

The Commonwealth of Massachusetts

Office of the Secretary of State
 One Ashburton Place, Boston, MA 02108
 Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

June Cook	22 Bentley Lane Chelmsford, Massachusetts 01824
Martha Hamilton	15 Bartlett Street Chelmsford, Massachusetts 01824
Janet Lombard	Ten Bridge Street Chelmsford, Massachusetts 01824

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

CHELMSFORD LAND CONSERVATION TRUST, INC.

113923

85 266066

2. The purposes for which the corporation is formed is as follows:

Exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended, and within the meaning of Massachusetts General Laws, Chapter 180, Section 4, as amended, and specifically to promote the interests of the Town of Chelmsford, Commonwealth of Massachusetts, and to assist in and promote the preservation of the rural character of the Town in order to preserve and maintain areas for conservation of public water resources and for preservation of marshland, swamps, and other wetlands and the animal and plant life therein, sections of unique historical significance or natural beauty, green-belt and similar open sections, areas for the education and training of girl scouts, boy scouts, and similar youth organizations in nature lore, camping, and other out-of-door activities and for general public outdoor passive recreation such as swimming, skiing, skating, boating, and similar activities, the development of walking and riding trails therein, and the establishment of sound conservational practices, and to engage in and encourage others to engage in the scientific study of plants, animals, birds, and other wildlife, and the sylvan culture of the Town of Chelmsford, and in this connection to acquire by gift, purchase, or otherwise real property and personal property, both tangible and intangible, of every sort and description, to use such pro-

(See Continuation Sheet 2A)

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

9-D
 Examiner

9-D
 Name
 Approved

C
 P
 M
 R.A.

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 P.C.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

The corporation has only one class of members.

- *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 powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

See Continuation Sheet 4A.

Articles of Organization
(Under G. L. Ch. 180)

CHELMSFORD LAND CONSERVATION TRUST, INC.

Continuation Sheet

2A.

perty, both real and personal, in such manner as the Directors shall deem most appropriate to carry out such purposes; provided, however, that all property of the corporation and the net earnings thereof shall be used in the United States of America exclusively for the benefit of all the inhabitants of the Town of Chelmsford for the conservational, educational, and scientific purposes of the corporation.

4A.

The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, specifically, but not limited to, Chapter 180, as now in force or as hereafter amended, 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.

(b) The corporation may make no contribution for other than religious, charitable, scientific, literary, or educational purposes.

(c) Meetings of the members may be held anywhere in the United States.

(d) 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 officer or director 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, and the 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.

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Continuation Sheet - Page 2

(e) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be conveyed, transferred, and assigned, without payment of any kind:

(i) to The Nature Conservancy, a charitable corporation, organized under the laws of the District of Columbia, provided that it shall then be in existence and shall then be exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and shall accept and lawfully authorize receipt of such conveyance, transfer, and assignment within nine (9) months after such liquidation or dissolution; and

(ii) otherwise, to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) having similar purposes to those of this corporation.

All assets included in any such conveyance and transfer shall be held by the transferee organization in a manner consistent with the purposes for which this corporation has been formed and in accordance with the terms of any grant, deed, gift, or bequest under which said assets may have been acquired and accepted by this corporation.

(f) The corporation may have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is formed; provided 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, or Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

(g) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

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

(i) The Board of Directors 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 or by the By-Laws, requires action by the members, and, subject to the power of the members, to amend or repeal any By-Law adopted by the Board of Directors.

Directors

of

CHELMSFORD LAND CONSERVATION TRUST, INC.

1. June Cook, 22 Bentley Lane, Chelmsford, Massachusetts 01824
2. Martha Hamilton, 15 Bartlett Street, Chelmsford, Massachusetts 01824
3. Richard McDermott, 111 High Street, Chelmsford, Massachusetts 01824
4. Janet Lombard, Ten Bridge Street, Chelmsford, Massachusetts 01824
5. Susanne Reade, 115 High Street, Chelmsford, Massachusetts 01824
6. Cristy Pettee, 90 Westford Street, Chelmsford, Massachusetts 01824
7. Jane McKersie, Eight Gristone Road, Chelmsford, Massachusetts 01824
8. Philip Ralowicz, 18 Bentley Lane, Chelmsford, Massachusetts 01824
9. Rebecca Warren, 77 Boston Road, Chelmsford, Massachusetts 01824

5. 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 below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

22 Bentley Lane, Chelmsford, Massachusetts 01824

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	June Cook	Chelmsford, MA	22 Bentley Lane
Vice President:	Martha Hamilton	Chelmsford, MA	15 Bartlett Street
Treasurer:	Richard McDermott	Chelmsford, MA	111 High Street
Clerk:	Janet Lombard	Chelmsford, MA	Ten Bridge Street

Directors: (or officers having the powers of directors)

See list attached.

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31.

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Third Tuesday in May.

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

None.

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 30th day of August, 1985

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.

X June S. Cook
 X Martha W. Hamilton
 X Richard McDermott

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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SEP 23 1985

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF STATE
CORPORATION DIVISION

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written 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 \$30.00 having been paid, said articles are deemed to have been filed with me this 23rd day of September 1985

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Robert J. Cotton, Esquire
Satran Reade & Marino
One Liberty Square, 5th Floor
Boston, Massachusetts 02109
Telephone: (617) 423-4800

Filing Fee \$30.00

SEP 30 1985
Copy Made