
Examiner

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:

Special Needs Advocacy Network, Inc.

ARTICLE II

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

The organization shall train and support child advocates in providing care for youth with special needs; assist child advocates for children with disabilities to gain information about and access to available services; provide child advocates with continuing education programs; provide a forum for advocates to share and disseminate information; provide advocacy services on behalf of children with disabilities as well as their care providers; and conduct such other charitable or educational activities and programs in furtherance of the foregoing purposes as may be carried out by a corporation organized under Chapter 180 of the Massachusetts General Laws and described in Section 501(c)(3) of the Internal Revenue Code.

- 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.

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P.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:

There is one class of 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:**

See Article IV, attached hereto.

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.

ARTICLE VI

ATTACHMENT 4

Other lawful provision 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:

- (a) Powers. Subject to all the limitations set forth in, or referred to by, other provision of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in Section 6 of Chapter 180 and Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws as amended from time to time, except those powers referred to in paragraph (m) of Section 9 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to effect 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 (the "Internal Revenue Code").

- (b) Tax Exemption. No part of the assets or net earnings of the corporation shall inure to the benefit of any Member, Director, or officer of the corporation or any individual. 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 permitted by Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (whether or not by the publication or distribution 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 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) Private Foundation Restrictions. If and for so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of these Articles or the By-laws of the corporation, the following provisions shall apply:
 - (1) The income of the corporation for each taxable year shall be distributed at such time and such manner as not to subject the corporation to the tax on

undistributed income imposed by Section 4942 of the Internal Revenue Code;
and

- (2) The corporation 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 subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).
- (d) Dissolution. Upon the liquidation or dissolution of the corporation, after payment of all the liabilities of the corporation or due provision therefor, all of the assets to the corporation shall be distributed pursuant to Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors of the corporation.
- (e) Non-Discrimination. In administering its programs and activities, the corporation shall not discriminate on the basis of sex, race, or religion.
- (f) Meetings Anywhere in the United States. Except as otherwise specifically provided by the By-laws of the corporation, meetings of the Members and Directors of the corporation may be held anywhere in the United States.
- (g) Amendment of the By-laws by Directors. The Directors of the corporation may make, amend or repeal the By-laws of the corporation in whole or in part, except with respect to any provision thereof which by law, these Articles or the By-laws of the corporation requires action by the Members.
- (h) Indemnification. Except as otherwise provided below, the corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify each person who is, or shall have been, a Member, Director or officer of the corporation, or who serves at its request as a Member, Director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being herein called a "Person"), against all liabilities and expenses (including judgments, fines, penalties and reasonable attorney's fees and all amounts paid, other than to the

corporation, in compromise or settlement) imposed upon or incurred by such Person in connection with or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Person.

The corporation shall provide no indemnification with respect to any matter as to which such Person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Any Person who at the request of the corporation serves another organization or employee benefit plan in one or more of the above indicated capacities and who shall be finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of such other organization or in the best interest of the participants or beneficiaries of such employee benefit plan shall be deemed not to have acted in such manner with respect to the corporation. 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 a majority of the disinterested Members, or (3) if there are no disinterested Directors and no disinterested Members, by independent legal counsel representing the corporation and appointed by a majority of the Directors then in office.

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 upon receipt of an undertaking by such Person to repay such payment if it is ultimately determined that such Person is not entitled to indemnification under Section 6 of Chapter 180 of the Massachusetts General Laws or pursuant to the provisions of the preceding paragraph. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

As used in this Article 4(h), the terms "Director", "Member", and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested" Member, Director or officer 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 4(h) shall not be exclusive of or affect any other rights to which any Member, 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 4(h) shall affect any rights to which corporate personnel other than Members, Directors or officers may be entitled by contract or otherwise.

- (i) Exculpation; No Personal Liability. No Director or officer shall be personally liable to the corporation or its Members for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of the Director's or officer's duty of loyalty to the corporation or its Members, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Director or officer derived an improper personal benefit. The Members, the Directors and the officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation 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 corporation.

- (j) Successor Provisions. All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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:

SPAN, Special Needs Advocacy Network
c/o Noreen Curran
68 Leonard St.
Belmont, MA 02478

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:	Noreen Curran	11 Barbara Ter., Watertown, MA, 02472	Same
Treasurer:	Margaret A.P. Sunners	54 Greenleaf Circle, Framingham, MA 01701	Same
Clerk:	Lois Greenberg	6 Coe Rd., Framingham MA 01701	Same
Directors: (or officers having the powers of <i>directors</i>)	Dr. Ruth Smith	35 Warwick Rd., West Newton, MA 02465	Same
	Anne Fitzgerald	156 Flagler Dr., Marshfield, MA 02050	Same
	Doreen Cummings	15 Carpenter St., Attleboro, MA 02703	Same
	Marcy Ericson	124 Westgate Rd., Wellesley, MA 02481	Same
	Ellie Goldberg	79 Elmore St., Newton, MA 02459-1137	Same
	Mary Grimm	P.O. Box 502, Harvard, MA 01451	Same
	Janet McTarnaghan	48 Jacob Drive, Mansfield, MA 02048	Same
	Donna Murphy	9 Donald Rd., Burlington, MA 01803	Same
	Susan Shamus	12 Jules Terrace, Newton, MA 02459	Same
	Barbara Silva	120 French Ave., Brockton, MA 02301	Same
	Joan Toussaint	7 Ethan Allen Drive, Acton, MA 01720	Same
	Jeanne Voss	62 Skilton Lane, Burlington, MA 01803	Same
	Mary Loughlin	7 Windsor Ave., Auburn, MA 01501	Same

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: **N/A**

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 2nd day of December, 2002,

Aileen Quinn Curran, President

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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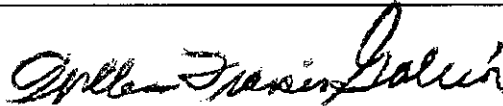
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THE COMMONWEALTH OF MASSACHUSETTS

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 \$ 35.00 having been paid, said articles are deemed to have been filed with me this 10th day of January 20 03.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Arthur Johnson, Esquire

Hale and Dorr Legal Services Center

122 Boylston Street Jamaica Plain, MA 02130

Telephone: 617-522-3003

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COMMUNICATIONS
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CORPORATION DIVISION