

# 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)

Examiner

Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Rutland Land Conservancy, Inc.

### ARTICLE II

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

See attached continuation sheet, ARTICLE II.

- 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.*

## CONTINUATION SHEET – ARTICLE II

General Purposes. Said Corporation is organized exclusively for charitable, educational and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations thereunder. To accomplish these purposes, the Corporation may solicit, receive and borrow, with or without security, real and personal property, including funds, by way of gifts, contributions, and subscriptions and administer, hold, convey, transfer, distribute, lend and sell the same for such charitable, scientific, literary and educational purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code as it now exists and as hereinafter amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 this section. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as permitted under the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate of public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, subject to such restrictions or conditions as the Board may deem appropriate, to any one or more of the following: (i) the United States Government, (ii) the Commonwealth of Massachusetts, (iii) political subdivisions of said Commonwealth, (iv) agencies of the foregoing and (v) organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Specific Purposes. The specific purposes of the Corporation shall be:

- (a) to educate the public as to the wise use of natural resources, the value of open space and the principles of land use planning;
- (b) to conserve, protect and preserve in their natural or open condition for the benefit of present and future generations the lands and waters located in or near the Town of Rutland, including rivers, streams, lakes, ponds, woodlands, wetlands of all

kinds, wildlife habitat, agricultural lands, sites of historical or ecological significance and other scenic, natural or productive lands or waters;

(c) to promote the application of sound conservation and land-use planning practices to such lands and waters and the plant and animal communities therein;

(d) to promote the scientific study of and public enjoyment and appreciation of such lands and waters;

(e) to identify, develop and demonstrate practical methods of accomplishing land conservation goals for the benefit of other organizations having similar purposes;

(f) to further the land-planning policies of the greater Worcester area consistent with the above-stated goals, and in so doing to lessen the burdens of local governments; and

(g) to work with other organizations having similar purposes.

In furtherance of these purposes, the Corporation shall have the power and authority to acquire and hold real property interests including land, conservation restrictions and other rights and easements and may solicit, receive and borrow with or without security real and personal property of every kind including funds by way of gifts, contributions, dues and subscriptions, and may administer, hold, convey, transfer, exchange, subdivide, improve, disburse, lend, lease, mortgage and sell the same.

**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:

As set forth from time to time in the By-Laws of the Corporation.

**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:

As set forth in attached continuation sheet, Article IV.

**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.*

## CONTINUATION SHEET – ARTICLE IV

1. The Corporation shall have the following powers in furtherance of its corporate purposes:
  - (a) The Corporation shall have perpetual succession in its corporate name.
  - (b) The Corporation may sue and be sued.
  - (c) The Corporation may have a corporate seal which it may alter at pleasure.
  - (d) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
  - (e) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
  - (f) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
  - (g) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
  - (h) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
  - (i) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
  - (j) The Corporation may lend money in furtherance of its purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The Corporation may be an incorporator of other corporations of any type or the Corporation may be a partner in any enterprise which it would have power to conduct by itself.

1. The Corporation may have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is formerly provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the General Laws of the Commonwealth; and provided further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

2. If the Corporation is entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code, it shall make no contribution for other than charitable, scientific or educational purposes.

3. The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws required action by the members.

4. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this Corporation individually, or any individual having any interest in any concern in which any such directors, officers, members or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this Corporation, and

(i) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(ii) no such director, officer, member or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction or act; and

(iii) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

5. 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 trustee of

the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate of public office. It is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

6. Upon the liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), after payment of all of the liabilities and obligations of the Corporation or due provision therefor, all of the assets of the Corporation shall be conveyed, transferred, distributed and set over outright to federal, state or local governments or their agencies, or to such other Corporations having purposes similar to those of this Corporation and exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code as the Directors shall deem appropriate.

7. In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the By-Laws of the Corporation, the following provisions shall apply:

The Directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Directors 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 incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

8. No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent it may be imposed by law (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an

officer or director for any act or omission occurring prior to the date upon which the foregoing provision became effective. No amendment or deletion of the foregoing provisions of this paragraph which restricts or limits the limitations on liability provided hereunder to officers or directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

9. The Corporation, upon authorization by a disinterested majority of the Directors then in office, may indemnify each person now or hereafter elected or appointed an employee or agent of the Corporation (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the Corporation has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) against all expense reasonably incurred or paid by him in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he may be involved as a party or otherwise by reason of his having served in any such capacity, or by reason of any action or omission or alleged action or omission by him while serving in any such capacity; except for expense incurred or paid by him with respect to (i) any matter as to which he shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his action was in the best interests of the Corporation, or (ii) any matter as to which he shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (iii) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him. 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 eventually be adjudicated to be not entitled to indemnification hereunder.

10. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of The Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.



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 Bowditch & Dewey, LLP, 311 Main Street, Worcester, MA 01615-0156

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: Cindy Trahan-Liptar	319 Main Street, Rutland, MA 01543	
Treasurer: Judith D. Kalloch	342 Ball Hill Road, Princeton, MA 01541	
Clerk: Robert D. Cox, Jr.	66 Emerald Road, Rutland, MA 01543	
Directors: (or officers having the powers of directors)	Cindy Trahan-Liptar 319 Main Street, Rutland, MA 01543	
	Judith D. Kalloch 342 Ball Hill Road, Princeton, MA 01541	
	Robert D. Cox, Jr. 66 Emerald Road, Rutland, MA 01543	

c. The fiscal year of the corporation shall end on the last day of the month of: December 31

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

Robert D. Cox, Jr., 66 Emerald Road, Rutland, MA 01543

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.

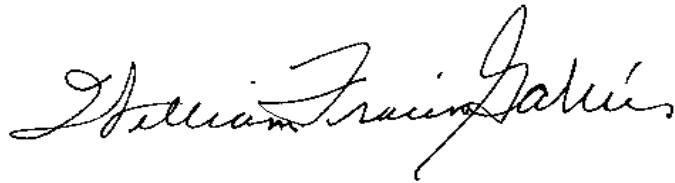
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 16<sup>th</sup> day of April, 2004.

Robert D. Cox, Jr., 66 Emerald Road, Rutland, MA 01543

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:

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*