

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2015 MAY 27 AM 9:16
SECRETARY OF STATE
CORPORATIONS DIV

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 Boston Community Loan Fund, Inc.
2. It is incorporated under the laws of Massachusetts
3. The date of its incorporation is December 3, 1984
4. The address of its principal office is 10 Malcolm X Boulevard, Boston, MA 02119
5. The address of its proposed registered office in Rhode Island is 2800 Financial Plaza
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Locke Lord LLP
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Please see attached Exhibit A

FILED *mc*

MAY 27 2015 9:14

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

	<u>Name</u>	<u>Address</u>
Director	Julie Gould	1320 N. Frederick St, Arlington, VA 22205
Director	Maria Maffei	27 Aldworth Street, Boston, MA 02130
Director	Edward Dugger III	54 Burroughs Street, Boston, MA 02130
President	Michelle Volpe	50 St. James Ave., Somerville, MA 02124
Vice President	N/A	
Treasurer	Sarah Lincoln	25 Bear Hill Road, Sherborn, MA 01770
Secretary	N/A	

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, I 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: 4/29/15

Boston Community Loan Fund, Inc.
Print Exact Name of Corporation Making Application

Michelle Volpe
Signature of ☒ President or ☐ Vice President (check one)

[Signature]
Signature of ☐ Secretary or ☒ Assistant Secretary (check one)
CLERK

EXHIBIT A

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

- a) To provide access to housing primarily for lower income households and other disadvantaged people through limited equity cooperatives, community land trusts and other models which establish and preserve housing for these groups.
- b) To encourage and promote public discussion groups, forums, panels, lectures and other similar programs designed to educate the public about the benefits and financing needs of the housing models promoted by the fund.
- c) To promote alternative models for financing community housing development and related activities. These models will be designed to encourage investment by local community organizations, religious institutions, and individuals, and promote greater responsiveness to community and low income needs on the part of conventional lending institutions.
- d) To assist borrowing organizations to obtain technical assistance.
- e) To finance or otherwise support community development projects which directly or indirectly benefit low income or disadvantaged people or communities.
- f) To carry on any other activities which may lawfully be carried on by a corporation organized under Section 7-6-74 of the General Laws of Rhode Island and which are not inconsistent with exemption from taxation under Section 501(c)3 of the Internal Revenue Code, including activities which may be necessary, useful or desirable to accomplish the foregoing purposes.

POWERS OF BOSTON COMMUNITY LOAN FUND, INC. 4A.- I.

- A. To provide low-interest loans, mortgages, grants and other debt and equity financing to organizations and individuals engaged in activities consistent with the purposes of the Boston Community Loan Fund, with priority given to programs addressing the urgent needs of low-income and other disadvantaged people.
- B. To solicit and accept gifts of personal and/or real property from any person(s) and/or association(s) of persons and/or organization(s) and to invest and reinvest such assets and any other assets of the corporation.
- C. To borrow assets and issue promissory notes and/or other evidences of indebtedness and to mortgage assets of the corporation as collateral security for the payment and/or satisfaction thereof.
- D. In general, to do either directly or indirectly and either alone or with any other person(s) and/or association(s) of persons and organization(s), all things necessary and/or incidental to or in furtherance of the accomplishment of the purposes of the corporation and to use and exercise all powers conferred, from time to time, by the laws of the State of Rhode Island upon corporations organized and existing pursuant to the provisions of

Section 7-6-74 of the General Laws of Rhode Island as the same may be amended or reenacted, from time to time.

- E. No part of the assets of the corporations shall inure to the benefit of the trustees or officers of the corporation or other persons except that the corporation may pay reasonable compensation for services rendered the corporation in the furtherance of the accomplishment of the purposes of the corporation.
- F. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation except as may be permitted pursuant to the provisions of IRC Section 501(c)(3) and acts amendatory thereto.
- G. The corporation shall not carry on any other activities not permitted to be carried on:
 - (1) by a corporation which is exempt from federal income tax pursuant to the provisions of IRC Section 501(c)(3) as the same may be amended or reenacted from time to time; or
 - (2) by a corporation, contributions to which are deductible pursuant to the provisions of IRC Section 170(c)(2) as the same may be amended or reenacted, from time to time.
- H. The corporation shall not discriminate against any person(s) on the basis of the race, color, religion, sex, sexual preference or national origin of such person(s).
- I. In the event of the dissolution of the corporation, the assets of the corporation remaining after satisfying the obligations of the corporation shall be distributed to a corporation which is exempt from federal income taxation pursuant to the provisions of IRC Section 501(c)(3) and contributions to which are deductible pursuant to the provisions of IRC Section 170, as amended, which corporations shall pledge to carry out the purposes of this corporation as a condition to the acceptance of such assets.

Examiner

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

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.

Duane Day

137 Warren Avenue, Boston, MA 02116

112104

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:

Boston Community Loan Fund, Inc.

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

(a) To provide access to housing primarily for lower income households and other disadvantaged people through limited equity cooperatives, ^{community} land trusts and other models which establish and preserve housing for these groups.

(b) To encourage and promote public discussion groups, forums, panels, lectures and other similar programs designed to educate the public about the benefits of ~~housing cooperatives~~ and financing needs of the housing models promoted by the fund.

(c) To promote alternative models for financing Community housing development and related activities. These models will be designed to encourage investment by local community organizations, religious institutions, and individuals, and promote greater responsiveness to community and low income needs on the part of conventional lending institutions.

(d) To assist borrowing organizations to obtain technical assistance.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

Name
Approved

C ☐
P ☐
M ☐
R.A. ☐

C.

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: -

NA

- *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 4A-I. Attached

POWERS OF BOSTON COMMUNITY LOAN FUND, INC. 4A-I.

- A. To provide low-interest loans, mortgages, grants, and other debt and equity financing to organizations and individuals engaged in activities consistent with the purposes of the Boston Community Loan Fund, Inc., with priority given to programs addressing the urgent needs of low-income and other disadvantaged people.
- B. To solicit and accept gifts of personal and/or real property from any person(s) and/or association(s) of persons and/or organizations(s) and to invest and reinvest such assets and any other assets of the corporation.
- C. To borrow assets and issue promissory notes and/or other evidences of indebtedness and to mortgage assets of the corporation as collateral security for the payment and/or satisfaction thereof.
- D. In general, to do, either directly or indirectly and either alone or with any other person(s) and/or association(s) of persons and organization(s), all things necessary and/or incidental to or in furtherance of the accomplishment of the purposes of the corporation and to use and exercise all powers conferred, from time to time, by the laws of the Commonwealth of Massachusetts upon corporations organized and existing pursuant to the provisions of Chapter 180 of the Massachusetts General Laws as the same may be amended or reenacted, from time to time.
- E. No part of the assets of the corporation shall inure to the benefit of the trustees or officers of the corporation or other persons except that the corporation may pay reasonable compensation for services rendered the corporation in the furtherance of the accomplishment of the purposes of the corporation.
- F. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation except as may be permitted pursuant to the provisions of IRC Section 501(c)(3) and acts amendatory thereto.
- G. The corporation shall not carry on any other activities not permitted to be carried on:
 - (1) by a corporation which is exempt from federal income tax pursuant to the provisions of IRC Section 501(c)(3) as the same may be amended or reenacted, from time to time; or
 - (2) by a corporation, contributions to which are deductible pursuant to the provisions of IRC Section 170(c)(2) as the same may be amended or reenacted, from time to time.
- H. The corporation shall not discriminate against any person(s) on the basis of the race, color, religion, sex, sexual preference or national origin of such person(s).

- I. In the event of the dissolution of the corporation, the assets of the corporation remaining after satisfying the obligations of the corporation shall be distributed to a corporation which is exempt from federal income taxation pursuant to the provisions of IRC Section 501(c)(3) and contributions to which are deductible pursuant to the provisions of IRC Section 170, as amended, which corporations shall pledge to carry out the purposes of this corporation as a condition to the acceptance of such assets.

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:

14 Beacon Street, Room 507, Boston, MA 02108

- 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
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President:

and Director: Nikki Flionis 25 Hemenway, Boston, MA 02115

Treasurer:

and Director: David Wiley 20 Long Meadow Road, Lincoln, MA 01773

Clerk:

and Director: Theresa Ragot 18 Dartmouth St., Boston, MA 02116

Directors: (or officers having the powers of directors)

Rahim A. Al-Kaleen 103 Brunswick St., Dorchester, MA 02121

Mary O'Hara 189 Metropolitan Ave., Roslindale, MA 02131

John Bell 101 Robinwood Ave., Jamaica Plain, MA 02130

Joe Vallely 54 Montgomery St., Boston, MA 02116

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

December 31

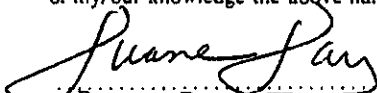
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

Second Wednesday in March

- 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 INCORPORATOR(S) sign(s) these Articles of Organization this 30th day of November 1984

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.


Duane Day

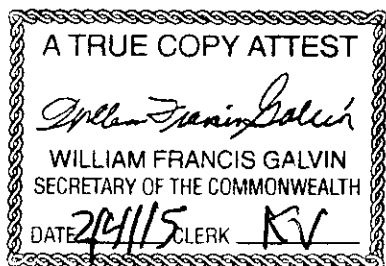
The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

27642

RECEIVED
SECRETARY OF THE COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

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 3rd day of December 1984

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

..... Attorney Daniel Burnstein
..... 6 Beacon Street, Suite 918
..... Boston, MA 02108
Telephone..... (617) 227-8840

Filing Fee \$30.00

Copy Mailed

JAN 03 1995

The Commonwealth of Massachusetts

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

FEDERAL IDENTIFICATION

NO. 22-2593378

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Elyse Cherry
James Walsh

, President/Vice President, and
Clerk/Assistant Clerk of

Boston Community Loan Fund, Inc.

(Name of Corporation)

located at 30 Germania Street, Boston (Jamaica Plain), MA 02130

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on December 15, 1993, by vote of 69 members.

XXXXXXXXXXXX being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon): Add the following additional purposes to Article 2;

- (e) To finance or otherwise support community development projects which directly or indirectly benefit low income or disadvantaged people or communities.
- (f) To carry on any other activities which may lawfully be carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws and which are not inconsistent with exemption from taxation under Section 501(c)3 of the Internal Revenue Code, including activities which may be necessary, useful or desirable to accomplish the foregoing purposes.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
7th day of March, in the year 1995

Elyse O. Cherry
Elyse Cherry

President/Vice President

James Walsh
James Walsh

Clerk/Assistant Clerk

494161

34256
SECRETARY OF
THE COMMONWEALTH

1995 MAR -9 PM 1:53

CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

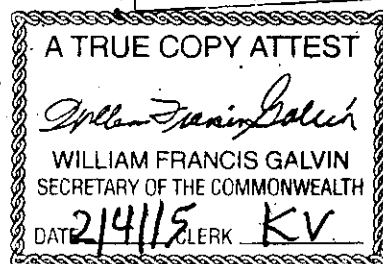
(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$15.00
having been paid, said articles are deemed to have been
filed with me this 9th
day of MARCH, 1995.

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Thomas G. Schnorr, Esq.

Palmer & Dodge

One Beacon Street

Boston, MA 02108

Telephone 617-573-0363

Copy Mailed



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

