

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:

The Kenneth Mason Waugh Nonprofit, Inc.

ARTICLE II

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

The corporation works to create a positive environment for military veterans by connecting them with established farming programs, and by providing materials and education so that veterans and their families can learn about sustainable farming. Such initiatives will include designing programs to teach veterans agricultural competence and implementing services to facilitate access to farming communities.

The corporation is also organized to carry on any other charitable or educational activity (within the meaning of Section 501(c)(3) of the Internal Revenue Code, and the regulations thereunder, as amended from time to time) that is consistent with other provisions of these Articles and that may be lawfully carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws.

- C
- P
- M
- R.A.

PC.

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:

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 Attachment IV.

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.

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.

January 1, 2016

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:

268 Central Street, Gardner MA 01440

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:	See Attachment VII.		
Treasurer:			
Clerk:			
Directors: (or officers having the powers of directors)			

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 4 day of December, 2015,

Paul Gingras

Paul Gingras, President

268 Central Street, Gardner MA 01440

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.

Articles of Organization of The Kenneth Mason Waugh Nonprofit, Inc.
Attachment IV

Article IV

Other lawful provisions 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, are as follows:

(a) Powers. Subject to all the limitations set forth in, or referred to by, other provisions of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in Section 6 of Chapter 180 and Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws as amended from time to time, except those powers referred to in paragraph (m) of Section 9 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with (i) Chapter 180 or any other Chapter of the Massachusetts General Laws, and (ii) exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Internal Revenue Code").

(b) Tax Exemption. No part of the assets or net earnings of the corporation shall inure to the benefit of any Director or officer of the corporation, or any other individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (whether or not by the publication or distribution 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 entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(c) Private Foundation Restrictions. If and for so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of these Articles or the By-Laws of the corporation, the following provisions shall apply:

1. 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 the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and
2. The corporation 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(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

(d) Dissolution. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be distributed to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as

determined by vote of the Directors of the Corporation and subject to approval by the Supreme Judicial Court pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws.

(e) Non-Discrimination. In administering its programs and activities, the corporation shall not discriminate on the basis of sex, race, or religion.

(f) Meetings Anywhere in the United States. Except as otherwise specifically provided by the By-Laws of the corporation, meetings of the Directors of the corporation may be held anywhere in the United States.

(g) Amendment of the By-Laws by Directors. The Directors of the corporation may make, amend or repeal the By-Laws of the corporation in whole or in part.

(h) Exculpation; No Personal Liability. No Director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a Director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of the Director's or officer's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the Director or officer derived an improper personal benefit. The Directors and officers of the corporation shall not be personally liable for the payment or satisfaction of any debt, liability or obligation arising in connection with any commitment, agreement or activity of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

(i) Successor Provisions. All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth of Massachusetts, or any Chapter thereof, shall be deemed to refer to such General Laws or Chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or such General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

**Articles of Organization of The Kenneth Mason Waugh Nonprofit, Inc.
Attachment VII**

Article VII

	NAME	RESIDENTIAL ADDRESS
President:	Paul Gingras	4 East Central St #463 Worcester, MA 01613
Treasurer:	Paul Gingras	4 East Central St #463 Worcester, MA 01613
Clerk:	Paul Gingras	4 East Central St #463 Worcester, MA 01613
Director:	Paul Gingras	4 East Central St #463 Worcester, MA 01613

THE COMMONWEALTH OF MASSACHUSETTS

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 4 day of DEC 20 15.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRETARY OF THE
COMMONWEALTH
CORPORATIONS DIVISION
2015 DEC -4 PM 2:47

TO BE FILLED IN BY CORPORATION

Contact information:

Paul Gingras, President

The Kenneth Mason Waugh Nonprofit, Inc.

268 Central Street, Gardner MA 01440

Telephone: 774-696 8909

Email: _____

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

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