

Examiner

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)


Name
Approved

ARTICLE I

The exact name of the corporation is:

Friends of the Italian Cultural Center of Boston, Inc.

ARTICLE II

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

The corporation is organized and shall at all times be operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended (the "Code") and Section 4 of Chapter 180 of the Massachusetts General Laws as amended ("Chapter 180"). Without limiting the generality of the foregoing, the principal activities of the corporation shall include the preservation and education of Italian heritage and the promotion and understanding of Italian language and culture.

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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:

The corporation shall have no members.

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.

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".*

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

Friends of the Italian Cultural Center of Boston, Inc.

Continuation Sheet to Articles of Organization

Continuation Sheet for Article IV: Other Lawful Provisions

Article 4A, Powers

The Corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in Section 9 of Chapter 156B of the Massachusetts General Laws (except the power specified in paragraph (m) thereof), and the powers specified in Section 9A and 9B of said Chapter 156B, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other provision of the Massachusetts General Laws or in a manner which would adversely affect the Corporation's exemption from taxation under the Code.

Article 4B, Limitation of Liability

No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this Article shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or 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; and provided further that such limitation shall be effective only to the extent that the Corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to an officer or director of the Corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

Article 4C, Transactions with Interested Persons

Unless entered into in bad faith, no contract or transaction by the Corporation shall be void, voidable or in any way affected by reason of the fact that it is with an Interested Person. For the purposes of this Article 4C, "Interested Person" means any person or organization in any way interested in the Corporation whether as an officer, director, member, employee or otherwise, and any other entity in which any such person or organization or the Corporation is in any way interested. Unless such contract or transaction was entered into in bad faith, no Interested Person, because of such interest, shall be liable to the Corporation or to any other person or organization for any loss or expense incurred by reason of such contract or transaction or shall be accountable for any gain or profit realized from such contract or transaction, provided that the material aspects of the contract or transaction and the interest of the Interested Person were disclosed or known to the Board of Directors or a committee thereof which authorized the contract or transaction, and provided, further, that the Interested Person reasonably believed the contract or transaction to be in the best interests of the Corporation. The provisions of this Article 4C shall be operative notwithstanding the fact that the presence of an Interested Person

was necessary to constitute a quorum at a meeting of directors or members of the Corporation at which such contract or transaction was authorized or that the vote of an Interested Person was necessary for the authorization of such contract or transaction, but shall be inoperative to the extent that the Corporation's exemption from taxation under the Code would be adversely affected thereby.

Article 4D, Amendment of By-laws.

The By-laws may provide that the Board of Directors may make, amend or repeal the By-laws of the Corporation.

Article 4E, Restrictions on Activities.

No part of the assets or net earnings of the Corporation shall be divided among or inure to the benefit of any officer, director or member of the Corporation or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as herein set forth. No contribution shall be made by the Corporation for other than religious, charitable, scientific, literary or educational purposes, and no substantial part of the activities of the Corporation shall be or include 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 (or in opposition to) any candidate for public office. It is intended that the Corporation shall be exempt from federal income tax under the Code and that contributions to it shall be deductible under the Code, and all provisions of these Articles shall be interpreted and exercised consistently therewith. ✓

Article 4F, Restriction on Disposition of Assets.

In the event of the dissolution or liquidation of the Corporation, after payment or provision for the payment of all liabilities of the Corporation, all of the assets of the Corporation shall be disposed of to one or more organizations with similar purposes which qualify for exemption from taxation under Section 501(c)(3) of the Code. Any assets not disposed of in this manner by the Corporation shall be distributed in accordance with an order of a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said court shall determine, provided that such organizations shall have similar purposes and be exempt from taxation under the provisions of said Section 501(c)(3). ✓

Article 4G, Private Foundation Provisions

It is not intended that the Corporation be a private foundation as defined in Section 509(a) of the Code. However, in the event that the Corporation is recognized as a private foundation, the following provisions shall apply, notwithstanding any other provisions of these Articles or the By-laws of the Corporation:

- (1) The directors shall distribute the income of the Corporation 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.

(2) The directors 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.

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 (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:
care of Elaine Call, Goodwin Procter LLP, 53 State Street, Boston, MA 02109

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
President:	Giuseppe Pastorelli	1 Charles South Street, Boston, MA 02116	600 Atlantic Avenue, Boston, MA 02210
Treasurer:	Antonio Nunziante	71 Beaumont Street, Dorchester, MA 02124	71 Beaumont Street, Dorchester, MA 02124
Clerk:	Ettore A. Santucci	6 Calumet Road, Winchester, MA 01890	53 State Street, Boston, MA 02109
Directors: (or officers having the powers of <i>directors</i>)	Giuseppe Pastorelli	1 Charles South Street, Boston, MA 02116	600 Atlantic Avenue, Boston, MA 02210
	Antonio Nunziante	71 Beaumont Street, Dorchester, MA 02124	71 Beaumont Street, Dorchester, MA 02124
	Ettore A. Santucci	6 Calumet Road, Winchester, MA 01890	53 State Street, Boston, MA 02109

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

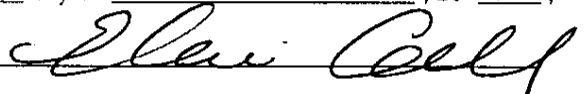
d. The name and business address of the resident agent, if any, of the corporation is:

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 6th day of December, 20 12.

Elaine Call, Goodwin Procter LLP, 53 State Street, Boston, MA 02109



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.

THE COMMONWEALTH OF MASSACHUSETTS

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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 \$ 35.00 having been paid, said articles are deemed to have been filed with me this 6th day of December 20 12.

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Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

SECRETARY OF THE
COMMONWEALTH

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CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION
Contact information:

Goodwin Procter LLP care of Elaine Call

53 State Street

Boston, Massachusetts 02109

Telephone: (617) 570-8324

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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.