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# 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:

Northbridge Youth Soccer Association, Inc.

### ARTICLE II

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

The purpose of the Corporation is to promote and carry out a vital and exciting soccer program for persons aged 19 years or younger, in the Town of Northbridge, Massachusetts.

The Corporation also reserves the right to conduct such other activities and programs 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)(7) of the Internal Revenue Code.

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*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:

Members of the Corporation shall consist of the parents or legal guardians of any player under 18 years old who is registered with the Corporation to play soccer during the current year.

Members of the Corporation shall also consist of any player 18 years of age or older who is registered with the Corporation to play soccer during the current year.

In addition, Members of the Corporation shall also include any coaches, assistant coaches and members of the Board of Directors, that serve the Corporation during the current year, regardless of whether or not these persons have children registered as players in 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:

See attached Continuation Sheet #4A.

### 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".

Articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

The Commonwealth of Massachusetts

Fee: \$15.00

The Commonwealth of Massachusetts

Fee: \$15.00

William Francis Galvin  
Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MA 02108-1512

122

ARTICLES OF AMENDMENT

(Under G.L. Ch. 180, Section 7)

FEDERAL IDENTIFICATION

NO. 04-3332770

05055106

Name  
Approved

We, James McKeon  
Porter Stephens

President/Vice President, and  
Clerk/Assistant Clerk of

Northbridge Youth Soccer Association, Inc.  
(Name of Corporation)

Located at 68 Moon Hill Road, Northbridge, MA 01534

(Massachusetts Address of corporation) by Number, Street, City or Town, State & Zip Code.

do hereby certify that these Articles of Amendment affecting Articles numbered: II

(Number those articles 1,2,3, and/or 4 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on 1.5/97 1997

by vote of 3 directors XXXXXXXXXX XXXXXXXXXX

being at least *two-thirds of its members* entitled to vote thereon (or, in the case of a corporation having capital stock, by the holders of at least *two-thirds of its capital stock* entitled to vote thereon):

The reference in Article II to "Section 501(c)(7) of the Internal Revenue Code" is hereby amended to read "Section 501(c)(3) of the Internal Revenue Code".

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P.C.

NOTE: If the space provided on this form is insufficient, additions shall be set forth on separate 8 1/4" x 11" sheets of paper leaving a left hand margin of at least one inch. Additions to more than one amendment may be continued on a single sheet so long as each amendment requiring each such addition is clearly indicated.

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 of the principal office of the corporation in Massachusetts is: (post office boxes are not acceptable)

68 Moon Hill Rd, Northbridge, MA 01534

b. The name, residential address and post office address of the directors and officers of the corporation are as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: James McKeon,	68 Moon Hill Road,	Northbridge, MA 01534

~~Treasurer: Virginia E. Megna, 52 Lincoln Circle, Northbridge, MA 01534~~

Clerk: Porter Stephens, 95 Windsor Ridge Drive, Whitinsville, MA 01588

Directors: James McKeon, 68 Moon Hill Road, Northbridge, MA 01534

(or officers having the powers of directors)

Virginia E. Megna, 52 Lincoln Circle, Northbridge, MA 01534

Porter Stephens, 95 Windsor Ridge Drive, Whitinsville, MA 01588

Brian Ware, 174 Jefferson Avenue, Northbridge, MA 01534

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: 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 26 & 27 day of September, 1996

James McKeon  
James McKeon, 68 Moon Hill Road, Northbridge, MA 01534 9/26/96

Virginia E. Megna  
Virginia E. Megna, 52 Lincoln Circle, Northbridge, MA 01534 9/26/96

Porter Stephens  
Porter Stephens, 95 Windsor Ridge Drive, Whitinsville, MA 01588 9/27/96

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.

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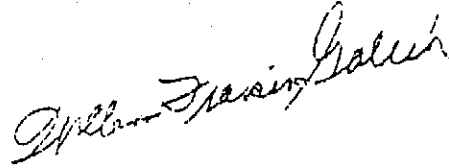
THE COMMONWEALTH OF MASSACHUSETTS

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 \$ 35 having been paid, said articles are deemed to have been filed with me this 2nd day of OCTOBER 19 96.

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Gregory C. Kachagian, Esq.

174 Church Street

Whitinsville, MA 01588

Telephone: (508)234-6181

Fee: \$15.00

Fee: \$15.00

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

044  
NO

## ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

Name  
Approved

We, James McKeon, \*President / \*~~VICE PRESIDENT~~,

and Porter Stephens, \*Clerk / \*~~SECRETARY~~,

of Northbridge Youth Soccer Association, Inc.  
(Exact name of corporation)

located at 68 Moon Hill Road, Northbridge, MA 01534  
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

IV - (more specifically, Continuation Sheet #4A)  
(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on Jan. 15, 1997, by vote of:

~~5~~ members, 3 directors, or \_\_\_\_\_ shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (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):

See attached Amendment to Continuation Sheet #4A.

- C
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- M
- R.A.

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\*Delete the inapplicable words.  
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.

P.C.

10/2/96

Amendment to Continuation Sheet #4A

1. Paragraph (c) of Article IV as shown on Continuation Sheet #4A of the "Articles of Organization" originally filed by Northbridge Youth Soccer Association, Inc., is hereby amended as follows:

(c) Notwithstanding any other provisions of these Articles, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws. It is the intention of the Corporation that it shall be exempt from Federal income tax and all powers and purposes herein shall be interpreted and exercised consistently with this intention.

2. Paragraph (d) of Article IV as shown on Continuation Sheet #4A of the "Articles of Organization" originally filed by Northbridge Youth Soccer Association, Inc., is hereby amended as follows:

(d) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, director, officer of the organization or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the organization.

Discrimination by the Corporation, its directors, officers, or members, against any person on the basis of race, color, or religion, is strictly prohibited.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In any taxable year in which the Corporation is a private foundation as described in IRC 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the Corporation shall not: (i) engage in any act of self-dealing as defined in IRC 4941(d); (ii) retain any excess business holdings as defined in IRC 4943(c); (iii) make any investments in such a manner as to subject the Corporation to tax under IRC 4944; or (iv) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

3. Paragraph (e) of Article IV as shown on Continuation Sheet #4A of the "Articles of Organization" originally filed by Northbridge Youth Soccer Association, Inc., is hereby amended as follows:

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THE COMMONWEALTH OF MASSACHUSETTS

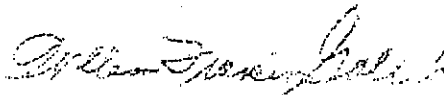
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ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 180, Section 7

I hereby certify that, upon an examination of the within written Articles of Amendment, and the filing fee in the amount of \$15.00 having been paid, said articles are deemed to have been filed with me this 20<sup>th</sup> day of MARCH 19 97.

Effective date



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:

\_\_\_\_\_  
Gregory C. Kachagian, Esq.

\_\_\_\_\_  
70 Church Street

\_\_\_\_\_  
Whitinsville, MA 01588

\_\_\_\_\_  
Telephone: (508)234-6191

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

LATER EFFECTIVE DATE: \_\_\_\_\_

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto  
sign our names this 11 day of March, 1997.

*James McKee*  
\_\_\_\_\_  
*Roger Sturges*  
\_\_\_\_\_

President / ~~XXXX XXXX~~

Clerk / ~~XXXXXXXX~~

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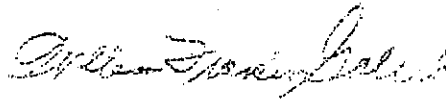
THE COMMONWEALTH OF MASSACHUSETTS

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**ARTICLES OF AMENDMENT**  
GENERAL LAWS, CHAPTER 180, Section 7

I hereby certify that, upon an examination of the within written  
Articles of Amendment, and the filing fee in the amount of \$1500  
having been paid, said articles are deemed to have been filed with me  
this 20<sup>th</sup> day of MARCH 19 97.

*Effective date*



**WILLIAM FRANCIS GALVIN**  
Secretary of the Commonwealth

**PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:**

\_\_\_\_\_  
Gregory C. Kachagian, Esq.

\_\_\_\_\_  
70 Church Street

\_\_\_\_\_  
Whitinsville, MA 01588

\_\_\_\_\_  
Telephone: (508)234-6181

CONTINUATION SHEET #4A

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 and 9B of Massachusetts General Laws, Chapter 156B.

(b) The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by Law or the bylaws requires action by the members.

(c) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for the purpose of a social and recreation club, as said terms have been and shall be defined pursuant to section 501(c)(7) of the Internal Revenue Code. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said social and recreational club purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any person having a personal or private interest in the activities of the organization, 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 Articles of organization. Discrimination by the Corporation, its directors, officers or members, against any person on the basis of race, color, or religion, is strictly prohibited.

(e) 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 as mandated by Massachusetts General Laws by the affirmative vote of a majority of the directors of the Corporation then in office; 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 outright to one or more social and recreation clubs or organizations, created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under section 501(c)(7) 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 to charitable, educational, social, or recreational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the matter may direct.

(f) 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 an officer or director (i) for 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. No amendment or repeal of this provisions shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

JURIST

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JURIST

1052

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 180, Section 7)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15.00 having been paid, said articles are deemed to have been filed with me this 10<sup>th</sup> day of FEBRUARY 1997.

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

\_\_\_\_\_  
Gregory C. Kachagian, Esq.

\_\_\_\_\_  
70 Church Street

\_\_\_\_\_  
Whitinsville, MA 01588

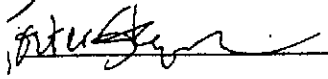
\_\_\_\_\_  
Telephone: (508)234-6181

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 3rd day of February, 1997,

 \_\_\_\_\_, \*President / ~~VICE PRESIDENT~~

 \_\_\_\_\_, \*Clerk / ~~ASSISTANT CLERK~~

\*Delete the inapplicable words.