

CONTINUATION SHEET IV-A

1. The corporation shall have, and may exercise only in furtherance of the non-profit purposes stated herein, the following powers:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at its pleasure.
- (d) The corporation may elect or appoint directors, officers and employees and other agents, fix their compensation and define their duties and obligations.
- (e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- (i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

CONTINUATION SHEET IV-B

(1) The corporation may pay pensions, 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.

(m) The corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary, or educational purposes or for the prevention of cruelty to children or animals.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part.

(q) Meetings of directors may be held anywhere in the United States.

(r) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

2. In connection with the regulation of the internal affairs of the corporation, it is hereby provided as follows:

(a) The corporation shall be operated exclusively for charitable and non-profit purposes.

(b) 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 director or officer of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the

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corporation shall not participate in, or intervene in (including the 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 exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(c) Upon the dissolution, final liquidation or winding-up of the corporation, the directors (or those persons having the powers of directors) shall, subject to any requisite approval of the Supreme Judicial Court or Superior Court, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation exclusively for the charitable purposes of the corporation, or to such other exempt charitable organization or organizations organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose. In no event shall any of such assets be distributed to an incorporator, director, donor or employee.

(d) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income 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 Internal Revenue Code.

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.

(e) All references in these Articles of Organization: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

CONTINUATION SHEET IV-D

(f) The corporation shall indemnify, to the full extent permitted by Massachusetts law, (a) every member of the board of directors, whether elected or ex-officio, (b) every officer, and (c) every other individual serving at the request of the board of directors on any committee of the board of directors or of the corporation from all expenses, including but not limited to attorney's fees, reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding brought or asserted against him by reason of his being or having been such a director, officer, or committee member or other person except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief that his action was in the best interests of the corporation or in discharge of his obligations under the law, these Articles of Organization and the by-laws of the corporation. In the event of settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did so act in good faith. The foregoing right of indemnification shall not be exclusive of other rights to which such a member of the board of directors, officer or other individual might be entitled. In furtherance of its obligation hereunder, the corporation shall, unless it has been advised by counsel that the person to be indemnified has, more likely than not, acted other than in good faith, advance to such person, reimbursement for expenses and costs actually incurred, subject to the right to recoupment in the event that such person is later determined to have acted other than in good faith.

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was a director or officer of the corporation, or who is or was serving at the request of the board of directors on any committee of the board of directors or of the corporation against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.