

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL JOSEPH CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

### ARTICLE I

The name of the corporation is:

PEACE PROPERTIES, INC.

### ARTICLE II

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

The Corporation shall operate exclusively for the benefit of and shall be controlled by Neighborhood of Affordable Housing, Inc., a publicly supported organization.

The Corporation will acquire, manage, own and develop affordable decent housing for very low, low and moderate income families and individuals who reside in the East Boston neighborhood of Boston.

This will be accomplished by:

- (1) Purchasing properties through affordable housing disposition programs of various federal, state and local governmental agencies such as the RTC and the FDIC;
- (2) Renovating existing properties;
- (3) Constructing new housing;
- (4) Encouraging resident participation in the management of housing the corporation will develop, own and/or manage;
- (5) Promoting a sense of community among residents;
- (6) Assuring a safe living environment;
- (7) Implementing and promoting meaningful services and programs of benefit to all residents; and
- (8) Raising funds in any legal manner to implement the objectives and purposes of the Corporation as the board of directors may deem necessary or advisable.

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SECRETARY OF STATE  
REGISTRATION DIVISION

To do all things necessary or convenient to effect any or all of the purposes and objectives of the Corporation or otherwise permitted by law.

Examiner

Name  
Approved

C   
P   
M   
R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

P.C.

### **ARTICLE III**

If the corporation has one or more classes of members, 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:

### **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 attached.

\* 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

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 below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is:

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Mary Ellen Welch	East Boston, MA	444 Summer Street
Treasurer:	Andrew Filoso	East Boston, MA	142 Lexington Street
Clerk:	Kathy Burlinson	East Boston, MA	14 Leverett Avenue

Directors: (or officers having the powers of directors).

	NAME	RESIDENCE	POST OFFICE ADDRESS
	Mary Ellen Welch	East Boston, MA	444 Summer Street
	Andrew Filoso	East Boston, MA	142 Lexington Street
	Kathy Burlinson	East Boston, MA	14 Leverett Avenue
	Larry Braman	East Boston, MA	112 Trenton Street
	Monte Franke	Boston, MA	164 Canal Street

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 of the corporation, if any, is: None

I/We the below-signed INCORPORATORS 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 principal 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 names 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 21st day of October 1992

*Josephine A. McNeil*  
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 Josephine A. McNeil  
 Brown, Rudnick, Freed & Gesmer  
 One Financial Center  
 Boston, MA 02111

NOTE: If an already-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

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 180

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I hereby certify that, upon an examination of the within-written 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 \$35.00 having been paid, said articles are deemed to have been filed with me this day of 19 .

*Effective date*

**MICHAEL JOSEPH CONNOLLY**

*Secretary of State*

**A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED**

TO: Josephine A. McNeil, Esquire  
Brown, Rudnick, Freed & Gesmer, P.C.  
One Financial Center  
Boston, Massachusetts 02111

Telephone: (617) 330-9000

ARTICLES OF ORGANIZATION  
Continuation Page

ARTICLE IV

The other lawful provisions for the conduct and regulation of 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, are set forth in this Article IV.

1. Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles of Organization, this corporation shall have, and may exercise in furtherance of its corporate purposes:

- (a) 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;
- (b) the power to solicit and receive contributions from any and all sources and to receive and hold, in trust or otherwise, funds received by gift or bequest; and
- (c) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed;

provided, however, that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of the Massachusetts General Laws or with the exemption from taxation under Section 501(c)(3) of the Internal Revenue Code.

2. Transactions with Interested Persons. The By-laws may contain provisions providing that no contract or transaction of the corporation shall be void or voidable by reason of the fact that any officer or director of the corporation may have held an interest therein.

3. Non-Discrimination. In administering its programs and activities, the corporation shall not discriminate on the basis of sex, race, religion or national origin.

4. Tax Exempt Status. It is the intent of this corporation that it be exempt from Federal income taxation and that contributions to it be deductible pursuant to Section 170 of the Internal Revenue Code. Accordingly, notwithstanding anything else to the contrary in these Articles of Organization, the corporation shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms are defined pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code, and all purposes and powers herein shall be construed consistent with this intent.

5. No Private Inurement. 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 person, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of exempt purposes.

6. Prohibited Activities. Except to the extent permitted by section 501(h) of the Internal Revenue Code, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

7. Distributions In Liquidation. 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 distributed to one or more organizations which are exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, organized for nonprofit purposes similar to those of this corporation, and contributions to which are deductible under Section 170(c) of the Internal Revenue Code, as the directors determine. If not so disposed of, the corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of cy pres as a court having jurisdiction in the premises may direct.

8. Private Foundation. For any period of time during which the corporation is a private foundation as defined in section 509 of the Internal Revenue Code:

- (a) The corporation will distribute its income for each tax 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.
- (b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.
- (c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.
- (d) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

- (e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

9. Dissolution. 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 pursuant to M.G.L. ch. 180, Section 11A by the affirmative vote of a majority of the directors of the corporation then in office.

10. Successor Laws. All references herein (a) to the Internal Revenue Code refer to the Internal Revenue Code of 1986 as now in force or as hereafter amended, or any successor statute and (b) to the General Laws of Massachusetts or any chapter thereof refer to said laws now in force or as hereafter amended.

PEACE PROPERTIES, INC.  
Consent In Lieu of Meeting of Incorporators

The undersigned, being the sole incorporator of Peace Properties, Inc., a corporation to be organized under Chapter 180 of the Massachusetts General Laws (the "Corporation"), pursuant to Section 12 of Chapter 156B and Section 3 of Chapter 180, does hereby consent to the adoption of the following votes with the same force and effect as if duly adopted at a meeting of the incorporators held for the purpose:

VOTED: To fix the number of the initial Directors of the Corporation at five.

VOTED: To elect the following persons as the initial Directors of the Corporation:

Directors: Mary Ellen Welch  
Monte Franke  
Larry Braman  
Kathy Burlinson  
Andrew Filoso

VOTED: To elect the following persons as the initial officers of the Corporation:

President: Mary Ellen Welch  
Treasurer: Andrew Filoso  
Clerk: Kathy Burlinson

VOTED: To approve the Articles of Organization of the Corporation in the form attached to this consent, and to execute and submit said Articles of Organization to the Secretary of the Commonwealth for approval and filing.

VOTED: To adopt as the By-laws of the Corporation the By-laws which are attached to this consent, and to direct the clerk to initial and date such By-laws for identification.



Executed, effective as of the date set forth below.

Dated: October 22, 1992

Josephine A. McNeil  
Josephine A. McNeil, Incorporator

ARUBA::WPO:[MCNEILJ]NOAHCOR.AA4;10

PEACE PROPERTIES, INC.  
Unanimous Consent in Lieu of First  
Meeting of Board of Directors

The undersigned, being all the Directors of Peace Properties, Inc., a Massachusetts corporation (the "Corporation"), pursuant to Section 59 of Chapter 156B and Section 10C of Chapter 180 of the Massachusetts General Laws, do hereby consent to the adoption of the following votes with the same force and effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

VOTED: To record that the Articles of Organization of the Corporation, in the form attached, have been filed with the Secretary of the Commonwealth and have become effective.

VOTED: To adopt the By-Laws of the Corporation in the form attached, and to direct the clerk to initial and date such By-Laws for identification.

VOTED: To ratify the actions taken by the incorporator by consent dated October 22, 1992 with respect to the formation of the Corporation.

VOTED: To authorize the President and Treasurer to establish a corporate checking account on behalf of the Corporation at a federally insured banking institution reasonably selected by the President and Treasurer; to authorize the President and the Treasurer, jointly, to sign checks on behalf of the Corporation with respect to said account; to authorize the officers of the Corporation to execute such certifications and to execute other documentation reasonably required to establish such account.

VOTED: To adopt the form of corporate seal, an impression of which appears upon this page, as the corporate seal of the Corporation.


VOTED: That the President, and Clerk of the Corporation be, and each hereby is, jointly and severally authorized to execute and deliver, in the name and on behalf of the Corporation, in such form as the officer executing the same may approve, such approval to be evidenced by his or her execution thereof, promissory notes, mortgages, leases, and such other documents, agreements, instruments and certificates as may be required or as

may be necessary or appropriate to carry into effect the purposes of the Corporation and all actions heretofore taken on behalf of the Corporation are hereby ratified and confirmed.

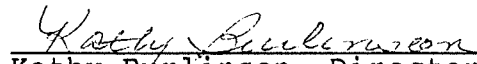
Executed, effective as of the date set forth below.

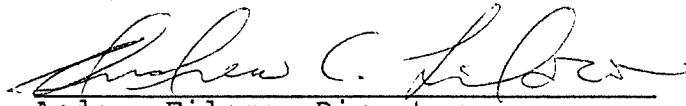
Dated: November 3, 1992

  
Mary Ellen Welch, Director

  
Monte Franke, Director

  
Larry Braman, Director

  
Kathy Burlinson, Director

  
Andrew Filoso, Director

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