

Filing Fee: \$50.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**FILED**

**OCT. 23 2009**

**NON-PROFIT CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **Affordable Housing and Services Collaborative, Inc.**
2. It is incorporated under the laws of **Massachusetts**
3. The date of its incorporation is **March 27, 2001**
4. The address of its principal office in the state or country under the laws of which it is incorporated is:  
**150 Federal Street, Boston, MA 02110**
5. The address of its proposed registered office in Rhode Island is **155 South Main Street, Suite 101**  
(Street Address, not P.O. Box)  
**Providence**, RI **02903** and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is **Michael Fitzpatrick, Esq.**  
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
**SEE ATTACHED SHEET**

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STATE

7. The names and respective addresses of its directors and officers are:

|                | <u>NAME</u>             | <u>ADDRESS</u>                      |
|----------------|-------------------------|-------------------------------------|
| Director       | Loretta Connolly-Arnold | 34 Burns Way, S. Weymouth, MA 02190 |
| Director       | George Georges          | 35 Hillside Road, Lincoln, MA 01773 |
| Director       | Tom Karnes              | 16 Indian Street, Canton, MA 02021  |
| President      | Doreen Bushashia        | 117 Fulton Street, Boston, MA 02109 |
| Vice President | not applicable          | not applicable                      |
| Treasurer      | Catherine A. Hult       | 42 Tyler Lane, Hanover, MA 02339    |
| Secretary      | Catherine A. Hult       | 42 Tyler Lane, Hanover, MA 02339    |

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

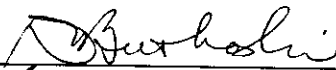
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 13, 2009

**Affordable Housing and Services Collaborative, Inc.**

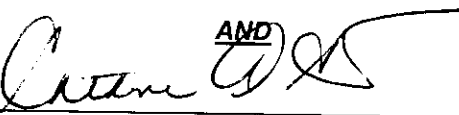
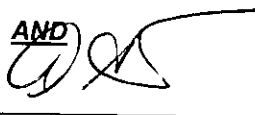
Print Exact Name of Corporation Making Application

By



☒ President or ☐ Vice President (check one)

By

 AND 

☒ Secretary or ☐ Assistant Secretary (check one)

Affordable Housing and Services Collaborative, Inc.  
Application for Certificate of Authority Continuation Sheet

Paragraph 6 – Specific Purpose:

The specific purposes of the Corporation are to enhance, expand, and create quality of life initiatives through wellness, educational, social, and supportive services and programs that directly benefit low-income families, youth, persons with disabilities, and the elderly residing in affordable housing developments. The Corporation will pursue grant funding and other opportunities for family self-sufficiency programs, youth activities, and services targeted for the frail elderly and persons with disabilities with the intent to assist residents with successful tenancies that, in turn, will prevent homelessness and premature institutionalization. Programs and services will be developed through partnerships with existing community-based organizations, tenant associations, public housing authorities and other housing providers, and civic agencies. The Corporation will also fulfill its overall mission by seeking opportunities to develop affordable housing, which is fundamental to the provision of residential-based services and programs for the marked population.

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SECRETARY OF STATE  
CORPORATIONS DIV  
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**The Commonwealth of Massachusetts**

**William Francis Galvin**

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:

**Affordable Housing and Services Collaborative, Inc.**

**ARTICLE II**

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

See Continuation Page II-1 attached hereto and made a part hereof.

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01-00042

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.*

**Affordable Housing and Services Collaborative, Inc.**

**Articles of Organization**

**ARTICLE II**

The Corporation is organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code and the regulations promulgated thereunder (the "Code") and for charitable purposes within the meaning of said section 501(c)(3). The Corporation may carry on any activities in connection with any of the foregoing purposes, and have and exercise all of the purposes and powers conferred upon nonprofit corporations under Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in force or hereafter amended, and do everything necessary or appropriate to accomplish any of the foregoing purposes to the extent permissible under the laws of the Commonwealth of Massachusetts, all to the extent not inconsistent with the requirements contained in section 501(c)(3) of the Code, and not inconsistent with any other provisions of these Articles of Organization.

The specific purposes of the Corporation are to enhance, expand, and create quality of life initiatives through wellness, educational, social, and supportive services and programs that directly benefit low-income families, youth, persons with disabilities, and the elderly residing in affordable housing developments. The Corporation will pursue grant funding and other opportunities for family self-sufficiency programs, youth activities, and services targeted for the frail elderly and persons with disabilities with the intent to assist residents with successful tenancies that, in turn, will prevent homelessness and premature institutionalization. Programs and services will be developed through partnerships with existing community-based organizations, tenant associations, public housing authorities and other housing providers, and civic agencies. The Corporation will also fulfill its overall mission by seeking opportunities to develop affordable housing, which is fundamental to the provision of residential-based services and programs for the marked population.

### ARTICLE III

The Corporation shall have one or more classes of members. If there be, the designation of such classes, the manner of election, the qualifications for membership and the qualification and rights, including voting rights, of the members of each class shall be set forth in the by-laws of the corporation or may be set forth below:

Not applicable. The Corporation will have 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 Continuation Pages IV-1 through IV-4 attached hereto and made a part hereof.

### 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.

**Affordable Housing and Services Collaborative, Inc.**

**Articles of Organization**

**ARTICLE IV**

(a) The purposes of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code. Toward this end, the Corporation shall have, in furtherance of its purposes, all of the powers granted to all non-profit corporations pursuant to the provisions of Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in effect or hereafter amended and of Section 9 of Chapter 156B of said General Laws (other than the powers set forth in clauses (l), (m), and (n) of said Section 9), and shall have the following powers exercisable in furtherance of its purposes, to the extent not inconsistent with Chapter 180 of the General Laws of the Commonwealth of Massachusetts or the requirements contained in Section 501(c)(3) of the Code:

(i) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or and interest therein, wherever situated, in an unlimited amount;

(ii) 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;

(iii) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;

(iv) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

(v) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the

Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm, association, corporation, municipality, county, state or any other entity, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

(vi) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(vii) The Corporation may be an incorporator of other corporations of any type or kind;

(viii) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;

(ix) The Corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement benefit plans, trusts and provisions for any or all of its directors, officers or employees;

(x) The Corporation may do business, carry on its operations and have offices and exercise the powers granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts in any jurisdiction within or without the United States; and

(xi) The Corporation may exercise any or all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.

(b) Meetings of the Directors may be held anywhere within or without the Commonwealth of Massachusetts.

(c) No person shall be disqualified from holding any office by reason of any interest. The term "interest" as used herein shall include personal interest and interest as a director, officer, employee, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" as used herein shall include any corporation, association, trust, partnership, firm, person, or other entity other than the Corporation.

(d) Notwithstanding any powers granted to the Corporation by these Articles, its By-laws, or by the laws of the Commonwealth of Massachusetts, the following limitations upon said powers shall apply and be paramount:

(i) No part of the assets or of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributable to any director or officer of the Corporation, or any private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any one or more of its purposes, and payments or distributions may be made by the Corporation in furtherance of its purposes; no director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation;

(ii) No substantial part of the activities of the Corporation shall be, include or involve the dissemination or carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code;

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(iv) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Code; and

(v) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as the Board of Directors may decide.

(e) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of these Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:

(i) 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 Code;

(ii) The Corporation shall not engage in any act of self-dealing, as that term is defined in Section 4941(d) of the Code; nor retain any excess business holdings within the meaning of Section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; nor make any taxable expenditures within the meaning of Section 4945(d) of the Code.

(iii) No director or officer shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director or officer except under any provision of law imposing such liability, except (to the extent permitted by applicable law) for liability (i) for breach of the director's or officer's duty of loyalty to the Corporation, (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 director or officer derived an improper personal benefit.

#### ARTICLE VI

The date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a specific 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.

The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

See Continuation Page VII-1 attached hereto and made a part hereof.

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 |
|------|---------------------|---------------------|
|------|---------------------|---------------------|

See Continuation Page VII-2 attached hereto and made a part hereof.

President:

Treasurer:

Secretary:

Directors:

c. The fiscal year (i.e., tax 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 180A and do hereby sign these Articles of Organization as incorporator(s) this 27 day of March, 2000

Joanne D. C. Foley

Bingham Dana LLP

150 Federal Street

Boston, MA 02110

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.

**Affordable Housing and Services Collaborative, Inc.**

**Articles of Organization**

**Article VII**

The street address of the principal office of the corporation in Massachusetts is:

c/o Joanne D.C. Foley, Esq.  
Bingham Dana LLP  
150 Federal Street  
Boston, MA 02110

**Affordable Housing and Services Collaborative, Inc.**

## Articles of Organization

## Article VII

|                  | <u>Name</u>       | <u>Residential Address</u>            | <u>Post Office Address</u>            |
|------------------|-------------------|---------------------------------------|---------------------------------------|
| President:       | Doreen Bushashia  | 117 Fulton Street<br>Boston, MA 02109 | 117 Fulton Street<br>Boston, MA 02109 |
| Treasurer:       | Catherine A. Hult | 42 Tyler Lane<br>Hanover, MA 02339    | 42 Tyler Lane<br>Hanover, MA 02339    |
| Clerk:           | Catherine A. Hult | 42 Tyler Lane<br>Hanover, MA 02339    | 42 Tyler Lane<br>Hanover, MA 02339    |
| Assistant Clerk: | Joanne D.C. Foley | 318 Crafts Street<br>Newton, MA 02460 | 318 Crafts Street<br>Newton, MA 02460 |
| Directors:       | Doreen Bushashia  | 117 Fulton Street<br>Boston, MA 02109 | 117 Fulton Street<br>Boston, MA 02109 |
|                  | Catherine A. Hult | 42 Tyler Lane<br>Hanover, MA 02339    | 42 Tyler Lane<br>Hanover, MA 02339    |

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

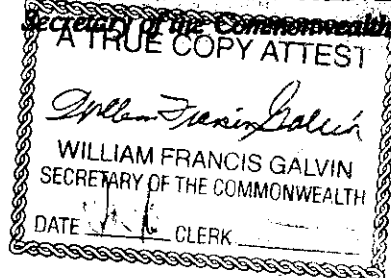
(General Law., Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Law 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 27th day of MARCH 2001.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN



SECRETARY OF THE  
COMMONWEALTH  
CORPORATION DIVISION

JAN 27 AM 11:30

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Attn: Joanne D.C. Foley

Bingham Dana LLP

150 Federal Street, Boston, MA 02110

Telephone: (617) 951-8892



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

