

# The Commonwealth of Massachusetts

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

## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

MARINE AND PALEOBIOLOGICAL RESEARCH INSTITUTE, INC.

## ARTICLE II

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

Said corporation is organized exclusively for charitable educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and within the meaning of Massachusetts General Laws Chapter 180, Section 4; and for the purpose of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and in furtherance of these purposes the corporation will engage in the following activities:

- 1) Advancement and dissemination of knowledge in marine and paleobiological science; and
- 2) Promote and carry out research in marine and paleobiological science and other areas of science; and
- 3) Promote and encourage interest in the scientific community and in the general public in marine and paleobiological science; and
- 4) Promote and encourage travel to various sites to conduct research and educational activities in marine and paleobiological science; and
- 5) Promote and encourage scholars and others to conduct scientific research concerning marine and paleobiological science; and
- 6) Printing, publishing and distributing materials concerning marine and paleobiological science; and
- 7) Promote and encourage scholars and others to publish scientific materials concerning marine and paleobiological science; and
- 8) Provide educational classes and seminars concerning marine and paleobiological science; and
- 9) Promote and encourage museum curators and other individuals and institutions to conduct and to provide educational classes and seminars concerning marine and paleobiological science; and
- 10) Purchase specimens and artifacts for research and educational purposes; and
- 11) Promote and encourage contact between the general public and scientists and researchers in the area of marine and paleobiological science; and
- 12) Promote and encourage donation of fossils, specimens and artifacts to museums, educational institutions, research institutions and other scientific organizations; and
- 13) Promote and encourage interest of museum curators in marine and paleobiological science and in purchasing and displaying marine and paleobiological specimens and in acquiring by donation marine and paleobiological science specimens from the general public and from other sources.

## 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 designation of classes of members, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of members of each class shall be as set forth in the By-Laws from time to time.

#### 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:

(a) No officer or Director shall be personally liable to the corporation or its members for monetary damages for any breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for 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. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

(b) The corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.

(c) The corporation may be a partner to the maximum extent permitted by law in any business enterprises which it would have power to conduct by itself.

(d) Meetings of the members may be held anywhere in the United States.

(e) 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.

(f) The corporation shall be empowered to enact By-Laws to indemnify the Directors, officers, faculty, employees and other agents of the corporation to the fullest extent allowed by law.

(g) No part of the net earnings or the assets 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 may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(h) 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.

(i) Notwithstanding any other provision of these Articles of Organization, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code; nor shall the corporation carry on any activities not permitted to be carried on by a corporation organized under Chapter 180, Section 4 of the General Laws of the Commonwealth of Massachusetts.

(j) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then the corporation must act, or refrain from acting, in any manner as is specified in Chapter 68A of the Massachusetts General Laws.

(k) It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. All references in the Articles to the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended and to the corresponding provisions of any similar law subsequently enacted.

(l) The corporation may have and exercise all powers necessary or appropriate or convenient to affect 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(m) The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the code; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

(n) The corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation organized under Massachusetts General Laws Chapter 180, as amended from time to time; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

(o) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(p) The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(q) At no time shall the corporation engage in any activities which are unlawful under the laws of the United States of America, the Commonwealth of Massachusetts, or any other jurisdiction where its activities are carried on.

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

*\*\*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 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.

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:

131 Fuller Road, Vineyard Haven, MA 02568

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:	Frederick R.C. Hotchkiss	131 Fuller Road Vineyard Haven, MA 02568	Same
Treasurer:	Frederick H.C. Hotchkiss	131 Fuller Road Vineyard Haven, MA 02568	Same
Clerk:	George L. Babich	814 Langen Road Lancaster, MA 01523	Same
Directors: (or officers having the powers of directors)	Frederick H.C. Hotchkiss	131 Fuller Road Vineyard Haven, MA 02568	Same
	James F. Clark	250 Old Littleton Road Harvard, MA 01451	Same
	George L. Babich	814 Langen Road Lancaster, MA 01523	Same

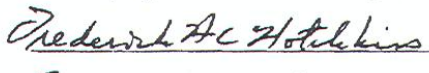


c. The fiscal year of the Corporation shall end on the last day of the month of: December 31st of each year.

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 28<sup>th</sup> day of July, 2004.

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 28<sup>th</sup> day of July, 2004.

		
FREDERICK H.C. HOTCHKISS	JAMES F. CLARK	GEORGE L. BABICH
131 Fuller Road	250 Old Littleton Rd.	814 Langen Road
Vineyard Haven, MA 02568	Harvard, MA 01451	Lancaster, MA 01523

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.