

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

Examiner

## RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

Name  
Approved

We, Current President, \*President / \*Vice President,

and Current Clerk, \*Clerk / \*Assistant Clerk,

of Unitarian Universalist Rowe Camp and Conference Center, Inc.  
(Exact name of corporation)

located at 22 Kings Highway, Rowe, MA 01367  
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on \_\_\_\_\_, 20 \_\_\_\_\_, by a vote of: \_\_\_\_\_ members,

\_\_\_\_\_ directors, or \_\_\_\_\_ shareholders\*\*,

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
- In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

C   
P   
M   
R.A.

\*Delete the inapplicable words.

\*\*Check only one box that applies.

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 as long as each article requiring each addition is clearly indicated.

P.C.

**ARTICLE I**

The name of the corporation is:

Unitarian Universalist Rowe Camp and Conference Center, Inc.

**ARTICLE II**

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

See Article II Continuation Sheet, attached and incorporated herein.

**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's membership shall be as set forth in the bylaws.

**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 Continuation Sheet attached and incorporated herein.

*\*\*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 V**

The effective date of the Restated Articles 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 VI**

The information contained in Article VI 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:

22 Kings Highway, Rowe, MA 01367

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:	Current President		
Treasurer:	Current Treasurer		
Clerk:	Current Clerk		

Directors:  
(or officers  
having the  
powers of  
directors)

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

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

**\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

- Article I corrects punctuation in name
- Article II reflects prior amendment and adds references to governing state and federal law.
- Article IV was restated to adopt modern corporate powers.

SIGNED UNDER THE PENALTIES OF PERJURY, this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_,

\_\_\_\_\_, \*President / \*Vice President,

\_\_\_\_\_, \*Clerk / \*Assistant Clerk.

*\*Delete the inapplicable words. \*\*If there are no such amendments, state "None".*

THE COMMONWEALTH OF MASSACHUSETTS  
**RESTATED ARTICLES OF ORGANIZATION**  
(General Laws, Chapter 180, Section 7)

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I hereby approve the within Restated Articles of Organization and,  
the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said  
articles are deemed to have been filed with me this \_\_\_\_\_ day of  
\_\_\_\_\_, 20 \_\_\_\_\_.

*Effective Date:* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
**Contact information:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.

**Unitarian Universalist Rowe Camp and Conference Center, Inc.**  
**Continuation Sheet to Restated Articles of Organization**

**Article II.**

The Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws c. 180, Section 4, as amended.

Without limiting the foregoing, the primary purpose of the Corporation is:

- a) To maintain and operate a camp and conference center where people of all ages will have the opportunity to participate in camp life, conferences, and to pursue spiritual development, consonant with Unitarian Universalist views.
- b) To hold and maintain the Preserved Smith Memorial Church at Rowe and to provide spiritual services therein to such extent as seems feasible.

In connection therewith, the Corporation may engage in any such other religious, charitable and educational activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a Corporation organized under Massachusetts General Laws Chapter 180 and described in Section (501)(c)(3) of the Internal Revenue Code.

**Article IV.**

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 power of the Corporation, or of its directors, officers, or members are as follows:

- (a) In addition to the powers granted to the Corporation by General Laws, Chapter 180, the Corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A of Massachusetts General Laws Chapter 156B.

- (b) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for religious, charitable or educational purposes, as said terms have been and shall be defined pursuant to Sections 170 and 501(c)(3) of the Internal Revenue Code, as amended. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said charitable and educational

purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to the aforesaid sections of said Code, as amended, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, private shareholders or individuals except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the Corporation's purposes set forth in Article 2 of these Restated Articles of Organization. No substantial part of the activities of the Corporation shall consist of lobbying (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate 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.

(d) Except as may be otherwise required by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the Corporation then in office or by a majority vote of the members of the Corporation in those circumstances in which the Corporation's Bylaws reserves this right to the members; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of the law), the property or assets of the Corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more nonprofit organizations having similar purposes and exempt from income tax under Section 501(c)(3) of the Internal Revenue code, as a majority of the total number of the directors of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further that the Corporation's property may be applied for religious, charitable or educational purposes in accordance with the doctrine of cy-pres in all respects as a court having jurisdiction may direct.

(e) No officer or director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of any officer or director (i) for breach of the officer's or director's duty of loyalty to the Corporation (ii) for acts or omission 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. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

**Continuation Sheet VII (b)**

Officers:

Name

Office

Directors:

Name

Address

Term