

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

I. ARTICLE I The exact name of the corporation is:

Troop One Stow Alumni, Incorporated

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

Troop One Stow Alumni, Incorporated is organized and is to be operated exclusively as a charitable, civic and educational organization within the meaning of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in force or hereafter amended. Troop One Stow Alumni, Inc is a professional society comprised of current or former members of Troop 1 Stow, MA, promoting Scouting in Stow by serving as the chartering organization for Troop 1 Stow and by volunteering time, experience, and knowledge to members of Troop 1 Stow. Objectives and purposes are:

- Represent Troop 1 Stow in all legal matters
- Assure the safety of Troop 1 Stow members
- Educate and train Troop 1 Stow members and leaders according to the guidelines and policies of the Boy Scouts of America (BSA)
- Provide financial support for Troop 1 Stow activities
- Support Scouting for Troop 1 Stow in accordance with its own policies and guidelines as well as those of the BSA.
- Focus on Scouting as part of its overall program for youth and families.
- Appoint a representative who is a member of the organization and will represent it to the Scouting district and council.
- Select a unit committee of parents and members of the organization who will screen and select unit leaders who meet the organization's leadership standards, those of Troop 1 Stow, as well as the BSA's standards.
- Provide adequate and secure facilities for Troop 1 Stow to meet on a regular schedule with time and place reserved
- Encourage Troop 1 Stow to participate in outdoor experiences
- Encourage community service among members of Troop 1 Stow.
- To promote, through organization and cooperation with other agencies, the ability of Troop 1 Stow boys to be self-reliant
- Train Troop 1 Stow boys in scoutcraft, teach them patriotism, courage, and kindred virtues.
- *AMMENDMENT #1 - Troop One Stow Alumni, Incorporated is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.*

III. 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:

Troop One Stow Alumni, Incorporated shall have a voting membership and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation

IV. 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:

The corporation shall have the power to be a partner in any business enterprise which the corporation would have the power to conduct

Meetings of members, if any, are authorized to take place anywhere within the United States.

The Board of Directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the articles of organization, or the by-laws require action by the members.

No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;

a. for any breach of the directors duty of loyalty to the corporation or its stockholders.

b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and

c. for any transaction from which the director derived an improper personal benefit.

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

V. 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. **Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.**

VI. 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.

VII. 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: 50 Hudson Road; Stow, MA 01775

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

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: None
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 _____, 20 _____,

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.