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 2017 JUN 26 AM 11:00

**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:

1. The name of the corporation is:		
<b>Springfield Empowerment Zone Partnership, Inc.</b>		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: <b>Massachusetts</b>		
3. The date of its incorporation is:	<b>November 13, 2014</b>	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is: <b>24 School St. Boston, MA 02108</b>		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name <b>C T Corporation System</b>		
Street Address (NOT a P.O. Box) <b>450 Veterans Memorial Parkway - Suite 7A</b>		
City/Town <b>East Providence</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02914</b>
6. List the specific purposes for transacting business in Rhode Island: <b>Improve educational outcomes for students attending 'Zone' public schools; develop and implement practices that seek to improve 'Zone' public education; manage funds and other assets to support schools in 'Zone'.</b>		
Check the box to indicate an attachment. <input type="checkbox"/>		

**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 <sup>m</sup>

JUN 26 2017

BY CU 306893  
 11:00

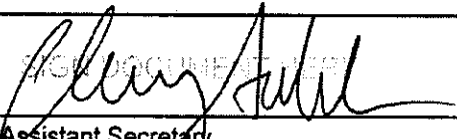
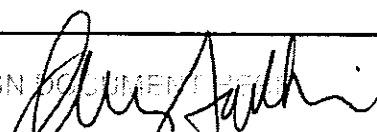
7. The names and respective addresses of its directors and officers are:

OFFICE	NAME	ADDRESS
Director	Beverly A. Holmes	84 PONDVIEW DR SPRINGFIELD, MA 01118 USA
Director	Christopher Collins	39 GREENBRIER ST. SPRINGFIELD, MA 01108 USA
Director	Daniel J. Warwick	40 ARVESTA ST SPRINGFIELD, MA 01118 USA
President	Chris Gabrieli	8 LOUISBURG SQUARE BOSTON, MA 02108 USA
Vice President		
Treasurer	Chris Gabrieli	8 LOUISBURG SQUARE BOSTON, MA 02108 USA
Secretary	Chris Gabrieli	8 LOUISBURG SQUARE BOSTON, MA 02108 USA

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 <b>Chris Gabrieli</b>	Date <b>6/9/17</b>
Signature of President OR Vice President 	
Type or Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary <b>Chris Gabrieli</b>	Date <b>6/9/17</b>
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 001 - REV. 01-15-2014

**SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.****Continuation Page 5****ARTICLE VI(b)**

	<b>NAME</b>	<b>RESIDENTIAL ADDRESS</b>	<b>POST OFFICE ADDRESS</b>
<b>President:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Treasurer:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Clerk:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Directors:</b>	Christopher Collins	39 Greenbrier Street Springfield, MA 01108	39 Greenbrier Street Springfield, MA 01108
	John H. Davis	101 Woodsley Road Longmeadow, MA 01106	101 Woodsley Road Longmeadow, MA 01106
	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
	Beverly A. Holmes	84 Pondview Drive Springfield, MA 01118	84 Pondview Drive Springfield, MA 01118
	James Morton	52 Perham Street West Roxbury, MA 02132	52 Perham Street West Roxbury, MA 02132
	Domenic J. Sarno	109 Carroll Street Springfield, MA 01108	109 Carroll Street Springfield, MA 01108
	Daniel Warwick	40 Arvesta Street Springfield, MA 01118	40 Arvesta Street Springfield, MA 01118

Filing Fee: \$35.00

Examiner

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Springfield Empowerment Zone Partnership, Inc.

### ARTICLE II

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

Please see Continuation Page 1.

C   
P   
M   
R.A.

R.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.*

### ARTICLE III

A corporation may have one or more classes of members. If it does, 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:

The corporation shall 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:

Please see Continuation Pages 2-4.

### 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.*

ARTICLE VI

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

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

24 School St., Boston, MA 02108

b. 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
President:	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
Treasurer:	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
Clerk:	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
Directors: (or officers having the powers of directors)	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108

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

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

N/A

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 180 and do hereby sign these Articles of Organization as incorporator(s) this 13 day of November, 2014.

*Matthew V. Matera*

*Melinda M. Phelps*

Matthew Matera, Incorporator

Melinda Phelps, Incorporator

24 School Street

1500 Main Street, Suite 2700

Boston, MA 02108

Springfield, MA 01115

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.

**ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, Inc.**

**Continuation Page 1**

**ARTICLE II**

The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which term shall include any corresponding section of any future federal tax code, if applicable) and §4 of Chapter 180 of the Massachusetts General Laws, as amended ("Chapter 180"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Code.

Without limiting the generality of the foregoing, the corporation's purposes shall be to:

1. Improve educational outcomes for students in Springfield, Massachusetts ;
2. Develop and implement practices that seek to improve public education, whereby children have the opportunity to succeed, and share information with other individuals and organizations about such practices; and
3. such other non-profit purposes as are permissible for a corporation organized under Chapter 180 and exempt from federal income taxation pursuant to §501(c)(3) of the Code and for corporations contributions to which are deductible under §170(c)(2) of the Code.

Notwithstanding any other provision in these Articles of Organization to the contrary, the purposes of the corporation will be limited exclusively to exempt purposes within the meaning of §501(c)(3) of the Code.

**ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, Inc.**

**Continuation Page 2**

**ARTICLE IV**

1. **Powers.** The corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in §6 of Chapter 180, §9 of Chapter 156B of the Massachusetts General Laws (except the power specified in paragraph (m) thereof), and the powers specified in §9A of said Chapter 156B, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other provision of the Massachusetts General Laws or in a manner which would adversely affect the corporation's exemption from taxation under the Code.
2. **No Private Inurement.** 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, or be distributable to any director or officer of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purpose.
3. **Restrictions on Lobbying.** 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. Notwithstanding any other provisions of these Articles of Organization, 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 §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.
4. **Private Foundation Provisions.** It is intended that the corporation shall be entitled to exemption from federal income taxation under §501(c)(3) of the Code, and shall not be a private foundation under §509(a) of the Code. In the event that the corporation is now or ever becomes a private foundation as that term is defined in §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:
  - a. 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 §4942 of the Code.

**ARTICLES OF ORGANIZATION**  
**OF**  
**SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, Inc.**

**Continuation Page 3**

- b. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code.
  - c. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code.
  - d. The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code.
  - e. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code.
5. Dissolution.
- a. Notwithstanding any other provision in these Articles of Organization to the contrary, in the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts and satisfaction of its liabilities shall be conveyed or distributed only for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
  - b. Except as otherwise required by law, upon the liquidation, dissolution or winding up of the affairs of the corporation, after its debts and obligations have been disposed of or due provision therefore has been taken by the corporation, by the affirmative vote of the board of directors of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to one or more organizations with similar purposes which qualify for exemption from taxation under §501(c)(3) of the Code at the time of distribution. Dissolution of the corporation will be in accordance with Chapter 180, §11A.
6. Limitation of Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for

**ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, Inc.**

**Continuation Page 4**

the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

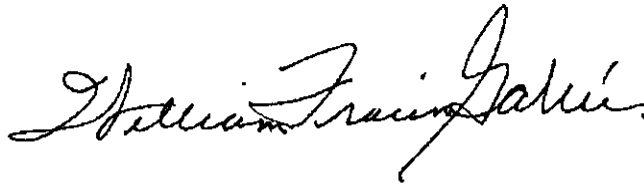
The directors and officers of the corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for any 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; and provided further that such limitation shall be effective only to the extent that the corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director or officer of the corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

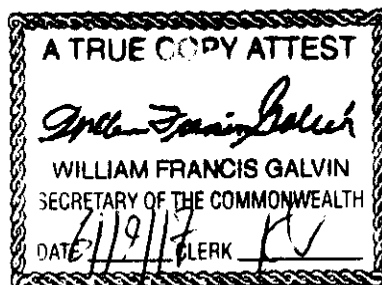
deemed to have been filed with me on:

November 13, 2014 12:48 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



IDENTIFICATION

NO. \_\_\_\_\_  
Filing Fee: \$35.00

Examiner

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

## RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

Name  
Approved

We, Christopher Gabrieli, \*President / \*Vice-President,

and Christopher Gabrieli, \*Clerk / \*Assistant Clerk,

of Springfield Empowerment Zone Partnership, Inc.  
*(Exact name of corporation)*

located at 24 School Street, Boston, MA 02108  
*(Street address of corporation in Massachusetts)*

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on June 23, 2016, by a vote of: \_\_\_\_\_ members,

6 directors, or \_\_\_\_\_ shareholders\*\*.

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 therein where there is an amendment to the Articles of Organization.

C   
P   
M   
R.A.

\*Delete the inapplicable words.  
\*\*Check only one box that applies.  
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 as long as each article requiring each addition is clearly indicated.

P.C.

**ARTICLE I**

The name of the corporation is:

Springfield Empowerment Zone Partnership, Inc.

**ARTICLE II**

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

Please see Continuation Page 1.

**ARTICLE III**

A corporation may have one or more classes of members. If it does, 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:

The corporation shall 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:

Please see Continuation pages 2-4.

*\*\*If there are no provisions, type "None".*

*Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

**ARTICLE V**

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

**ARTICLE VI**

The information contained in Article VI is not a permanent part of the Articles of Organization.

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

24 School Street, Boston, MA 02108

b. 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
President:	Please see Continuation Page 5		

Treasurer:

Clerk:

Directors:  
(or officers  
having the  
powers of  
directors)

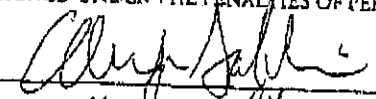
c. The fiscal year of the corporation shall end on the last day of the month of: June

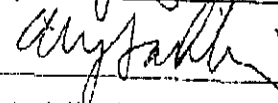
d. The name and business address of the resident agent, if any, of the corporation is: n/a

\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Please see Continuation Page 6

SIGNED UNDER THE PENALTIES OF PERJURY, this 23rd day of June, 2016

  
\_\_\_\_\_, "President / Vice-President,

  
\_\_\_\_\_, "Clerk / Assistant Clerk.

\*Delete the inapplicable words. \*\*If there are no such amendments, state "None".

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

Continuation Page 1

**ARTICLE II**

The corporation is organized and shall at all times be operated exclusively for charitable, and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which term shall include any corresponding section of any future federal tax code, if applicable) and §4 of Chapter 180 of the Massachusetts General Laws, as amended ("Chapter 180"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Code.

The corporation is formed exclusively for the benefit of the City of Springfield (the "Supported Organization") and, in connection therewith, to:

1. Improve educational outcomes for students attending the Supported Organization's public schools;
2. Develop and implement practices that seek to improve the Supported Organization's public education;
3. Provide services to, manage funds and other assets for, and otherwise support the functions of and/or to carry out the purposes of the Supported Organization;
4. Own, acquire, lease and/or maintain real estate at which the Supported Organization is located and/or at which the Supported Organization operates a facility; and
5. Engage in activities and perform functions that the Supported Organization would otherwise have to perform.

Notwithstanding any other provision in these Articles of Organization to the contrary, the purposes of the corporation will be limited exclusively to exempt purposes within the meaning of §501(c)(3) of the Code.

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

Continuation Page 2

**ARTICLE IV**

1. **Powers.** The corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in §6 of Chapter 180, §9 of Chapter 156B of the Massachusetts General Laws (except the power specified in paragraph (m) thereof), and the powers specified in §9A of said Chapter 156B, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other provision of the Massachusetts General Laws or in a manner which would adversely affect the corporation's exemption from taxation under the Code.

Notwithstanding any other provisions of these Articles of Organization, 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 §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

2. **No Private Inurement.** 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, or be distributable to any director or officer of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purpose.
3. **Restrictions on Lobbying.** 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.
4. **Private Foundation Provisions.** It is intended that the corporation shall be entitled to exemption from federal income taxation under §501(c)(3) of the Code, and shall not be a private foundation under §509(a) of the Code. In the event that the corporation is now or ever becomes a private foundation as that term is defined in §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:
  - a. 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 §4942 of the Code.
  - b. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code.
  - c. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code.

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

Continuation Page 3

- d. The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code.
  - e. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code.
5. Dissolution.
- a. Notwithstanding any other provision in these Articles of Organization to the contrary, in the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts and satisfaction of its liabilities shall be conveyed or distributed only for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
  - b. Except as otherwise required by law, upon the liquidation, dissolution, or winding up of the affairs of the corporation, after its debts and obligations have been disposed of or due provision therefore has been taken by the corporation, by the affirmative vote of the board of directors of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to one or more organizations with similar purposes which qualify for exemption from taxation under §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for a public purpose, at the time of distribution. Dissolution of the corporation will be in accordance with Chapter 180, §11A.
6. Limitation of Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

The directors and officers of the corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for any 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; and provided further that such limitation shall be effective only to the extent that the corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

**Continuation Page 4**

adversely affect the rights and protection afforded to a director or officer of the corporation under this Article for acts or omissions occurring prior to such amendment or repeal.

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

Continuation Page 5

**ARTICLE VI(b)**

	<b>NAME</b>	<b>RESIDENTIAL ADDRESS</b>	<b>POST OFFICE ADDRESS</b>
<b>President:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Treasurer:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Clerk:</b>	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
<b>Directors:</b>	Christopher Collins	39 Greenbrier Street Springfield, MA 01108	39 Greenbrier Street Springfield, MA 01108
	John H. Davis	101 Woodsley Road Longmeadow, MA 01106	101 Woodsley Road Longmeadow, MA 01106
	Christopher Gabrieli	8 Louisburg Square Boston, MA 02108	8 Louisburg Square Boston, MA 02108
	Beverly A. Holmes	84 Pondview Drive Springfield, MA 01118	84 Pondview Drive Springfield, MA 01118
	James Morton	52 Perham Street West Roxbury, MA 02132	52 Perham Street West Roxbury, MA 02132
	Domenic J. Sarno	109 Carroll Street Springfield, MA 01108	109 Carroll Street Springfield, MA 01108
	Daniel Warwick	40 Arvesta Street Springfield, MA 01118	40 Arvesta Street Springfield, MA 01118

**RESTATED ARTICLES OF ORGANIZATION  
OF  
SPRINGFIELD EMPOWERMENT ZONE PARTNERSHIP, INC.**

Continuation Page 6

**The foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles:**

Article II: The second paragraph has been amended.

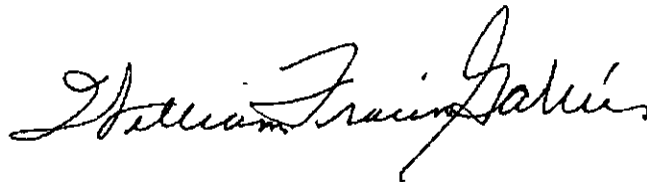
Article IV: Section 5(b) has been amended to insert the phrase "or shall be distributed to the federal government, or to a state or local government, for a public purpose" before the phrase "at the time of distribution" in the second to last sentence.

Article VI(b): The directors have changed.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

July 27, 2016 10:45 AM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

