



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Certificate of Authority

FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, 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:

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BUSINESS SERVICES DIV.

1. The name of the corporation is:		
Behavioral Associates of Massachusetts, Inc.		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: Massachusetts		
3. The date of its incorporation is:	11/28/83	
And the period of its duration is: CHECK ONLY ONE BOX		
☒ Perpetual (on-going)		
☐ Date certain for dissolution _____		
4. The address of its principal place of business is:		
20 Townsend Road, Unit A, Attleboro, MA 02703		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name Grace Toe, Chief Financial Officer		
Street Address (NOT a P.O. Box) The Groden Center, Inc., 610 Manton Avenue		
City/Town Providence	State RHODE ISLAND	Zip Code 02909
6. List the specific purposes for transacting business in Rhode Island:		
Support children and adults with autism and other developmental disabilities.		
Check the box to indicate an attachment. ☒		

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

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BY *[Signature]* 28220

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Please see Attached	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		
Check the box to indicate an attachment. ☒		
8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.		
Signature of ☒ President or ☐ Vice President <i>June Groden</i> SIGN DOCUMENT HERE	Type or Print Name of Officer June Groden	Date <i>8/23/16</i>
Signature of ☐ Secretary or ☐ Assistant Secretary <i>Bette Ayoub</i> SIGN DOCUMENT HERE	Type or Print Name of Officer Bette Ayoub	Date <i>8/23/16</i>

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Behavioral Associates of Massachusetts, Inc.
20 Townsend Road, Unit A, Attleboro, MA 02703
Date of Organization: 11/28/83

BOARD OF DIRECTORS

NAME	POSITION	ADDRESS
1 June Groden	President	961 Ministerial Road Wakefield, RI 02879
2 Samy Morcos	Vice President	24 Carriage Way North Providence, RI 02904
3 Bette Ayoub	Treasurer and Secretary (Clerk)	9 Eagle Way Seekonk, MA 02771
4 Philip Ayoub	Director	9 Eagle Way Seekonk, MA 02771
5 Richard Spratt	Director	40 Shady Lane Douglas, MA 01516
6 John Flaherty	Consumer Member	20 Townsend Road, Unit A Attleboro, MA 02703
7 Janice DeFrances	Director	1740 Stony Lane North Kingstown, RI 02852
8 Helen Morcos	Director	24 Carriage Way North Providence, RI 02904
9 Dr. Bernard Spiegel	Director	PO Box 324 Waterville Valley, NH 03215
10 Carole Spiegel	Director	PO Box 324 Waterville Valley, NH 03215

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

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.

Carole Spiegel

79 Puritan Drive
Quincy, MA,

109781

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:

Behavioral Associates of Massachusetts, Inc.

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

1. Operating, managing, directing, consulting with and otherwise dealing in and with treatment centers, or group homes for the care, treatment and welfare of children and adults with communication, behavioral and/or emotional disorders, and like disorders.

2. Doing research and assisting others in research into the care and treatment of children and adults with communications, behavioral and/or emotional disorders, and like disorders.

3. The doing of any and all acts as may be necessary to create awareness in the public and private sectors of our society concerning the problems of care and treatment of children and adults with communication, behavioral and/or emotional disorders, and like disorders.

4. To seek financial support in the form of contributions and grants from the public and private sectors of our society for the care and treatment of children and adults with communication, behavioral and/or emotional disorders, and like disorders.

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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 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

2A,

5. To seek financial support in the form of contributions and grants from the public and private sectors of our society for the education and treatment of children and adults with disorders and limitations of communication and behavior, and like disorders.

6. And the doing of any and all legal acts.

7. NOTWITHSTANDING the foregoing specific purposes, the corporation shall be a nonbusiness corporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

(a) The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, with limitation as to amount or value as provided by the law of the Commonwealth of Massachusetts, to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Non-Business Corporation Law.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting,

2. The purposes for which the corporation is formed.

2B.

to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 401 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

2. The purposes for which the corporation is formed.

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:—

One class of members.

- 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:—

A. Tax Exempt Status. The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Non-Business Corporation Law. 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 any candidate for public office. Notwithstanding any other provision of this certificate, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

B. In the event that the governing body of the corporation be designated by any other name other than a Board of Directors in the By-Laws of the corporation any references herein to director or directors shall be deemed to include any member or members of that governing body.

- If there are no provisions state "None".

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:

c/o Carole Spiegel, 79 Puritan Drive, Quincy, MA 02169

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:	Dr. Gerald Groden	99 Fosdyke St.	Prov. RI 02906
Treasurer:	Dr. June Groden	99 Fosdyke St.	Prov. RI 02906
Clerk:	Dr. June Groden	99 Fosdyke St.	Prov. RI 02906

Directors: (or officers having the powers of directors)

Dr. Gerald Groden	99 Fosdyke St.	Prov. RI 02906
Dr. June Groden	99 Fosdyke St.	Prov. RI 02906

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

June 30th

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

First day of December

e. The name and business address of the resident agent, if any, of the corporation is:

Carole Spiegel, 79 Puritan Drive, Quincy, MA 02169

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 15th day of NOVEMBER 1983
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.

Carole Spiegel

✓ 11/15/83

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.

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THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF STATE
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 com-
plied 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 28th day
of November 1983

Effective date

Michael Joseph Conolly
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

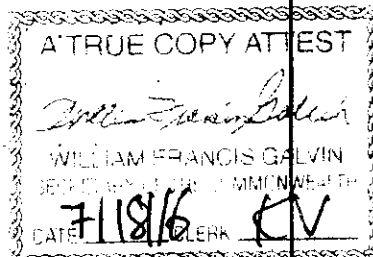
TO:

Oster, Groff & Prescott, Attorney,s

936 Smithfield Avenue

Lincoln, R.I. 02865

Telephone: 401-724-2400



Filing Fee \$30.00

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