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Examiner

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Name
Approved

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 AFCC, Inc.

ARTICLE II

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

To provide an interdisciplinary forum for the exchange of ideas and the development of procedures to assist families in conflict;

To encourage the development of courts and court procedures emphasizing collaborative methods of dispute resolution;

To develop and improve the provision of services that aid in the resolution of family disputes;

To protect the interests of children in relation to all aspects of family law, child protection proceedings and all other legal proceedings affecting children; and

To conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws, Chapter 180 and described in Section 501(3)(c) of the Internal Revenue Code.

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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.

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:

See the by-laws of the corporation.

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 Continuation sheet 4A

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.

Continuation sheet 4A

4. 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 power of the corporation, or of its directors, officers or members, are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the Corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B be of Massachusetts General Laws, Chapter 156B.
 - (b) 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 or the by-laws requires action by the members.
 - (c) Notwithstanding anything else herein provided, the corporation is organized in 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 Internal Revenue Code. 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 or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
 - (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, private shareholders or individuals, 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 105(h) of the Internal Revenue Code), and the corporation shall not participate or intervening in (including the public publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (e) 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 by the affirmative vote of a majority of the directors of the corporation then 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, which qualify as exempt from income tax under Section

105(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.

- (f) 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 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 officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

Article 7B continuation sheet – Directors

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Arline Rotman	60 Staniford Street Boston, MA 02114	60 Staniford Street Boston, MA 02114
Joseph McGill	55 Lake Avenue North Worcester, MA 01655	55 Lake Avenue North Worcester, MA 01655

Article 7B continuation sheet – Directors

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Edward F. Donnelly, Jr.	208 Cambridge Street East Cambridge, MA 02154	208 Cambridge Street East Cambridge, MA 02154
Ruth Whitney	821 Massachusetts Avenue Arlington, MA 02476	821 Massachusetts Avenue Arlington, MA 02476
Robin Deutsch	60 Staniford Street Boston, MA 02114	60 Staniford Street Boston, MA 02114
Nan Elder	90 Canal Street, 5 th Floor Boston, MA 02114	90 Canal Street, 5 th Floor Boston, MA 02114
Cynthia E. Gates	384 Cross Street Norwell, MA 02061	384 Cross Street Norwell, MA 02061
Steven Nisenbaum	166 Perkins Row Topsfield, MA 01983	166 Perkins Row Topsfield, MA 01983
Barbara Hauser	40 Thorndike Street East Cambridge, MA 02154	40 Thorndike Street East Cambridge, MA 02154
Maria Nannini	208 Cambridge Street East Cambridge, MA 02154	208 Cambridge Street East Cambridge, MA 02154
Mary Ferrier	10 St. James Avenue, 16 th Floor Boston, MA 02116	St. James Avenue, 16 th Floor Boston, MA 02116
Elaine Nathanson	208 Cambridge Street East Cambridge, MA 02154	208 Cambridge Street East Cambridge, MA 02154
Rita Pollak	7 Harvard Street Brookline, MA 02445	7 Harvard Street Brookline, MA 02445
Deborah Datz	1126 Pequot Avenue Southport, CT 06490-1423	1126 Pequot Avenue Southport, CT 06490-1423
Gail Perlman	96 Round Hill Road Northampton, MA 01060-2124	96 Round Hill Road Northampton, MA 01060-2124
Margaret Fearey	40 Thorndike Street, Room 3-33 East Cambridge, MA 02154	40 Thorndike Street, Room 3-33 East Cambridge, MA 02154

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:

U-MASS Medical School, 55 Lake Avenue North, Worcester, MA 01655

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: Kathleen Snow	3180 Main Street Barnstable, MA 02630	P.O. Box 1085 Barnstable, MA 02630
Treasurer: Linda Cavallero	55 Lake Avenue North Worcester, MA 01655	55 Lake Avenue North Worcester, MA 01655
Clerk: Carol Lynn May	161 Worcester Road Framingham, MA 01701	161 Worcester Road Framingham, MA 01701
Directors: (or officers having the powers of directors)	See attached <u>Article 7B continuation sheet - Directors</u>	

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

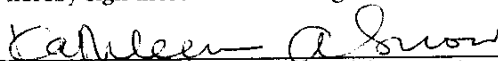
December

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

Kathleen A. Snow, Esq., 3180 Main Street, Barnstable, MA 02630

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 12 day of March, 2002 ~~XXXX~~.



Kathleen A. Snow, 3180 Main Street, Barnstable, MA 02630

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.

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CORPORATION DIVISION

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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 \$ 35 having been paid, said articles are deemed to have been filed with me this 7th day of August 19 2002

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

John T. Snow, Esq.

P.O. Box 202

Barnstable, MA 02630

Telephone: 508-362-8268