



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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 BUS. SVCS. DIV.
 2017 APR 10 PM 2:19

1. The name of the corporation is:

SquashBusters, 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:

September 9, 1996

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:

795 Columbus Avenue, Roxbury Crossing, MA 02120

5. The name and address of the initial registered agent/office in Rhode Island is:

Agent Name C T Corporation System

Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A,

City/Town

East Providence,

State

RHODE ISLAND

Zip Code

02914

6. List the specific purposes for transacting business in Rhode Island:

The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, including, but only for such purposes, the conduct of an after-school program for urban youth that combines squash instructions, academic tutoring, community service, and mentoring, and

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

FILED

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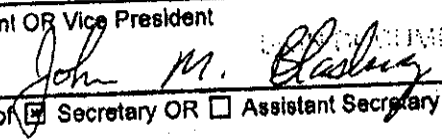
BY CU 300516

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Greg Zaff	115 Second Street, Cambridge, MA 02141
Director	George Bell	371 Walnut Street, Brookline, MA 02445
Director	Teresa Koster	200 Beacon Street - Apt. 5, Boston, MA 02116
President	John Blasberg	28 Chestnut Street, Boston, MA 02108
Vice President		
Treasurer	Nancy Loucks	100 Fulton Street - Apt 5V, Boston, MA 02109
Secretary	Jonathan Hyett	221 Columbus Avenue - Apt. 302, Boston, MA 02116

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.

Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President John Blasberg	Date April 7, 2017
Signature of President OR Vice President 	
Type of Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary Jonathan Hyett	Date April 7, 2017
Signature of Secretary OR Assistant Secretary	

TWO SIGNATURES ARE REQUIRED

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.

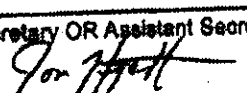
FORM 250 - Revised 08/2016

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Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President	Date
John Blasberg	
Signature of President OR Vice President	
Type of Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary	Date
Jonathan Hyett	April 7, 2017
Signature of Secretary OR Assistant Secretary	
	

TWO SIGNATURES ARE REQUIRED

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.

FORM 250 Revised 08/2016


6. continued


entering into one or more lease and other ancillary agreements in furtherance of such purposes.

7. continued List of Directors and Officers – Continued

Title	Individual Names	Address
Chairman	John Blasberg	28 Chestnut Street Boston, MA 02108
Director	Matthew Haldeman	104 High Street Boston, MA 02129
Director	Don Mykrantz	86 Arnold Road Wellesley, MA 02481
Director	Philomena Mantella	70 Country Club Road Dedham, MA 02026
Director	William Paine	11 Sanborn Street Winchester, MA 01890
Director	Jose Rivera	49 S. Russell Street, Apt. 1 Boston, MA 02114
Director	Henry Manice	304 Newbury Street, Suite 229 Boston, MA 02115
Director	Meg Campbell	94 Sawyer Avenue – Apt. 3 Dorchester, MA 02125
Director	Jon Karlen	36 Denny Road Chestnut Hill, MA 02467
Director	David Drubner	117 Commonwealth Avenue – Apt. 1 Boston, MA 02116
Director	Juma Crawford	417 Broadway Cambridge, MA 02138
Director	David Antonelli	5 Stevens Circle Wellesley, MA 02481

Director	Will Muggia	15 Longfellow Road Wellesley, MA 02481
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Examiner


Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

SquashBusters, Inc.

ARTICLE II

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

The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, but only for such purposes, the conduct of an after-school program for urban youth that combines squash instruction, academic tutoring, community service, and mentoring.

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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. 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.

ARTICLE III

If the corporation has one or more classes of members, 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:

Not applicable.

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 Pages 4A, 4B, 4C, 4D, 4E, and 4F attached hereto.

• 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.

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, etc.

(a) The corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:

- (1) The corporation shall have perpetual succession in its corporate name.
- (2) The corporation may sue and be sued.
- (3) The corporation may have a corporate seal which it may alter at pleasure.
- (4) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations, and indemnify such corporate personnel.
- (5) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (6) 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.
- (7) The corporation may sell; convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (8) 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, pledge, 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.

- (9) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, 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.
- (10) 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.
- (11) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States of America, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
- (12) The corporation may make donations, in such amounts as the directors shall determine, for religious, charitable, scientific, literary and educational purposes.
- (13) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.
- (14) The corporation may have and exercise all powers necessary or convenient to effect 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.

- (b) The By-Laws of the corporation may provide that the directors may make, amend, or repeal the By-Laws in whole or in part.
- (c) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors and officers, and any person who serves at the request of the corporation as a director or officer of another organization or who serves at the request of the corporation in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees reasonably incurred by him in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been a director or officer of the corporation or a director or officer of another organization at the request of the corporation or serving in any capacity with respect to any employee benefit plan at the request of the corporation, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of

the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Expenses, including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit, or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors" and "officers" include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- (d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 distributing of

statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- (e) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- (f) In the event that the corporation is a private foundation as that term is defined in Section 509(a) of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Organization or the By-Laws of the corporation, the following provisions shall apply:

The directors shall distribute the 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.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

- (g) No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of an officer or director of the corporation (1) for any

breach of the officer's or director's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the officer or director derived an improper personal benefit. To the extent permitted by law, no amendment or deletion of the foregoing provision shall apply or be effective with respect to actions or omissions of any officer or director of the corporation occurring prior to the date said amendment or deletion became effective.

- (h) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or as hereafter amended.

CHUT/242787

Attachment to Articles of Organization
of
SquashBusters, Inc.

Directors (continued)

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Judith Banker	336 Harvard Street Unit F Cambridge, MA 02139	(same)
Leonard Bernheimer	73 Old Colony Road Wellesley, MA 02181	(same)
Robert C. Bray	3000 Washington Street Canton, MA 02021	(same)
Jessie Chai	38 St. Germain Street #3 Boston, MA 02115	(same)
William Doyle	16 Glen Road Wellesley, MA 02181	(same)
Roger Harris	114 Alban Street Boston, MA 02124	(same)
Malcolm MacColl	54 Pheasant Landing Road Needham, MA 02192	(same)
Thomas M. Poor	478 Beacon Street #9 Boston, MA 02155	(same)
Jose Ribeiro	3 Sheridan Street Lexington, MA 02173	(same)
A. Cushing Robinson	5 Rollins Place Boston, MA 02114	(same)
Errin Siagel	91 Brand Street Arlington, MA 02174	(same)
Mark Talbott	41 Carol Ann Avenue Wakefield, RI 02879	(same)

Andre Thomas	111 Winthrop Street Floor 2 Roxbury, MA 02119	(same)
Aileen Thompson	7 Liberty Square #835 Lynn, MA 01901	(same)
Lenard Zide	16 Harding Avenue Belmont, MA 02178	(same)

CHUT/245911

ARTICLE V

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.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) 123 Oxford Street #2
Cambridge, MA 02140

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: Greg H. Zaff	123 Oxford Street #2 Cambridge, MA 02140	(same),
Treasurer: Molly N. Downer	7 Garden Terrace Cambridge, MA 02138	(same)
Clerk: Elizabeth W. Snell	42 Meacham Road Somerville, MA 02144	(same)

Directors: (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
Greg H. Zaff	(see above)	(see above)
Molly N. Downer	(see above)	(see above)
Elizabeth W. Snell	(see above)	(see above)
John G. Nimick	56 Spooner Road Chestnut Hill, MA 02167	(same)

See attached list of Directors

c. The fiscal year of the corporation shall end on the last day of the month of: August

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, 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 principal 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 names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby ~~testify~~ ^{act} 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~~ on this September day of September 19 96.

Greg H. Zaff
Greg H. Zaff
123 Oxford Street #2, Cambridge, MA 02140

NOTE: If an already-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.

SECRETARY OF
THE COMMONWEALTH
96 SEP -9 PM 12:43
CORPORATION DIVISION

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THE COMMONWEALTH OF MASSACHUSETTS

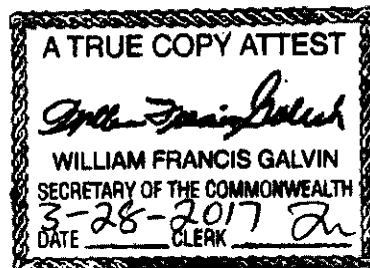
ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

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 \$35.00 having been paid, said articles are deemed to have been filed with me this 9th day of SEPTEMBER 1996

Effective date

William Francis Galvin

William Francis Galvin
Secretary of the Commonwealth



A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE
RETURNED

TO: Richard S. Chute, Esquire
Hill & Barlow
One International Place
100 Oliver Street
Boston, MA 02110

Telephone: (617) 428-3310



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:

April 10, 2017 02:19 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

