

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

CONCORD250 CORPORATION

ARTICLE II

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

(a) to carry out civic, educational, charitable and benevolent activities in accordance with the provisions of Massachusetts General Laws Chapter 180, Section 4(a); to prosecute antiquarian, historical, literary and monumental purposes in accordance with the provisions of Section 4(b) of said Chapter; to improve and ornament the streets and public squares of the Town of Concord, Massachusetts by improving its physical aspects, to further the recreation and enjoyment of the inhabitant thereof in accordance with the provisions of Section 4(l) of said Chapter; and, in particular, but not limited to, promoting, encouraging and directing the recognition and celebration of the 250th anniversary of the beginning of the American Revolution and the adoption of the Declaration of Independence and advancing knowledge of the ideas, people, events and artifacts connected with these times, places and events.

(b) to borrow, solicit, receive and expend funds and other things of value; and to acquire, own, construct, operate and maintain property both real and personal, all in furtherance of the foregoing purposes and activities;

(c) to retain, manage and invest funds or other property; and to expend or reinvest the income therefrom or the principal thereof or both for the purposes set forth herein; and

(d) to do all other things permitted to a corporation organized under Massachusetts General Laws Chapter 180 except as otherwise provided in these Articles of Organization.

(e) Any of the foregoing purposes shall in any event be subject to the limitations imposed by ARTICLE IV hereof.

C
P
M
R.A.

P.C.

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:

THE CORPORATION WILL HAVE NO MEMBERS, AND UNTIL SUCH TIME AS THE CORPORATION SHALL HAVE MEMBERS ENTITLED TO VOTE THEREON, THE DIRECTORS THEN IN OFFICE SHALL CONSTITUTE THE MEMBERS FOR THE PURPOSE OF AMENDING THESE ARTICLES IN ACCORDANCE WITH THE PROVISIONS OF G.L. ch. 180 sec. 7 .

THE FIRST MEETING OF THE DIRECTORS SHALL BE CALLED BY THE INCORPORATOR PRIOR WHICH TIME THE INCORPORATOR MAY EXERCISE ALL POWERS OF THE DIRECTORS AND TAKE ANY ACTION REQUIRED OR PERMITTED BY LAW, THESE ARTICLES OF ORGANIZATION OR THE BYLAWS TO BE TAKEN BY THE DIRECTORS.

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 CONTIATION SHEET 4

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 temporary and may only be changed by filing appropriate Articles of Amendment.

Continuation Sheet 4

Other provisions for the conduct and regulation of the affairs of the corporation are as follows:

- a) The Corporation is organized exclusively for educational, scientific, literary and charitable purposes, including the erecting or maintaining public buildings, monuments, or works; and lessening the burdens of government; and for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, referred to herein as the "Code").
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in (a) above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of the Articles of Organization or By-laws, as they may be amended from time to time, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.
- (c) If it is desired to dissolve the Corporation, the Board of Directors or other body having the management and control of the Corporation's business and property, shall distribute the property of the Corporation to one or more corporations or organizations having similar public charitable purposes and are exempt from taxation under section 501(c)3 of the Code as determined by a Court having jurisdiction over the Corporation and its property.
- (d) Membership and the rights and qualifications thereof, as well as the provisions for the management of the corporation not inconsistent with the foregoing, shall be set forth in the By-Laws of the Corporation.
- (e) The By-Laws of the Corporation may be altered, amended or repealed by the affirmative vote of two-thirds of the Directors then in office, provided that the nature or substance of the proposed amendment or repeal shall be stated in the notice of the meeting and that such notice shall have been submitted to all Directors at least thirty (30) days preceding the date of such meeting.
- (f) All meetings of the Directors of the Corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the By-laws.

- (g) Each Director and officer, present or former, of the Corporation or of any other organization in which it owns shares or of which it is a creditor shall be indemnified by the Corporation against all cost and expenses (including legal fees and disbursements) reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been such Director or officer, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailing costs of litigation whenever, in the judgment of the Board of Directors, or in the written opinion of independent legal counsel appointed by the Board, the best interests of the Corporation are served thereby. Such indemnification may include payment by the Corporation of expenses incurred 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 the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification. The Corporation shall not, however, indemnify any such person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any such Director or officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final. The Corporation shall have power to purchase and maintain insurance on behalf of any such person who is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another organization, in which it owns shares or of which it is a creditor against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.
- (h) No Director or officer shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a Director or officer, to the extent that such liability is imposed by applicable law for (i) any breach of the Director's or officer's duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for (iii) any transaction from which the Director or officer derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director or officer for or with respect to any act or omission of such Director or officer occurring prior to such amendment or repeal.
- (i) No contract or other transaction between this Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is interested in, or is a member, stockholder, director, or officer, of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act, or transaction of this Corporation with any person or persons, firm,

association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in, such contract, act or transaction; or in any way connected with such person or person, firm, association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself, herself or any firm, association or corporation in which he or she may be in any way interested.

- (j) The Corporation may be a partner in any enterprise which it would have the power to conduct itself.
- (k) Members of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of telephone conference or other electronic means provided that there is unanimous consent of the Board, and that the action taken is evidenced by one or more written consents in writing signed by each Director or Trustee and delivered or transmitted by electronic communication to the Corporation in accordance with the provisions of sec. 8.21 of the Massachusetts General Corporation Law. Action taken under this provision is effective when the last Director signs or delivers the consent, unless the consent specifies a different effective date. A consent signed or delivered under this provision shall have the effect of a meeting vote and may be described as such in any document.
- (l) Except at such times as there may be unfilled vacancies caused by the death, resignation or removal of a Director, there shall be no less than three (3) and no more than twelve (12) Directors. The original Board of Directors shall be those persons named as such in the Articles of Organization. The Directors shall serve staggered terms and (except as otherwise provided herein) the original Directors, at their first meeting, or as soon thereafter as practical, shall divide themselves into three (3) classes of as nearly equal size as possible, with the term of the first class expiring at the adjournment of the next annual meeting thereafter, the term of the second class expiring at the adjournment of the second annual meeting thereafter and the term of the third class expiring at the adjournment of the third annual meeting thereafter

Thereafter, the term of each new or re-elected Director shall be three (3) years, except that any Director elected to fill a vacancy or to fill a seat created by the enlargement of the Board of Directors shall serve out the remaining term of, and shall belong to the class of the Director he or she is replacing; or, in the case of a Director newly elected because of the enlargement of the Board, he or she shall serve as a member of the class designated upon his or her election.

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:

c/o Dane Brady & Haydon, LLP, 37 Main Street, Concord, MA 01742

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:	HENRY J. DANE	58 EVERETT ST	CONCORD, MA 01742
Treasurer:	RICHARD J. LOUGHLIN	83 CHESTNUT ST	CONCORD, MA 01742
Clerk:	JOHN ARENA, III	37 BEDFORD ST	CONCORD, MA 01742
Directors: (or officers having the powers of directors)	HENRY J. DANE	58 EVERETT ST	CONCORD, MA 01742
	RICHARD J. LOUGHLIN	83 CHESTNUT ST	CONCORD, MA 01742
	GARY CLAYTON	31 BLACK BIRCH LA	CONCORD, MA 01742
	JOHN ARENA, III	37 BEDFORD ST	CONCORD, MA 01742

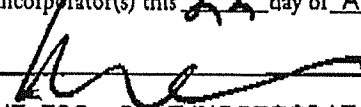
c. The fiscal year of the corporation shall end on the last day of the month of: **DECEMBER**

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

Henry J. Dane, 58 Everett St., Concord, MA 01742

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 22 day of AUGUST, 2022.


HENRY J. DANE, ESQ., SOLE INCORPORATOR

DANE BRADY & HAYDON, LLP

37 MAIN STREET, CONCORD, MA 01742

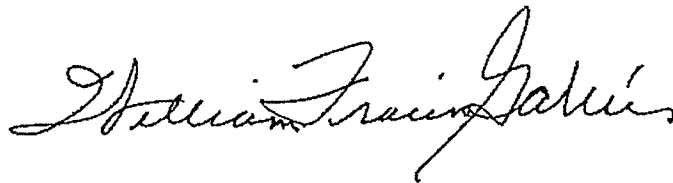
Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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:

August 23, 2022 12:18 PM

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