

Examiner

Name
Approved

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:

The Thoreau Farm Trust, Inc.

ARTICLE II

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

- (a) to support the restoration, maintenance and the use of the Farm House on Virginia Road in Concord, Massachusetts in which Henry David Thoreau ("Thoreau") was born in 1817;
- (b) to further public education about Thoreau, nature, farming and conservation; and
- (c) to carry on any other charitable or educational (within the meaning of Section 501(c)(3) of the Internal Revenue Code) activity which is consistent with other provisions of these Articles and which may be lawfully carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws.

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M ☐
R.A. ☐

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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:

Not applicable.

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

ATTACHMENT 4

Other lawful provisions for the conduct and regulation of the business and affairs of the Trust, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Trust, or of its Directors are as follows:

(a) Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, the Trust 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 Trust 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"). Notwithstanding any other provisions of these Articles, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent law.

(b) Tax Exemption. No part of the assets or net earnings of the Trust shall inure to the benefit of any Director or officer of the Trust or any individual; no substantial part of the activities of the Trust 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 Trust 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 Trust 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 Trust 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 Trust, the following provisions shall apply:

(1) The income of the Trust for each taxable year shall be distributed at such time and in such manner as not to subject the Trust to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and

(2) The Trust 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 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the Trust 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 Trust, after payment of all of the liabilities of the Trust or due provision therefor, all of the assets of the Trust 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 Directors of the Trust.

(e) Non-Discrimination. In administering its programs and activities, the Trust shall not discriminate on the basis of race, creed, color, national or ethnic origin, sex, sexual preference, age or disability.

(f) Meetings Anywhere in the United States. Except as otherwise specifically provided by the By-laws of the Trust, meetings of the Directors of the Trust may be held anywhere in the United States.

(g) Amendment of the By-laws by Directors. The Directors of the Trust may make, amend or repeal the By-laws of the Trust in whole or in part upon a majority vote of all Directors.

(h) Indemnification. Except as otherwise provided below, the Trust shall, to the extent legally permissible and only to the extent that the status of the Trust 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 Director, officer, employee or agent of the Trust (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 Trust, 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 or she may be a defendant or with which he or she may be threatened or otherwise involved, directly or indirectly, by reason of being or having been such a Person. The Trust shall indemnify such a Person in connection with a proceeding voluntarily initiated by that Person only if (1) he or she has been successful on the merits and (2) the proceeding was authorized by a majority of the full Board of Directors.

The Trust 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 or her action was in the best interests of the corporation. The Trust 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 Trust, after notice that indemnification is involved, by (1) a disinterested majority of the Board of Directors or (2) by the opinion of independent legal counsel appointed by (a) a majority vote of such disinterested Directors or (b) if there are no disinterested Directors, appointed by a majority of the Directors then in office.

Indemnification may include payment by the Trust 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" and "officer" include their respective heirs, executors, administrators and legal representatives, and an "interested" 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 Director or officer may be entitled under any agreement, statute or otherwise. The Trust'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 Trust personnel other than 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 Trust 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 Trust, (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 Directors and the officers of the Trust shall not be personally liable for any debt, liability or obligation of the Trust. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Trust, may look only to the funds and property of the Trust 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 Trust.

(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.

ATTACHMENT 7

Directors:

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|-----|-------------------|---|
| 1. | Courtland Booth | 144 Wright Road, Concord, Massachusetts 07142 |
| 2. | Helen Bowdoin | 100 Autumn Lane, Lincoln Massachusetts 01773 |
| 3. | Desiree Caldwell | 199 Simon Willard Road, Concord Massachusetts 01742 |
| 4. | James Callahan | 8 Whitney Lane, Boxborough Massachusetts 01719 |
| 5. | Theresa Cohen | 125 Chestnut Street, Concord Massachusetts 01742 |
| 6. | Lucille Daniel | 126 Park Lane, Chelmsford, Massachusetts 01824 |
| 7. | Brian Donahue | 650 Boston Post Road, Weston, Massachusetts 02493 |
| 8. | Jayne Gordon | 105 Arena Terrace, Concord Massachusetts 01742 |
| 9. | John Green | 10 Windemere Road, Wellesley Massachusetts 02181 |
| 10. | Michael Kellett | 29 Academy Lane, Concord Massachusetts 01742 |
| 11. | Barbara Lambert | 27 Vine Street, Gloucester Massachusetts 01930 |
| 12. | Alfred Lima | 488 Hood Street, Fall River Massachusetts 02720 |
| 13. | Christine Rinaldo | 23 Riverdale Road, Concord Massachusetts 01742 |
| 14. | Thomas Scott | 125 Kendall Road, Lexington, Massachusetts 02173 |
| 15. | Joseph Valentine | 1077 Monument Street, Concord Massachusetts 01742 |
| 16. | Joseph Wheeler | 129 Westford Road, Concord Massachusetts 01742 |

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 of the principal office of the corporation *in Massachusetts* is: (post office boxes are not acceptable)

129 Westford Road, Concord, Massachusetts 01742.

b. The name, residential address and post office address of the directors and officers of the corporation are as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Joseph Wheeler	129 Westford Road, Concord, Massachusetts	07142
Treasurer:	Courtland Booth	144 Wright Road, Concord, Massachusetts	07142
Clerk:	Lucille Daniel	126 Park Lane, Chelmsford, Massachusetts	01824
Directors: (or officers having the powers of directors)	See attachment.7.		

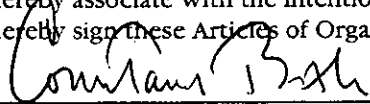
c. The fiscal year of the corporation shall end on the last day of the month of:

June.

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

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 6 day of Oct., 19 98.



Courtland Booth
144 Wright Road
Concord, MA 07142

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

632349

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 having been paid, said articles are deemed to have been filed with me this 7th day of October 19 98.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF
THE COMMONWEALTH
98 OCT - 7 AM 11:48

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Paige Parisi, Esq.
Hale and Dorr LLP
60 State Street

Boston, MA 02109

Telephone: (617) 526-6499