

The Commonwealth of Massachusetts

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

ARTICLES OF ORGANIZATION (Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

THE MARION FOUNDATION, INC.

ARTICLE II

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

To engage in educational and literary activities including conducting conferences and workshops and producing literature and other materials concerning, among other areas, science, religion, philosophy and psychology. The corporation shall carry out exclusively educational, charitable, religious, environmental or literary purposes. The corporation may also engage in any other activities authorized to be undertaken by a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

93267049

Examiner

Name
Approved

C
P
M
R.A.

P.C.

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.

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:

The Corporation has one class of members. The manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members, are set forth in the By-laws of the Corporation

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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 Attachment A.

²⁰ 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.

Attachment A

- 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 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 Massachusetts General Laws Chapter 180, as amended, the Corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Section 9A of Massachusetts General Laws Chapter 156B, as amended.
 - (b) The Directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the Members, and subject to the power of the Members to amend or repeal any By-law adopted by the Directors.
 - (c) Meetings of the Members may be held anywhere in the United States.
 - (d) The Corporation may be a partner in any enterprise which it would have power to conduct by itself.
 - (e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or Director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth 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 its purposes as set forth in Article II. 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 distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.
 - (f) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for educational, charitable, religious or literary pur-

poses, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said educational, charitable, religious or literary 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 said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

- (g) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of these Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:

The Corporation shall distribute the 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.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

- (h) Except as may be otherwise required or permitted 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 Section 11A of Chapter 180 of the 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 educational, charitable, religious or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added

to or under any successor sections thereto, 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, religious, literary or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

- (i) Subject to the provisions of paragraphs (e) and (f) of this Article IV, no contract or other transaction of this Corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that: (i) this Corporation is a stockholder in such other corporation, association or partnership; or (ii) any one or more of the officers or Directors of this Corporation is an officer, director or partner of such other corporation, association or partnership; or (iii) any officer or Director of this Corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any Director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, Director or partner of such other corporation, association or partnership.
- (j) No officer or Director of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for or arising out of a breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or Director to the extent that such liability is imposed by applicable law: (i) for a breach of the Director's duty of loyalty to the Corporation or its Members; (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. The foregoing provision shall not eliminate or limit the liability of an officer or Director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (j) which restricts or limits the limitation on liability provided thereunder to officers and Directors shall apply or be effective with respect to actions and omissions of any officer or Director occurring prior to the date said amendment or deletion became effective.

(k) The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, President, Vice President, Treasurer, Assistant Treasurer, Clerk, Assistant Clerk or other officer of the Corporation or who at the request of the Corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full Board of Directors); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this paragraph, and each Director and officer of the Corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of either (a) the Members who are not at that time parties to the proceeding or (b) the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Board or Directors then in office; or

(iii) the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which Corporation employees, agents, Directors, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this paragraph which adversely affects the right of an Indemnified Officer under this paragraph shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

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 street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) 7 Barnabas Road, Marion, MA 02738

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:	Michael Baldwin	72 Water Street Marion, MA 02738	Same
Treasurer:	Sally L. Hunsdorfer	72 Pleasant Street Marion, MA 02738	Same
Clerk:	Bartley B. Nourse, Jr.	35 Spring Street Marion, MA 02738	Same
Asst. Clerk:	Frederic J. Nery	70 Pond Brook Road Newton, MA 02167	Same

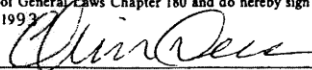
	NAME	RESIDENCE	POST OFFICE ADDRESS
	Michael Baldwin	72 Water Street, Marion, MA 02738	Same
	Philip W. Baldwin	1417 Nonfoux, Vaud, Switzerland	Same
	Mrs. Arnold B. Chase	35 Orchard Avenue, Providence, RI 02906	Same
	Sally L. Hunsdorfer	72 Pleasant Street, Marion, MA 02738	Same
	Bartley B. Nourse, Jr.	35 Spring Street, Marion, MA 02738	Same
	Harold Talbott	15 Main Street, Marion, MA 02738	Same

c. The fiscal year of the corporation shall end on the last day of the month of: September

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

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 23rd day of September 1993



Christopher Denn
Hemenway & Barnes
60 State Street
Boston, MA02109

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.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

RECEIVED
1993 SEP 24 AM 11:44
CORPORATION DIVISION

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 24TH day of SEPTEMBER 1993

Effective date:

Michael Joseph Connolly

MICHAEL J. CONNOLLY

Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Christopher J. Denn
Hemenway & Barnes
60 State Street
Boston, MA 02109
(617) 227-7940
Telephone: _____