

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

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

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

Assosiazione Amici, Inc.

### ARTICLE II

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

To engage in such activities as are permissible for a Corporation formed under Chapter 180 of the Massachusetts General laws and for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

The purposes of the Corporation include, but are not limited to, the following:

A. To promote the social, moral, physical and educational interests of the Italian community and to that end that they may learn to understand and to cultivate the ideals of liberty, fraternity and equality as a preparation for their responsibilities in the home and in service to the country and community. To develop, improve and expand the recreational opportunities for the community and with particular emphasis on meeting the recreational needs of its members; to acquire by purchase, lease or otherwise any and all real and personal property necessary and incidental to the fulfillment of the foregoing purposes; to raise money and to accept gifts of money or property and to engage in all activities in furtherance of or relating to the above-stated purposes which may be permitted under the provisions of Chapter 180 of the General Laws and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code; but these purposes shall include the right to apply for a license to sell alcoholic beverages.

To establish and maintain a place for holding meetings, to encourage and perform social and cultural activities, to provide refreshment and social diversion for club members and their guests; to solicit contributions of money and receive gifts, bequests, devises, grants and donations of real or personal property, and to take, administer, hold or disperse funds to be used to establish and administer scholarships for boys and girls who desire to further their education.

B. To engage in any other lawful act or activity in furtherance of the foregoing and in furtherance of the charitable purposes of the Corporation.

C. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

- C
- P
- M
- A.

*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 two (2) classes of Members:

Charter Members, which shall be a voting class; and Associate Members, which shall be a non-voting class.

Other provisions related to said classes are contained in the Corporation's By-Laws.

### 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 Pages 4A, 4B, 4C, 4D, 4E, 4F and 4G attached hereto and incorporated herein by reference.

### 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.*

1. The corporation shall have the following powers in furtherance of the corporate purposes:
  - (a) The corporation shall have perpetual succession in its corporate name.
  - (b) The corporation may sue and be sued.
  - (c) The corporation may have a corporate seal which it may alter at pleasure.
  - (d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
  - (e) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
  - (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
  - (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
  - (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

- (i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) The corporation may do business, carry on its operations and have offices and otherwise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
- (l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any and all of its directors, officers, and employees and for any or all of any corporation, fifty percent (50%) or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.
- (m) The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B as now in force or as hereafter amended.

- (n) Unless the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the charitable, religious, educational, scientific, civic, or similar purposes and in time of war or other national emergency in aid thereof.
- (o) The corporation may be an incorporator of other corporations of any type or kind.
- (p) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- (q) Meetings of the members may be held anywhere in Massachusetts.
- (r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a

Page 4D.

compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office or (b) by a majority of the directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation; or (c) by a majority of disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officer", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- (s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members or individuals having any interest, may be a part to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and
- (1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
  - (2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and
  - (3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting or the directors of any committees thereof which shall authorize any such contract, transaction, or not, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

- (t) 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; and no substantial part of the activities of the corporation shall be or include the carrying on of activities or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

- (u) Upon the liquidation of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of Section 501 (c)(3) or 501 (c) (4) of the Internal Revenue Code.
- (v) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:
- The directors 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 Internal Revenue Code.
- The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business, holdings as defined in Section 4943(d) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- (w) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts or Section 501 (c)(3) or 501(c)4 of the Internal Revenue Code.
- (x) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.



## 4G

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, 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.

Notwithstanding any other provision of these article, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax 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:

132 Spring Street, Medford, MA 02155

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:	Domenic Casasanta	46 Martin St., Medford, MA 02155	Same
Treasurer:	Mario Verrocchi	9 Thomas Cir., Stoneham, MA 02180	Same
Clerk:	Sam Checca	19 Mt. Vernon St., Malden, MA 02148	Same
Directors: (or officers having the powers of directors)	Nino Indiciani	19 Roma Ln., Reading, MA 01864	Same
	Mario Verrocchi	9 Thomas Cir., Stoneham, MA 02180	Same
	Sam Checca	19 Mt. Vernon St., Malden, MA 02148	Same

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:

**Domenic Casasanta, 46 Martin St., Medford, MA 02155**

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 3<sup>rd</sup> day of February, 2014.

<u>Nino Indiciani</u>	<u>Nino Indiciani</u>
<u>Domenico Casasanta</u>	<u>Domenic Casasanta</u>
<u>Sam Checca</u>	<u>Sam Checca</u>
<u>Mario Verrocchi</u>	<u>Mario Verrocchi</u>

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.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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FEB 19 2014

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

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 having been paid, said articles are deemed to have been filed with me this 19th day of February 20 14.

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE  
COMMONWEALTH  
2014 FEB 19 PM 1:30  
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION

Contact information:

Patrick P. MacDonald, Esq.

15 Ferry Street

Malden, MA 02148

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