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SECRETARY OF
THE COMMONWEALTH

1991 AUG 12 PM 12:45

CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

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 \$30.00 having been paid, said articles are deemed to have been filed with me this 12th day of August 1991

Effective date

Michael J. Connolly
MICHAEL JOSEPH CONNOLLY
-----Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

.....Richard C. Bishop.....

.....Levy-Winer, P.C.....
.....P.O. Box 121, 102 Bridge Street.....
.....Shelburne Falls, MA 01370.....

Telephone...(413)625-2574.....

Filing Fee \$30.00

Copy Mailed



Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108
Michael Joseph Connolly, Secretary

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

NAME	RESIDENCE
<i>Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.</i>	
Anthony H. Jewell	90 Shelburne Center Road Shelburne, MA 01370

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:
Shelburne Falls Trolley Museum, Inc.
2. The purposes for which the corporation is formed is as follows:

See Exhibit "A" attached.

Name
Approved

C

P

M

R.A.

91-224026

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 for binding. Additions to more than one article may be continued on single sheet so long as each article requiring each such addition is clearly indicated.

P.C. 9

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:
90 Shelburne Center Road
Shelburne, MA 01370
 - 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:	Anthony H. Jewell	90 Shelburne Center Road Shelburne, MA 01370	Same
Treasurer:	David C. Bartlett	Ashfield Road Buckland, MA	Ashfield Star Route Shelburne Falls, MA 01370
Clerk:	C. H. Alfred Barten, Jr.	Emerson Hollow Road Conway, MA 01341	Same

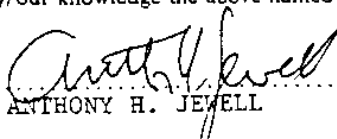
Directors: (or officers having the powers of directors)

See Exhibit "C" attached

- c. The date initially adopted on which the corporation's fiscal year ends is:
December 31st.
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
Third Tuesday in February
- 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 INCORPORATOR(S) sign(s) these Articles of Organization this day of .19 91

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.


.....
ANTHONY H. JEWELL
.....
.....

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 on its behalf to sign these Articles of Organization.

EXHIBIT "A"

To promote the progress and general welfare of and to develop and contribute to the heritage of the community of the United States of America, the Commonwealth of the Commonwealth of Massachusetts by:

1. Preserving the railroad/trolley history and artifacts of the area.
2. Collecting and maintaining historical data pertaining to the history and significance of the trolley/railroad to the United States of America, the Commonwealth of Massachusetts and, in particular, to the County of Franklin area of the Commonwealth of Massachusetts.
3. Maintaining a museum for the display of trolley/railroad artifacts of the area for the benefit of the public at large.
4. Assisting in the development of projects and activities in cooperation and coordination with governmental and civic bodies, and educational institutions in educating the public in the history of trolley/railroads in Franklin County.
5. And all other activities within the scope and subject to the provisions of Massachusetts General Law Chapter 180.
6. Notwithstanding the above this Corporation shall not conduct any activity in violation of Section 501(c) of the Internal Revenue Code.
7. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) of the Internal Revenue Code.

EXHIBIT "B"

In furtherance, but not in limitation of the foregoing purposes, the Corporation shall have the power and authority:

- A. 1. To solicit, accept, hold, administer and dispose of money, securities, and real and personal property and to take and receive by bequest, devise, gift or benefit of trust, any property or interest therein, real, personal or mixed wherever located.
2. To make gifts, donations and contributions of the property, real, personal or mixed, of the corporation, including but not limited to, money, and to convey, assign, lease, lend or otherwise transfer, with or without consideration, any such property.
3. To acquire by purchase, lease, concession, permit, license or in any other manner whatsoever, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent or otherwise dispose of lands, both improved and unimproved, industrial buildings, rolling stock, offices, stores, residences and any other structures acquire, by purchase or otherwise, and to hold, own, use, pledge, sell or otherwise dispose of, and deal in and with, all kinds of personal and real property of every nature and description.
4. To invest, reinvest and administer the funds of the corporation.
5. To borrow money and from time to time make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the the same may be necessary or convenient for the accomplishment of purposes of the Corporation or any of them, and, if deemed advisable, to secure the same by mortgage, deed of trust or pledge, or otherwise, of any or all of the property of the corporation.
6. To erect, construct, reconstruct, repair, remodel, alter, maintain and improve buildings and equipment of every description on any land of the corporation or upon other lands.
7. To invest in, guarantee the obligations of, become surety for, and to otherwise lend money or other financial assistance to any organization, association or institution formed to further similar purposes of the corporation.

8. To cooperate with, support, assist, deal with and avail itself of the facilities and programs of federal, state and local agencies, including, without limitation, the Department of Housing and Urban Development of the United States, the Massachusetts Bay Transportation Authority, the Pioneer Valley Transportation Authority, the Greenfield-Montague Transit Authority, the Museum of Transportation, the Smithsonian Institute, the Library of Congress, the National Trust, the Department of the Interior of the United States, the Department of Environmental Management, and all other like agencies and/or private foundations.
9. To carry on any activity which the Board of Directors, in its discretion, deems calculated, directly or indirectly, to further the aforesaid charitable purposes of the Corporation, and to perform and do any and all things which the corporation is empowered to do, or any associations or trusts, or otherwise, and either along or in conjunction or cooperation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth.
10. As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any other necessary, suitable or proper acts and things which are necessary or incidental to or in furtherance of the accomplishment of any one or more of the purposes herein set forth.
11. To do any and all other lawful things which may be permitted under Section 501 (c) (3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), and which are also permitted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts, each as now in force or hereafter amended. Conversely, any purpose or activity which is prohibited exempt organization under said section shall be deemed to be invalid and unauthorized, and any purpose or activity prohibited corporations organized pursuant to said Chapter shall be deemed invalid and unauthorized.

B. At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

1. The corporation shall not possess or exercise any power or authority, whether expressly by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c) (3) of the Code, contributions to which are deductive for federal income tax purposes and which are also permitted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts; nor shall the Corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501 (c) (3) of the Code; or which is prohibited corporations organized to said chapter.

2. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated for purposes that are not exclusively charitable within the meaning of Section 501 (c) (3) of the Code.
 3. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 4. No substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the Corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation), nor shall the Corporation, directly or indirectly, 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.
 5. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the Commonwealth of Massachusetts, or any other jurisdiction where its activities are carried on.
 6. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the corporation to lose its federal income tax exemption.
 7. Pursuant to the prohibition contained in Section 501 (c) (3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private individual.
- C. Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in Section 501 (c) (3) of the Code.

EXHIBIT "C"

DIRECTORS

Anthony H. Jewell
90 Shelburne Center Road
Shelburne, MA 01370

David C. Bartlett
Ashfield Road
Buckland, MA 01370

C. H. Alfred Barten, Jr.
Emerson Hollow Road
Conway, MA 01341

James T. Richardson
349 Bardwell Ferry Road
Shelburne, MA 01370

Richard K. Lane
61 Frank Williams Road
Shelburne, MA 01370

Marvin Shippee
39 Main Street
Shelburne Falls, MA 01370

Joshua Weinstein
10 Ashfield Street
Shelburne Falls, MA 01370

Winfield Peck
West Layden Road
Leyden, MA 01337

John L. Trowill
RFD
Lee, MA 01238