

MP
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

UP
Name
Approved

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

ACTON COMMUNITY ACCESS TELEVISION, INC.

ARTICLE II

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

SEE ATTACHED PAGES 2(a-c)

- C
- P
- M
- R.A.

9
P.C.

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.

PURPOSES

I. The purposes of Acton Community Access Television, Inc. (hereinafter referred to as the "Corporation") shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, including without limitation:

- (1) Produce community programming for the residents, institutions and organizations of Acton, on the governmental access channel, the public access channel and the educational access channel.
- (2) Allocate channel space and channel time to Acton residents, and ensure overall access to the Corporation's facilities.
- (3) Provide training to Acton residents and institutions in the use of access facilities and access channels.
- (4) Conduct public information, educational, cultural and social activities.
- (5) Provide financial, technical and other assistance for local programming and other non-profit uses of the cable communications system.
- (6) Retain ownership of program production facilities and equipment, and employ staff.

II. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set forth in Part III hereof, the Corporation shall have and may exercise, in addition to the power to convey land to which it has legal title and the powers specified in Section 9 of Chapter 156B of the General Laws, except in paragraph (m) thereof, the following powers:

- (a) To distribute programming, by cablecasting, broadcasting, or by any other means;
- (b) To plan, manage and operate the access channels and/or similar programming space assigned to or otherwise made available to it by any cable communications system(s) operating now or in the future in Acton;
- (c) To encourage the development, production and distribution of quality programming by any other person, including any other corporation established or owned, in whole or in part, by the Corporation for the purpose of such development, production, or distribution;
- (d) To plan, develop, produce and sponsor, and to encourage and assist others to plan, develop, produce and sponsor educational, civic, cultural, scientific and community programming for cablecasting on the channels of any cable communications system licensed to operate in Acton;

(e) 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 or personal or mixed, whatever located;

(f) 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 same may be necessary to or convenient for the accomplishment of any of the purposes of the Corporation; 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;

(g) To administer, invest or reinvest the funds of the Corporation;

(h) To make gifts, donations and contributions of the property, real or 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;

(i) To erect, construct, reconstruct, repair, remodel, alter, maintain and improve buildings of every description on any land of the Corporation or upon other lands;

(j) 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, offices, stores and any other structures and real estate of every kind, nature and description, and to acquire by purchase or otherwise, and to own, hold, use, pledge, sell, or otherwise dispose of, and deal in and with, all kinds of personal and real property of every nature and description;

(k) To cooperate with, support, assist, deal with and avail itself of the facilities and programs of educational, medical, scientific, cultural, civic, community and professional institutions, as well as federal, state and local agencies;

(l) To invest in, guarantee the obligations of, become surety for, and otherwise to lend money or other financial assistance to, any organization, association or institution;

(m) To purchase, subscribe to, acquire, hold, sell, assign, mortgage, hypothecate or otherwise dispose of securities of any corporation or association; and while the owner or holder thereof to exercise all the rights of ownership therein;

(n) To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers and employees;

(o) As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any and all 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 or the attainment of any one or more of the objects herein set forth or which shall at any time appear conducive to or expedient for the protection or benefit of these purposes and objects;

(p) To carry on any activity which the Board of Directors, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable, scientific, and educational purposes of the Corporation and to perform and do any and all things which the Corporation is empowered to do, or any part thereof, as principal, agent, contractor, or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone 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;

(q) To incorporate affiliated or subsidiary corporations, whether for profit or not for profit;

III. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended (hereinafter the "Code"). The Corporation hereby is and shall be prohibited from engaging in the following activities as defined in Sections 4941 through 4945 of the Code: any act of self dealing with disqualified persons, retaining any excess business holdings, making any investments in such a manner as to jeopardize the carrying out of any of its exempt purposes, or from making any taxable expenditures. The provisions of this paragraph shall be inapplicable when and if the Corporation receives from the Internal Revenue Service a ruling that the Corporation is not a "private foundation" within the meaning of Section 509 of the Code, and which provision shall remain inapplicable so long as such ruling remains in effect.

Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and for the public welfare as said terms have been and shall be defined under and pursuant to Sections 170(c) and 501(c)(3) of the Code, and as said Sections may be amended from time to time 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 charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax under Sections 170(c) and 501(c)(3) of the Code, and from state taxes. All purposes and powers herein shall be interpreted and exercised consistent with this intention.

IV. The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation, subject to the limitations set forth in Part III hereof.

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:

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 PAGES 4(a-b)

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.

Other Lawful Provisions

(1) Except as may be otherwise required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.

Amended 20 Jan 2010. See below.

(2) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, trustee, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) If the Corporation permits the discussion of issues of public importance on channels or programming space which it manages, controls or operates, the Corporation shall afford reasonable opportunity for the discussion of conflicting views on such issues of public importance.

(4) Pursuant to Massachusetts General Laws, Chapter 180, Section 3, the personal liability of officers and directors to the Corporation shall be eliminated for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that said provision 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.

(5) No amendment to these Articles of Organization shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state taxes.

On 20 Jan 2010, Paragraph (2) was replaced in its entirety with the following:
"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 section 501(c)(3) purposes. 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 or in opposition to any candidate for public office."

(6) The Corporation may authorize a petition for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the members of the Corporation present and legally qualified to vote in meetings of the Corporation; 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, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright to one or more charitable or educational institutions or organizations selected by said Corporation and created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of said Code as said Section may, from time to time, be amended or added to or under any successor sections thereto; provided, further, that the Corporation's property may be applied to charitable, scientific or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.

(7) The Directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization, or the by-laws requires action by the members.

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:

John R. Covert, 2 Flagg Road, Acton, MA 01720

b. The name, residential address and post office address of each director and officer of the corporation is as follows:



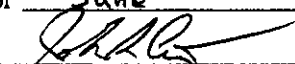
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Brendan H. Hearn	116 Stow Street	Acton, MA 01720
Treasurer:	Peter J. Shaffery	15 Davis Road, #A1	Acton, MA 01720
Clerk:	John R. Covert	2 Flagg Road	Acton, MA 01720
Directors: (or officers having the powers of directors)	Brendan H. Hearn	116 Stow Street	Acton, MA 01720
	Peter J. Shaffery	15 Davis Road, #A1	Acton, MA 01720
	John R. Covert	2 Flagg Road	Acton, MA 01720

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:

~~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 10th day of June, 2009.

		
Brendan H. Hearn	Peter J. Shaffery	John R. Covert
116 Stow Street	15 Davis Road, #A1	2 Flagg Road
Acton, MA 01720	Acton, MA 01720	Acton, MA 01720

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.

1067

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

JUL 01 2009

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

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 having been paid, said articles are deemed to have been filed with me this 1 day of July 20 09.

Effective date: July 1 2009



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

1089137

TO BE FILLED IN BY CORPORATION
Contact information:

Peter J. Epstein , Esquire
101 Arch Street, Suite 900
Boston, Massachusetts 02110-1112

Telephone: (617) 951-9909

Email: peter @ epsteinandaugust.com

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