

**The Commonwealth of Massachusetts**

**PAUL GUZZI**

*Secretary of the Commonwealth*  
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

**ARTICLES OF ORGANIZATION**

(Under G.L. Ch. 180)

Incorporators

**NAME**

**RESIDENCE**

*Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.*

Barbara Kern

111 Atlantic Avenue  
Cohasset, MA 02025

107164

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:

Massachusetts Association of Health Boards, Inc. ✓

2. The purposes for which the corporation is formed are as follows:

[See CONTINUATION SHEET 2A]

17-286021

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

[See CONTINUATION SHEET 3A]

- 4. 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 CONTINUATION SHEET 4A]

CONTINUATION SHEET 2A

To engage in educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any future United States internal revenue law)(the "Internal Revenue Code"), including, without limitation, the following:

(a) To foster public health by providing service to boards of health and related agencies, whether public or private, by public education, by publicity and publication, and, to the extent permitted by section 501(c)(3), by advice and appropriate action on legislation and governmental affairs.

(b) To do, exercise and perform any act, thing or power necessary, suitable; or desirable for the accomplishment of any of the foregoing charitable purposes, the attainment of any of the objectives or the furtherance of any of the powers which are herein set forth or which are lawful purposes, objectives or powers of a corporation organized under Chapter 180 of the Massachusetts General Laws and which may be permitted a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

The foregoing clauses are to be construed both as purposes and powers, and it is hereby expressly provided that the enumeration herein of specific purposes and powers shall not be held to limit or restrict, in any manner, the exercise and enjoyment of all the general purposes and powers of a corporation organized under Chapter 180 of the Massachusetts General Laws and which may be permitted a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

CONTINUATION SHEET 3A

Regular Members shall include any person who is part of a member board. The term "member boards" shall mean health boards, selectment acting in that capacity, health commissioners, or any legal entity established under Mass. Gen. Laws ch. 111, §26 et seq. and Mass. Gen. Laws ch. 41, §2 et seq. The term "member in good standing" shall mean any member of a member board which is not more than one year in arrears for the payment of dues. Members in good standing are eligible to serve on any committee or on the Executive Committee. Each regular member shall have the right to receive notice of and attend all annual and special meetings of the membership in accordance with the Articles of Organization and the By-laws of this corporation. Each member board and each member of the Executive Committee shall be entitled to one vote at any meetings of the membership. Each regular member may hold any office to which she may be elected, in accordance with the Articles of Organization and the By-laws of this corporation.

Associate Members. Interested individuals may become associate members upon application to the Secretary, election by the Executive Committee and payment of dues. Associate members are eligible to receive notice of and attend the affairs of the Association, and to receive its publications, but are not eligible to hold elective office or to vote at Association meetings. By approval of the Executive Committee, associate members may serve on and vote at its special committees.

Honorary Members. Individuals recommended by the Executive Committee may be elected by the Association as Honorary Members. Honorary members are eligible to receive notice of and attend affairs of the Association, and to receive its publications, but are not eligible to hold elective office or vote at Association meetings.

Members remain as such until they resign, become disqualified or are removed. Any member may be removed from membership for conduct detrimental to the interests of the corporation by the affirmative vote of two-thirds of the members entitled to vote at any meeting of the membership. Any member proposed to be removed shall be entitled to at least ten (10) days written notice of the meeting at which such removal is to be acted upon and shall be entitled to appear before and be heard by such meeting.

CONTINUATION SHEET 4A

No part of the net earnings, properties or other assets of the corporation shall inure to the benefit of, or be distributable to, any private person or individual, including any incorporator, member, employee or officer of this corporation, 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 the purposes set forth in Article 2 hereof.

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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Organization, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

In the event of liquidation or dissolution of this corporation, the Executive Committee shall, after paying or making provision for all debts and obligations of the corporation, distribute all of the remaining assets of the corporation to such other charitable organization or organizations having similar public charitable purposes as the court of the Commonwealth having jurisdiction thereof may approve (if such approval shall then be required by statute), and as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Executive Committee shall determine, and upon such terms and in such amounts and proportions as the Executive Committee may impose and determine, to be used by such organizations for such similar or kindred purposes as are set forth in these Articles of Organization and any and all amendments thereto.

CONTINUATION SHEET 7A

James W. Foley

328 Highland Avenue  
Randolph, MA 02368

Board of Health  
1 Turner Lane  
Randolph, MA

Kenneth Evans

5 Howard Street  
Milford, MA 02368

Child World, Inc.  
25 Littlefield Street  
Avon, MA 02322

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:

79 Concord Street  
Ashland, MA 01771

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:	Barbara Kern	111 Atlantic Avenue Cohasset, MA 02025	Board of Health, Town Hall Cohasset, MA 02025
Treasurer:	Jeanne McBride	85 Orchard Street Belmont, MA 02178	Board of Health, Town Hall Belmont, MA 02178
Clerk:	Mary J. Heaton	79 Concord Street Ashland, MA 01771	Board of Health, Town Hall Ashland, MA 01771

Directors: (or officers having the powers of directors) (Executive Committee)

Barbara Kern	(see above)	
Jeanne McBride	(see above)	
Mary J. Heaton	(see above)	
Gloria Hulse	107 Sanborn Lane Reading, MA 01867	Board of Health, Town Hall Reading, MA 01867
Thomas E. Gecewicz	50 Will Drive Apartment 78 Canton, MA 02021	Board of Health, Town Hall Braintree, MA 02184

[See CONTINUATION SHEET 7A]

c. The date initially adopted on which the corporation's fiscal year ends is:

June 30

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

last Saturday in September

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 above-named INCORPORATOR(S) sign(s) these Articles of Organization this 15th day of September 1982  
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.

Barbara Kern

*Barbara Kern*

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.

24676

SECRETARY OF  
THE COMMONWEALTH

1982 SEP 23 PM 12:08

THE COMMONWEALTH OF MASSACHUSETTS  
CORPORATION DIVISION

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 *23rd* day of *September* 19*82*

Effective date

*Michael Joseph Guzzi*  
**PAUL GUZZI**

*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Anne G. Plimpton-Smith, Esq.  
Sullivan & Worcester  
One Post Office Square

Boston, MA 02109

Telephone (617) 338-2800

Filing Fee \$30.00

Copy Mailed

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