

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:

MetroWest Chess Club, Inc.

ARTICLE II

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

The MetroWest Chess Club, Inc. is established as a non-profit organization for cultural development, to enable its members to engage in chess play both formally and informally and in organized competition, to provide instruction and entertainment, and to promote the dissemination and enrichment of the game of chess; and generally to engage in all activities permitted by an organization described in Section 501(c)(7) of the Internal Revenue Code and by a corporation organized under Massachusetts General Laws, Chapter 180.

Examiner

Name
Approved

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 MetroWest Chess Club, Inc. specifies the classes of members, the manner of election or appointments, the duration of membership and qualification and rights, including voting rights, of the members of each class as set forth in the By-Laws.

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:

Please see Continuation Sheet IV attached hereto and made a part hereof.

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.

MetroWest Chess Club, Inc.

Continuation Sheet IV

Other lawful provisions 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 (if any) or of any class of members, are as follows:

- (a) **Powers.** Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, this corporation 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 non-profit corporations, and (2) all other lawful powers necessary or convenient to affect any or all of the purposes for which the corporation 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)(7) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").
- (b) **Tax Exemption.** No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other private individual, or any organization organized and operated for a profit (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 as stated above including scholarships, stipends, and grants); no substantial part of the activities of the corporation 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 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. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(7) of the Internal Revenue Code.
- (c) **Private Foundations Restrictions.** If and for so long as the corporation is a private foundation (as the 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 corporation, the following provisions shall apply:
- (1) The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and
 - (2) The corporation 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 subject the corporation 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 corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed pursuant to Chapter 180, Section 11A, to a successor organization of the corporation that serves substantially the same members, or if there is no such organization, to a well-recognized chess non-profit foundation such as the U.S. Chess Trust or one or more organizations with similar purposes and exempt from federal income tax under Sections 501(c)(3) or 501(c)(7) of the Internal Revenue Code, as determined by the directors of the corporation.
- (e) Non-Discrimination.** In administering its programs and activities, the corporation shall not discriminate on the basis of race, religion, national origin, gender, sexual preference or political affiliation.
- (f) Meetings Anywhere in the United States.** Except as otherwise specifically provided by the By-Laws of the corporation, meetings of the members, if any, and the directors of the corporation may be held anywhere in the United States.
- (g) Amendment of the By-Laws by Directors.** The directors of the corporation may make, amend or repeal the By-Laws of the corporation in whole or in part, except where action by the members is required by law or the By-Laws.
- (h) Indemnification.** The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, treasurer, clerk, assistant clerk or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary (collectively, "Indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the full board of directors); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally 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; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors of the corporation, 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 not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the members who are not at that time parties to the proceeding or (b) the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director or other Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all their rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Corporate employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This Article, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to him or her with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

(i) Interested Directors or Officers. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other

corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because such director or officer is present at or participates in the meetings of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any director or officer be under any liability to the corporation on account of any such contract or transaction if:

- (1) the material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (2) the contract or transaction is fair as to the corporation as of the time is authorized, approved or ratified, by the Board of Directors, a committee of the Board, or otherwise by the corporation.

(j) Exculpation; No Personal Liability. 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 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 corporation, (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 officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation 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 corporation. No amendment or repeal of this paragraph shall deprive a director or officer of this benefit for acts or omissions prior to amendment.

(k) Successor Provisions. All references (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.

(l) Additional Provisions.

- (1) The corporation shall exist in perpetuity or until its willful dissolution by vote of 2/3rds of its directors.

- (2) Amendments to the Articles of Organization of the corporation may be made by vote of 2/3rds of its directors.
- (3) Subject to the restrictions below, the directors of the corporation shall have full power to act as they see fit in the conduct of the business of the corporation providing such action can be reasonably construed as being in the best interests of the corporation and is in accordance with the By-Laws.
- (4) All income and expenditures of the corporation shall be recorded and those records shall be made available to members. On a quarterly basis a balance sheet summarizing the income and expenditures of the corporation shall be produced and made available to members.

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: 117 E. Central Street, Natick, Massachusetts 01760

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

Table with 3 columns: NAME, RESIDENTIAL ADDRESS, POST OFFICE ADDRESS. Rows include President: Mark Kaprielian, Treasurer: Michael Barry, Clerk: Harvey Reed, and Directors: Harvey Reed, James Krycka, John Niarhos, John Chamberlain.

* Please see attached for additional Directors

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:

N/A

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 _____ day of November, 20 02.

Harvey Reed, 1 Concord Street, Natick, MA 01760

Michael Barry, 56 Bacon Street, Natick, MA 01760

Mark Kaprielian, 6 Tompkins Lane, Framingham, MA 01702

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.

MetroWest Chess Club, Inc.

ADDITIONAL DIRECTORS:

Director: Neil Cousin 114 Beech Street
Franklin, MA 02038

Director: Mark Kaprielian 6 Tompkins Lane
Framingham, MA 01702

Director: Michael Barry 56 Bacon Street
Natick, MA 01760

THE COMMONWEALTH OF MASSACHUSETTS

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 \$ _____ 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

Photocopy of document to be sent to:

C. Forbes Sargent III

Sherin and Lodgen LLP, 100 Summer Street

Boston, Massachusetts 02110

Telephone: 617-646-2000