

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

Ashland Business Association, Inc.

ARTICLE II

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

Please see Attachment II, attached hereto and incorporated herein by reference.

- 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.

ATTACHMENT II

ASHLAND BUSINESS ASSOCIATION, INC.

Article II: Purposes of the Corporation

The Corporation is organized and shall be operated exclusively as a business league, chamber of commerce, and board of trade within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, or under any successor section thereto (the "Code"), and regulations promulgated thereunder to promote the common business interests of its members. The purposes of this Corporation include, but are not limited to, the following:

- (a) To promote the common business and economic interests of commercial enterprises which either operate in the Town of Ashland, Massachusetts or have owners who reside in the Town of Ashland, Massachusetts;
- (b) To educate commercial enterprise owners who either reside in the Town of Ashland, Massachusetts or operate businesses in the Town of Ashland, Massachusetts concerning the advancement of their common business and economic interests;
- (c) To provide guidance, mentorship and direction (including, without limitation, through the awarding of scholarships) to persons interested or otherwise engaged in promoting and advancing the common business interests of commercial enterprise owners who either reside in the Town of Ashland, Massachusetts or operate businesses in the Town of Ashland, Massachusetts;
- (d) To raise funds necessary to sustain the foregoing activities and to expend such funds exclusively for the Corporation's purposes;
- (e) To engage in any lawful act or activity in furtherance of the foregoing and in furtherance of the purposes of the Corporation as are permitted under Chapter 180 of the Massachusetts General Laws; and
- (f) To engage in and carry on any other activities not inconsistent with these purposes, which are permitted to a corporation organized under Chapter 180 of the Massachusetts General Laws, but only to the extent that such activities shall not preclude classification of the Corporation as an organization exempt from federal income taxation under section 501(c)(6) of the Code.

The foregoing clauses shall be construed as both purposes and powers, and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation as are permitted under Chapter 180 of the Massachusetts General Laws.

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 statutory members of the Corporation (the "Statutory Members") shall consist of the Directors thereof. The Statutory Members shall be vested with all rights, privileges, duties and obligations of statutory Members under the Massachusetts General Laws.

The Corporation shall also have a separate and distinct class of associates and constituents (the "Associate Members") who shall not constitute Statutory Members, who shall be comprised of such persons as may be elected by a vote of the majority of the Directors in accordance with the By-laws, and who shall have such rights, privileges, duties and obligations with respect to the affairs of the Corporation as are set out 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 Attachment IV, attached hereto and incorporated herein by reference.

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 IV
ASHLAND BUSINESS ASSOCIATION, INC.

Article IV : Additional Provisions

1. The Corporation shall have in furtherance of its corporate purposes all of the powers specified in section 6 of Chapter 180 and in sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of section 9) as now in force or as hereafter amended; *provided, however*, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the Corporation shall be entitled under section 501(a) of the Code.
2. Notwithstanding any other provision of these Articles, the Corporation is organized to and shall only carry on activities permitted to be carried on by a corporation exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for those purposes permitted under section 501(c)(6) of the Code, it being the intention that this Corporation shall be exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.
3. Except as may be otherwise required by law, the Corporation may at any time, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote thereon, merge or consolidate with or into any corporation which is organized and operated as an organization described in section 501(c)(6) of the Code and organized for any one or more of the purposes of the Corporation as set forth in these Articles of Organization, as from time to time amended, or for purposes substantially similar thereto.
4. No part of the assets or net earnings, if any, of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or other private individual, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II. It is intended that the Corporation shall be entitled to exemption from federal income tax under section 501(c)(6) of the Code.
5. The Corporation shall not discriminate on the basis of race, religion, national origin, sex, sexual orientation, gender identity, age, income, culture or physical ability in administering its policies and programs.

6. Except as may be otherwise required by law or by the By-Laws of the Corporation, these Articles of Organization may be amended from time to time by an affirmative vote of at least two-thirds of the members of the Corporation entitled to vote thereon; *provided, however,* that no such amendment shall in any way authorize or permit the Corporation to be operated for any purpose or in any manner that would deprive the Corporation of its status as an organization described in section 501(c)(6) of the Code.
7. No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for, or arising out of, a breach of fiduciary duty as an officer or director of the Corporation notwithstanding any provision of law imposing such liability; *provided, however,* that this provision shall not eliminate or limit the liability of an officer or director, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to the Corporation, (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. This 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 this provision becomes effective. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.
8. The directors may make, amend, or repeal the By-Laws of the Corporation in whole or in part by an affirmative vote of a majority of the directors of the Corporation entitled to vote thereon. No adoption, amendment, or repeal of the By-Laws shall in any way authorize or permit the Corporation to be operated for any purpose or in any manner that would deprive the Corporation of its status as an organization described in section 501(c)(6) of the Code.
9. Meetings of the members or directors of the Corporation may be held anywhere in the United States.
10. Except as may be otherwise required by law or by the By-Laws of the Corporation, the Corporation may at any time, by the affirmative vote of at least two-thirds of the members of the Corporation entitled to vote, sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets upon such terms and conditions as it deems expedient, except that no such vote shall be required if such action does not involve or will not result in a material change in the nature of the activities conducted by the Corporation.
11. Except as may be otherwise required by law or by the By-Laws of the Corporation, the Corporation may, at any time, authorize a petition for its dissolution to be filed pursuant to section 11 of Chapter 180 of the Massachusetts General Laws; *provided, however,* that in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over in accordance with section 11 of Chapter 180 of the

Massachusetts General Laws as a majority 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.

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:

101 Main St., Ashland, MA 01721

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:	Please see Attachment VII,	attached hereto and incorporated herein by	reference.

Treasurer:

Clerk:

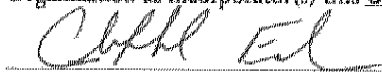
Directors:
(or officers
having the
powers of
directors)

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

d. The name and business address of the resident agent, if any, of the corporation 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 5th day of November, 2018 ,



Clifford Esher

c/o Foley Hoag LLP, 155 Seaport Boulevard

Boston, MA 02210

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.

ATTACHMENT VII

Ashland Business Association, Inc.

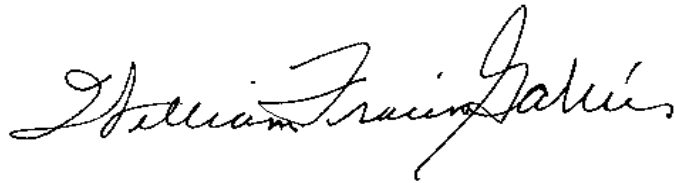
Article VII b. : Directors and Officers

	Name	Residential Address	Post Office Address
<i>President</i>	Adam Sachs	2 Esther Lane Ashland, MA 01721	2 Esther Lane Ashland, MA 01721
<i>Vice President</i>	Patricia Kendall	25 Olive Street, Ashland, MA 01721	25 Olive Street, Ashland, MA 01721
<i>Treasurer</i>	Richard Bennett	9 Sand Stone Way Ashland, MA 01721	9 Sand Stone Way Ashland, MA 01721
<i>Clerk</i>	Chrissy Reynolds	55 Morton Street Holliston, MA 01746	55 Morton Street Holliston, MA 01746
<i>Assistant Clerk</i>	Nadine Nesbitt	75 Main Street Ashland, MA 01721	75 Main Street Ashland, MA 01721
<i>Director</i>	Michael Kane	7 Forest Ave. Framingham, MA 01702	7 Forest Ave. Framingham, MA 01702
<i>Director</i>	Richard Bennett	9 Sand Stone Way Ashland, MA 01721	9 Sand Stone Way Ashland, MA 01721
<i>Director</i>	Adam Sachs	2 Esther Lane Ashland, MA 01721	2 Esther Lane Ashland, MA 01721

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:

November 05, 2018 01:54 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large initial "W" and "G".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth