

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Falmouth Public Library Fund

ARTICLE II

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

See attached Continuation Sheets II-1 and II-2

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 set forth below:

None

ARTICLE IV

Other lawful provisions, in 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 any class of members are as follows:

See attached Continuation Sheets IV-1 through IV-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.

Continuation Sheets for ARTICLE II

(a) To promote and advocate for the construction, maintenance, support and improvement of public library buildings, grounds, collections, programs, services, furnishings, technology and equipment in the Town of Falmouth, Massachusetts, that comprise the Falmouth Public Library System including its Branches regularly open to the public and to promote and encourage free public access to library materials and information.

(b) To educate the community regarding the need for public libraries and the benefits to the community of the provision of public libraries for the benefit of all persons.

(c) To provide facilities, personnel and funds to conduct studies, research or surveys regarding any and all matters related to the library needs and goals of the residents of the Town of Falmouth in the Commonwealth of Massachusetts.

(d) To participate in or act in conjunction with any program or entity created by the Town of Falmouth or any state or federal program, or governmental entity for the purpose of creating, developing, maintaining or financing public libraries.

(e) To assist, coordinate with and further the purposes of the Falmouth Public Library.

(f) To apply for and receive loans, grants or other funds and contributions from any public, private, quasi-private corporation or organization, from any governmental entity or from individual or Trust to construct, manage, maintain, support and improve public libraries owned by the Town of Falmouth.

(g) To develop and recommend programs designed to promote the use of public libraries owned by the Town of Falmouth and to educate the public relative to these programs and options.

(h) To solicit, receive or acquire by gift, devise, bequest, lease, purchase or in any other manner, to own, hold, use, maintain, improve and operate, and to sell, lease convey, and otherwise dispose of any land, buildings, money or other property, real or personal, owned by the Fund, in furtherance of any of the foregoing purposes to the extent permitted by law.

(i) To engage in such other non-political, civic, literary or educational activities consistent with the above enumeration of purposes and powers as the corporation may from time to time determine, consistent with Chapter 180 of the Massachusetts General Laws and Section 501(c) (3) of the Internal Revenue Code, as they may be amended from time to time.

(j) To undertake any activity incidental to the purposes above enumerated, consistent with Chapter 180 of the Massachusetts General Laws and Section 501 (c) (3) of the Internal Revenue Code, as they may be amended from time to time.

Continuation Sheets for ARTICLE IV

(a) In addition to the powers granted to the corporation by the Massachusetts General Laws Chapter 180, as amended, the corporation shall have and may exercise in the furtherance of its corporate purposes each of the powers specified in Section 9A of Massachusetts General Laws Chapter 156B, as amended.

(b) The Directors may make, amend or repeal the By-Laws in whole or in part.

(c) The corporation may be a partner in any enterprise that it would have power to conduct by itself.

(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 benefit of any officer or Director of the corporation or any private individual or be appropriated for any purpose 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 the services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in ARTICLE II. 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 any candidate for public office. It is intended that the corporation shall be entitled to qualify for exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code as the same may be amended from time to time ("the Code") and shall not be a private foundation under Section 509(a) of the Code.

(e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, or literacy purposes in support of the Falmouth Public Libraries owned by the Town of Falmouth, as said terms have been and shall be defined pursuant to Section 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 said educational, charitable or literary purposes, as so defined, it being the intent that this corporation shall be exempt from federal income tax and that the contributions to it shall be deductible pursuant to said sections of said 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 the Articles of Corporation or the By-Laws of the corporation, the following provisions shall apply:

The corporation shall distribute their 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.

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) if 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 Supreme Judicial Court of the Commonwealth of Massachusetts 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 then in office, provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary , involuntary or by operation of law) the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170 (c) of the Code and that qualify as exempt from income tax under Section 501 (c) (3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of Directors of the corporation may vote to designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, literary or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

(h) Subject to the provisions of paragraphs (d) and (e) of this ARTICLE IV, no contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such corporation, association or partnership or (ii) any one or more of the officers or Directors of this corporation is an officer, director or partner of such other corporation, association or partnership or (iii) any officer or Director of this corporation, individually or with others , is a party to or is interested in such contract or transaction. Any Director of this corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying and such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.

(i) No officer or Director of the Corporation shall be personally liable to the corporation for monetary damages 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 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 that involve intentional misconduct or knowing a violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or Director for any act of 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 (i) that 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 Director occurring prior to the date said amendment or deletion became effective.

(j) The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk, or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such a capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation or, to the extent that such matters relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this article, and each Director and officer of the corporation approving such payment shall be wholly protected if:

- (i) the payment has been approved or ratified (1) by a majority vote of the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that matter is not possible, appointed by a majority of the full Board of Directors then in office; or
- (iii) the Directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or
- (iv) a court having jurisdiction shall have appointed payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This paragraph, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this paragraph that adversely affects the rights of an Indemnified Officer under this paragraph shall apply to that Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

The effective date 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 office of the corporation *in Massachusetts* is:

300 Main Street, Falmouth, MA 02540

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:	Otis M. Porter	196 Siders Pond Rd. Falmouth, MA 02541	P.O. Box 55
Treasurer:	Jerome S. Fanger	68 Cliff Road Falmouth, MA 02540	same
Clerk:	Sylvia L. Szulkin	15 Summerwind Lane N Falmouth, MA 02556	same
Directors:	NA		

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

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

I/We , the below signed incorporator(s) , do hereby certify under the pains and penalties that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby 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 ___ day of _____201_

Otis M. Porter
196 Siders Pond Rd.
Falmouth, MA
02541

Jerome S. Fanger
68 Cliff Rd.
Falmouth, MA
02540

Sylvia L. Szulkin
15 Summerwind Ln.
N Falmouth, MA
02556