

The Commonwealth of Massachusetts

JOHN F.X. DAVOREN

Secretary of the Commonwealth

STATE HOUSE

BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Martha H. Ziegler

11 Walnut Street, Lexington, Mass.

David C. Trott

170 Kelton Street-No. 14, Allston, Mass.

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

THE FEDERATION FOR CHILDREN WITH SPECIAL NEEDS, INC.

2. The purposes for which the corporation is formed are as follows:

Said corporation is organized exclusively for educational and charitable purposes, including among such purposes; to provide information, education, and research directed toward the fulfillment of the growth and development of handicapped children and children with special needs; to develop and to provide information to individual parents, to parent groups, to teachers and professionals, and to the general public which will aid them in creating or locating more effective health, educational, and social services for handicapped and special needs children; to provide a means to improve communication between parents, parent groups, and other individuals or groups concerned with the treatment and education of such children; and to work to improve the attitude of the general public toward handicapped or special needs children, and to promote their acceptance and understanding of them as full and equal members of the community; and further to do all things necessary, desirable, or reasonably incidental to the achievement of the foregoing educational and charitable purposes. The corporation shall have the power to purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, to sell, mortgage, or otherwise dispose of both real and personal property; to enter into, make, perform, and carry out any contracts or agreements in furtherance of its purposes; to carry on its

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

(Continued on page 2A, which is hereto attached and made a part

operations and maintain offices within or without the Commonwealth of Massachusetts; and to have and to exercise all powers necessary or convenient to effect any or all of the charitable and educational purposes of the corporation; provided that the foregoing is limited to only such activities and purposes which conform to the requirements of exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Except as otherwise required by law, these Articles of Organization and the By - Laws of the corporation may be made, amended, or repealed, in whole or in part, by the affirmative vote of a majority of the Directors present at any meeting of Directors at which a quorum is present; provided that no such changes in the Articles or By-Laws shall authorize or permit the corporation to be operated otherwise than exclusively for purposes permitted to be carried on by a corporation exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954, as in force on the date of incorporation or as hereafter amended.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

NONE

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 powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation may merge, consolidate, or be a partner with another association, organization, or corporation which has similar charitable and educational purposes; provided that such merger, consolidation, or partnership results in no activity which is not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible

(Continued on page 4A, hereto attached and made a part hereof)

• If there are no provisions state "None".

under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

If this corporation should ever become a private foundation as defined by Section 509 (a) of the Internal Revenue Code of 1954(or the corresponding provision of any future United States Internal Revenue Law), then notwithstanding any other provisions of these Articles, the following provisions shall apply :

- 1) 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- 2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- 3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- 4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- 5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Judicial Court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. 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.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:
 170 Kelton Street No. 14
 Allston, Massachusetts
 - 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: Betsy Anderson.....	90. Hammond St., Cambridge, Mass.	02138.....
Treasurer: David C. Trott.....	170. Kelton St., Allston, Mass.	02134.....
Clerk: Patricia M. Theroux....	96. Simpson Drive, Framingham, Mass.	01701

Directors: (or officers having the powers of directors)

Beverly Graham	149 Golden Hill Avenue, Haverhill, Mass.	01830
Martha H. Ziegler	11 Walnut Street, Lexington, Mass.	02173
Patricia M. Theroux	96 Simpson Drive, Framingham, Mass.	01701
Betsy Anderson	90 Hammond Street, Cambridge, Mass.	02138

- c. The date initially adopted on which the corporation's fiscal year ends is:
 December 31
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
 March 4, 1975
- e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this Twenty-sixth day of November 19 74

Martha H. Ziegler

David C. Trott

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized