAY INCLUDE PAYMENT BY THE CORPORATION OF EXPENSES IN DEFENDING A CIVIL OR CRIMINAL ACTION OR PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION OR PROCEEDING, AND REPAYMENT MAY BE SOUGHT IF IT IS ULTIMATELY DETERMINED THAT SUCH PERSON WAS NOT ENTITLED TO INDEMNIFICATION. (H) THE DIRECTORS SHALL HAVE THE POWER TO FIX THEIR COMPENSATION FROM TIME TO TIME. NO CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION OR ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, OR OTHER

ORGANIZATION IN WHICH ONE OR MORE OF ITS 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 SUCH DIRECTOR OR OFFICER IS PRESENT AT OR PARTICIPATES IN THE MEETING OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF THAT AUTHORIZES THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE, NOR SHALL ANY 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 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 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 OF THE BOARD, OR OTHERWISE BY THE CORPORATION. (I) ALL REFERENCES TO THE INTERNAL REVENUE CODE AND THE MASSACHUSETTS GENERAL LAWS SHALL BE DEEMED TO REFER TO SUCH CODE OR LAWS NOW IN FORCE OR HEREAFTER AMENDED.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

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.

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:

No. and Street: C/O MEREDITH FINE
63 MIDDLE STREET
City or Town: GLOUCESTER State: MA Zip: 01930 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	L. DENTON CREWS	150 STANIFORD STREET #331 BOSTON, MA 02114 USA 150 STANIFORD STREET #331 BOSTON, MA 02114 USA	none
TREASURER	COLETTE M. KNOWLTON	35 SALT ISLAND ROAD GLOUCESTER, MA 01930 USA 35 SALT ISLAND ROAD GLOUCESTER, MA 01930 USA	none
CLERK	DOLORES M. MACK	48 OLD NUGENT FARM	none

		GLOUCESTER, MA 01930 USA 48 OLD NUGENT FARM GLOUCESTER, MA 01930 USA	
DIRECTOR	CHRISTOPHER E. EGAN JR.	10 OLD NUGENT FARM GLOUCESTER, MA 01930 USA 10 OLD NUGENT FARM GLOUCESTER, MA 01930 USA	none
DIRECTOR	THOMAS TODD	345 WALTHAM STREET LEXINGTON, MA 02421 USA 345 WALTHAM STREET LEXINGTON, MA 02421 USA	none

c. The fiscal year (i.e., tax year) of the business entity 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 business entity is:

Name: MEREDITH A. FINE, ESQ.
No. and Street: 63 MIDDLE STREET
City or Town: GLOUCESTER State: MA Zip: 01930 Country: USA

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:

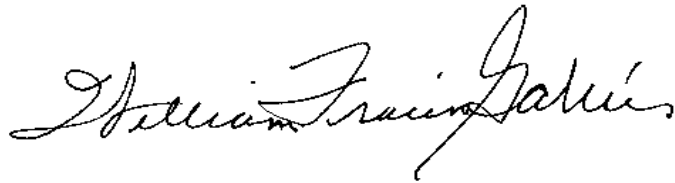
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 25 Day of January, 2012. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

L. DENTON CREWS 150 STANIFORD STREET #331 BOSTON, MASS. 02114

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

January 25, 2012 08:48 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth