



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: 452429881 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

FRIENDS OF RECREATION COMMITTEE, INC

ARTICLE II

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

THE PURPOSE OF THE FRIENDS OF RECREATION COMMITTEE IS TO ENGAGE IN FUNDRAISING AND SUPPORT; MAINTENANCE, LABOR AND DEVELOPMENT OF CURRENT AND FUTURE RECREATION FACILITIES; AND TO ENCOURAGE INTEREST AND PROMOTE ATHLETIC AND RECREATIONAL ACTIVITIES AND FACILITIES IN THE CITY OF NORTHAMPTON; IN CONJUNCTION WITH THE GOALS OF THE NORTHAMPTON RECREATION COMMISSION AND THE NORTHAMPTON CITY COUNCIL. THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR AND WILL BE OPERATED EXCLUSIVELY FOR CIVIL, CHARITABLE, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AS AMENDED, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.)

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:

A. MEMBERS WILL BE LIMITED TO ONE REPRESENTATIVE FROM RECREATIONAL ORGANIZATIONS REQUESTING THE SERVICES OF FRC FOR THE PURPOSE OF FUND RAISING. IN ADDITION TO SERVING ON COMMITTEES, THIS MEMBER MUST REPORT ON THEIR ORGANIZATIONS ACTIVITIES AT THE ANNUAL MEETING. THE INCLUSION OF ANY RECREATIONAL ORGANIZATION REQUESTING TO JOIN THE FRC WILL BE DETERMINED BY VOTE OF THE BOARD OF DIRECTORS. B. MEMBERSHIP IN THE FRC IS OPEN TO THOSE INTERESTED INDIVIDUALS IN SAID PURPOSE OF ORGANIZATION. C. EACH MEMBER SHALL BE A NON-VOTING MEMBER. D. MEMBERSHIP IN THE FRC SHALL BE ON A YEAR TO YEAR BASIS. MEMBERS OF THE ORGANIZATION MUST FOLLOW ALL BY LAWS OF THE FRC.

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")

A. NO PART OF THE NET EARNINGS OF THE FRC SHALL BENEFIT OR BE DISTRIBUTED TO ITS DIRECTORS, OFFICERS MEMBERS OR PRIVATE PERSONS, EXCEPT IN THE CASE OF REIMBURSEMENT FOR FUNDS EXPENDED OR SERVICES RENDERED ON BEHALF OF FRC IN FURTHERANCE OF ITS STATED PURPOSE AS SET FORTH IN THESE ARTICLES. B. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE FRC SHALL BY CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE FRC SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) AND POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE FRC SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THE FRC. C. NO CONTRACT OF TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR OFFICERS, OR BETWEEN THE CORPORATION AND ANY OTHER CORPORATION, PARTNERSHIP, ASSOCIATION, OR OTHER 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 MEETINGS OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF WHICH AUTHORIZED THE CONTRACT OR TRANSACTION, OR SOLELY BECAUSE HE OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSES, NOR SHALL ANY DIRECTOR OR OFFICER BE UNDER ANY LIABILITY TO THE CORPORATION ON ACCOUNT OF ANY SUCH CONTRACT IF: I. 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 OF DIRECTORS 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 II. THE CONTRACT OF TRANSACTION IS FAIR AS TO THE CORPORATION AS OF THE TIME IS AUTHORIZED, APPROVED OR RATIFIED BY THE BOARD OF DIRECTORS, A COMMITTEE OF THE BOARD OR OTHERWISE BY THE CORPORATION. D. THE MEMBERS, DIRECTOR AND OFFICERS OF THE FRC SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY OR OBLIGATION OF THE ASSOCIATION. ALL PERSONS, CORPORATIONS, OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIM AGAINST THE FRC MAY LOOK ONLY TO THE FUNDS AND PROPERTY OF THE FRC FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM, OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT OR DECREE, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE FRC. E. UPON DISSOLUTION OF THE FRC, ASSETS SHALL BE DISTRIBUTED FOR ONE OF MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE TAX CODE, TO THE RECREATION DEPARTMENT FOR A PUBLIC PURPOSE. F. THE CORPORATION SHALL HAVE POWERS SPECIFIED IN CHAPTER 156B SECTION 9 OF THE MASSACHUSETTS GENERAL LAW, PROVIDED THAT NO SUCH POWER THAT SHALL BE EXERCISED IN ANY MANNER INCONSISTENT WITH ANY CHAPTER THE MASSACHUSETTS GENERAL LAW.

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.

05/01/2014

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: 90 LOCUST STREET

City or Town: NORTHAMPTON

State: MA

Zip: 01060

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	GREG HOWARD MR.	706 PARK HILL ROAD FLORENCE, MA 01062 USA 706 PARK HILL ROAD FLORENCE, MA 01062 USA	04-30-2015
TREASURER	ALEX SIMON MR.	22 WEST CENTER STREET FLORENCE, MA 01062 USA 22 WEST CENTER STREET FLORENCE, MA 01062 USA	04-30-2015
CLERK	JOHN P TALBOT JR. MR.	78 PINE STREET FLORENCE, MA 01062 USA 78 PINE STREET FLORENCE, MA 01062 USA	04-30-2015
DIRECTOR	CAROL BERTRAND MRS.	65 HASTINGS HEIGHTS FLORENCE, MA 01062 USA 65 HASTINGS HEIGHTS FLORENCE, MA 01062 USA	04-30-2015
DIRECTOR	JEFF HUTCHINS	444 BRIDGE ROAD FLORENCE, MA 01062 USA 444 BRIDGE ROAD FLORENCE, MA 01062 USA	04-30-2015

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:

June

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

Name: GREG HOWARD

No. and Street: 90 LOCUST STREET

City or Town: NORTHAMPTON

State: MA

Zip: 01062

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:

GREG HOWARD MR. ALEX SIMON MR. JOHN P TALBOT JR. MR.

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 1 Day of May, 2014. *(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.)*

GREG HOWARD MR. ALEX SIMON MR. JOHN P TALBOT JR. MR.

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:

May 01, 2014 10:41 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth