

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

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

Examiner

RESTATED ARTICLES OF ORGANIZATION**(General Laws, Chapter 180, Section 7)**Name
ApprovedWe, Suzy Tompkins, *President / ~~*Vice President~~,and Hannah Knowles, *Clerk / ~~*Assistant Clerk~~,of Merriam Community Parent Teacher Organization, Incorporated,
(Exact name of corporation)located at 11 Charter Road, Acton MA 01720,
(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 _____, 20 _____, by a vote of: _____ members,

_____ 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.
- By petition under M.G.L. c. 180 § 7A

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:

Parker Damon Parent Teacher Organization, Inc.

ARTICLE II

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

Parker Damon Parent Teacher Organization, Inc. is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or of the corresponding provisions of any subsequent federal tax laws. In particular, and without limiting the foregoing, Parker Damon Parent Teacher Organization, Inc. is dedicated to supporting the education of children at the Parker Damon School by fostering relationships among the school, parents, and teachers.

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 classes of members, the manner of their election or appointment and their qualifications and rights (including voting rights) of the corporation's members shall be determined as set forth in the corporation's bylaws.

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 Attachment Sheets to Article IV attached hereto and made a part hereof.

***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.

Attachment Sheets

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 officers, are as follows:

- (a) In addition to the powers granted to the corporation by Massachusetts General Laws Chapter 180, as amended (“Chapter 180”), the corporation shall have and may exercise in furtherance of its corporate purposes the powers specified in Section 9A of Massachusetts General Laws Chapter 156B, as amended.
- (b) The corporation may hold meetings of its members by any means permitted by Chapter 180 and, if held at a physical location, such meetings may be held anywhere within the United States.
- (c) The power to make, amend or repeal the corporation’s bylaws shall be in the members; provided, however, that the bylaws may provide that the directors may also make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law, the articles of organization or the bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the directors of any bylaw, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the bylaws. Any bylaw adopted by the directors may be amended or repealed by the members.
- (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 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 purposes as set forth in Article II, provided that no payment shall be made that is an excess benefit under Section 4958 (or, in the case of a private foundation, as applicable, that constitutes self-dealing as defined in Section 4941), of the Internal Revenue Code of 1986 as the same may be amended from time to time (the “Code”). 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 be entitled to and qualify for exemption from federal income tax under Section 501(c)(3) of the Code and not be a private foundation under Section 509(a) of the Code.

Parker Damon Parent Teacher Organization, Inc.
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- (e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for charitable and educational purposes, as such terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for such purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax, that contributions to it shall be deductible pursuant to Sections 170(c) and 501(c)(3) of the Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- (f) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of these Articles of Organization or the bylaws of the corporation, the following provisions shall apply:
 - (i) The corporation 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 Code.
 - (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.
- (g) Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Office of the Attorney General of the Commonwealth of Massachusetts or the Supreme Judicial Court of the Commonwealth of Massachusetts, as applicable, pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation; provided, however, that upon dissolution of the corporation, the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as a majority of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.
- (h) No officer or director of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by

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applicable law (i) for a breach of the director'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 officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph which restricts or limits the limitation on liability provided thereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

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:

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:	See attachment sheet to Article VI		

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: **August**

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:**

Changing the corporation's name (Art. I) and purposes (Art. II) to reflect the fact that it now serves the Parker Damon School, which has subsumed the Merriam School; clarifying that the corporation has members (Art. III); and adding a provision on the corporation's powers under MGL Ch. 180, provisions required by or advisable under the U.S. Internal Revenue Code, and a provision limiting certain liability of officers and directors (Art. IV)

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 26,

Suzy Tompkins, *President / ~~*Vice President,~~

Hannah Knowles, *Clerk / ~~*Assistant Clerk.~~

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

Attachment Sheet

ARTICLE VI

Title	Name	Address
President	Suzy Tompkins	11 Charter Road, Acton, MA
Treasurer	Nick Townley	11 Charter Road, Acton, MA
Clerk	Hannah Knowles	11 Charter Road, Acton, MA
Director (Co-Chair)	Suzy Tompkins	11 Charter Road, Acton, MA
Director (Co-Chair)	Liz Saltz	11 Charter Road, Acton, MA
Director	Nick Townley	11 Charter Road, Acton, MA
Director	Hannah Knowles	11 Charter Road, Acton, MA
Director	Kim Canuette Grimaldi	11 Charter Road, Acton, MA

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within Restated Articles of Organization and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____.

Effective Date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Telephone: _____

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.