

Examiner

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

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

Name
Approved**RESTATED ARTICLES OF ORGANIZATION****(General Laws, Chapter 180, Section 7)**

We, _____, *President / *Vice President,

and _____, *Clerk / *Assistant Clerk,

of Acton Community Center, Inc.
(Exact name of corporation)located at 250 Central Street, Acton, MA 01720
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on July, 20 16, by a vote of: 2/3rds members,

_____ directors, or _____ shareholders**,

- ☐ Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- ☒ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- ☐ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 where there is an amendment to the Articles of Organization.

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

**Check only one box that applies.

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 as long as each article requiring each addition is clearly indicated.

P.C.

ARTICLE I

The name of the corporation is:

Acton Community Center, Inc.

ARTICLE II

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

See Continuation Sheet II, attached and incorporated herein.

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 member of the corporation shall be as set forth in the bylaws.

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 Continuation Sheet IV, attached and incorporated herein.

***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.

Theatre III, Inc.

Continuation Sheet to Restated Articles of Organization

Article II.

The corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws, c. 180, Section 4, as amended.

The purpose of the corporation is to promote the physical, mental and moral well being of all members of the community of Acton by such means of recreation, education and guidance as in the judgment of the directors may seem most likely to achieve the ends desired. The primary focus of the corporation will be promoting the performing arts through education and high-quality, reasonably priced performances for the entertainment of the residents of surrounding communities.

In connection therewith, Theatre III may engage in other charitable and educational activities and programs, including grant making, 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)(3) of the Internal Revenue Code

Continuation Sheet IV

Article IV.

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 of Massachusetts General Laws Chapter 156B.

(b) The directors may make, amend or repeal the Bylaws in whole or in part, except in those circumstances in which the bylaws reserve the right to make, amend or repeal the bylaws to the members.

(c) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for charitable or educational purposes, as said terms have been and shall be defined pursuant to Sections 170 and 501(c)(3) of the Internal Revenue Code, as amended. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to the aforesaid sections of said Code, as amended, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(d). It is intended that the Corporation shall be entitled to exemption from federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be a private foundation under Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws. In the event that the Corporation is now or ever becomes a private foundation as that term is defined in Section 509 of the Code, or corresponding provisions of any subsequent federal tax laws, then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following provisions shall apply:

- i. The Corporation shall distribute its income for each taxable 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 Code or corresponding provisions of any subsequent federal tax laws.

- ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.
- iii. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.
- iv. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.
- v. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(e) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, private shareholders or individuals 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 Restated Articles of Organization. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate 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.

(f) 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 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 the law), the property or assets of the Corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more nonprofit organizations having similar purposes and exempt from income tax under Section 501(c)(3) 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 for charitable or educational purposes in accordance with the doctrine of cy-pres in all respects as a court having jurisdiction may direct.

(g) 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 any officer or director (i) for breach of the officer's or director's duty of loyalty to the Corporation (ii) for acts or omission 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 provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE V

The effective date of the Restated Articles 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 VI

The information contained in Article VI 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:

250 Central Street, Acton, MA 01720

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
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President:

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: June

d. The name and business address of the resident agent, if any, of the corporation is: N/A

****We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 16,

Edwin B. Knights _____, *President / *Vice President,

Debbie Repeta _____, *Clerk / *Assistant Clerk.

**Delete the inapplicable words. **If there are no such amendments, state "None".*

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization 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

Contact information:

Law Offices of Elizabeth S. Reinhardt

The Wheelhouse at Bradford Mill

33 Bradford Street, W. Concord, MA 01742

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.