



IDENTIFICATION

NO. 046072895

Filing Fee: \$35.00

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
ApprovedWe, Wayne H. Davis, *President / *Vice President,and Terumi Irizawa, *Clerk / *Assistant Clerk,of The Lexington Arts and Crafts Society, Inc.

(Exact name of corporation)

located at 130 Waltham Street, Lexington, MA 02421

(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 March 23, 2019, by a vote of: 209 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.

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:

The Lexington Arts and Crafts Society, Inc.

ARTICLE II

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

See continuation page 2A attached hereto and incorporated herein by reference.

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:

As set forth in the By-laws of the Corporation.

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 continuation pages 4A-4C attached hereto and incorporated herein by reference.

***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 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.

Not applicable.

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:

130 Waltham Street, Lexington, MA 02421

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:	Wayne H. Davis	See continuation p.6A attached hereto and incorporated herein by reference.	
Treasurer:	Peter Bain	See continuation p.6A attached hereto and incorporated herein by reference.	
Clerk:	Terumi Irizawa	See continuation p.6A attached hereto and incorporated herein by reference.	
Directors: (or officers having the powers of directors)		See continuation p.6A attached hereto and incorporated herein by reference.	

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

d. The name and business address of the resident agent, if any, of the corporation is: **Not applicable.**

****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:**

See continuation page X attached hereto and incorporated herein by reference.

SIGNED UNDER THE PENALTIES OF PERJURY, this 28 day of March, 2019.

Wayne H. Davis  , *President / *Vice President,

Terumi Irizawa  , *Clerk / *Assistant Clerk.

*Delete the inapplicable words.

**If there are no such amendments, state "None".

THE LEXINGTON ARTS AND CRAFTS SOCIETY, INC.

Attachment to Restated Articles of Organization

CONTINUATION PAGE 2A

ARTICLE II

This Corporation is organized exclusively for charitable, educational and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding provision(s) of any future United States Internal Revenue Law ("**Section 501(c)(3)**"). The purposes of this Corporation are to:

- (a) preserve and promote education and excellence in traditional and contemporary arts and crafts, and seek to support, encourage and inspire artisans at all stages of their creative journey and to promote art in the community; and
- (b) engage in and carry on any such other activities in furtherance of such purposes as corporations organized under Chapter 180 of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law ("**Chapter 180**"), may conduct, but only to the extent that such activities shall be permitted under Section 501(c)(3) of the Code.

In furtherance of such purposes, subject to the restrictions and limitations herein contained, this Corporation shall have and may exercise all of the powers necessary or convenient to effect any or all of the purposes for which this Corporation is formed, including all of the powers specified in Section 9 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts (except the powers specified in paragraph (m) thereof), or the corresponding section(s) of any future successor corporation law applicable to corporations organized under Chapter 180, and the power to be a partner in any enterprise in which this Corporation would have the power to conduct itself, *provided, however*, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or inconsistent with the exemption from federal income tax under Section 501(c)(3) of the Code.

Except to the extent permitted by Section 501(h) of the Code, or the corresponding section(s) of any future United States federal tax law, or by Section 501(c)(3) of the Code, no substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene (including through the publishing or distribution of statements) in any political campaign in favor of or opposing any candidate for public office. Notwithstanding any other provision of these Articles of Organization, as the same hereafter may be amended (these "**Articles of Organization**"), this Corporation shall not carry on any activities not permitted to be carried on (a) by an organization 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.

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CONTINUATION PAGE 4A

ARTICLE IV

1. No part of the assets or net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to (i) pay reasonable compensation for services rendered, (ii) reimburse reasonable expenses incurred on behalf of and for the benefit of this Corporation, and (iii) make payments and distributions in furtherance of this Corporation's purposes set forth in Article II hereof.

2. To the fullest extent permitted by law no director or officer of this Corporation shall be personally liable to this Corporation or its members, for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; *provided, however*, that this provision shall not eliminate the liability of an officer or director, to the extent such liability is imposed by applicable law, for (i) any breach of the officer's or director's duty of loyalty to this Corporation or its members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

3. Neither the Board of Directors nor the members, nor any individual member nor any member of the Board of Directors nor any officer of this Corporation shall have power to bind individual members or individual directors or officers of this Corporation personally. All persons, corporations or other entities extending credit to, contracting with, or having any claim against this Corporation shall look only to funds and property of this Corporation for 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 come due and payable to them from this Corporation, so that neither the members nor the directors nor the officers, present or future, shall be personally liable therefore.

4. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer of this Corporation, or any concern in which any director or officer has any interest, or any individual having any interest in such concern, may be a party or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this Corporation and:

- (a) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

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CONTINUATION PAGE 4B

ARTICLE IV

- (b) no such director, officer or individual shall be liable to account to this Corporation for any profit or benefit realized through such contract, transaction or act; and
- (c) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any such contract, transaction or act was fair to this Corporation at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. For purposes of this paragraph 4, the term "interest" includes personal interest and also interest as a director, officer, stockholder, shareholder, partner, trustee, member or beneficiary of any concern; and the term "concern" means any corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

5. The directors of this Corporation may make, amend or repeal, in whole or in part, the Bylaws of this Corporation, except with respect to any provision thereof which the Bylaws require action by the Members, (a) provided that notice of the nature of the proposed amendment is given in the call of the meeting at which such vote is taken or each director waives such notice or attends such meeting, or (b) the directors act by unanimous written consent; provided, however, such power to make, amend or repeal the Bylaws of this Corporation shall not be exercised in a manner inconsistent with Chapter 180 or with the exemption from federal income taxation under Section 501(c)(3) of the Code.

6. It is intended that this Corporation shall be entitled to qualify for exemption from federal income tax under 501(c)(3) of the Code and that it shall not be a private foundation under section 509(a)A of the Code. During any period of time in which this Corporation is or may be deemed to be a private foundation as defined in Section 509(a) of the Code and notwithstanding any other provision of these Articles of Organization or the Bylaws of this Corporation, this Corporation shall at all times conduct its affairs as follows:

- a. This 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 Code, or the corresponding section(s) of any future United States federal tax law.

- b. This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section(s) of any future United States federal tax law.

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CONTINUATION PAGE 4C

ARTICLE IV

- c. This Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section(s) of any future United States federal tax law.
 - d. This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section(s) of any future United States federal tax law.
 - e. This Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or the corresponding section(s) of any future United States federal tax law.
7. To the fullest extent permitted by law this Corporation shall indemnify each of its directors and officers from and against all claims and liabilities by reason of having served in such capacity, and this Corporation shall have the power to indemnify its members, directors, officers, employees, agents, volunteers and other persons to the fullest extent legally permissible, but only to the extent that the status of this Corporation as exempt from federal income tax as an organization described in Section 501(c)(3) of the Code is not affected thereby.
8. This Corporation may at any time authorize its dissolution by affirmative vote of a majority of the total number of directors then in office and the approval by affirmative vote of a majority of its then current members; *provided, however*, that except as otherwise provided by law, in the event of any liquidation, dissolution, termination or winding up of this Corporation (whether voluntary, involuntary or by operation of the law), the property or assets of this Corporation remaining after providing for the payment of its debts, liabilities and obligations shall be conveyed, transferred, distributed and set over outright to one or more charitable, educational or scientific institution(s) or organization(s), created and organized for nonprofit purposes and in a geographic area similar to those of this Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Code (and in such proportions and in such manner) as a majority of the directors of this Corporation then in office may by vote then designate, as approved by the affirmative vote of a majority of the then current members of this Corporation, and in such manner so that such remaining assets may be applied to charitable, educational or scientific purposes in accordance with the doctrine of *cy pres* in all respects, and in each case as a court having jurisdiction in the premises, or a governmental body having authority in such circumstances, may approve or direct.

9. Persons of all races, religions, genders and national origins shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race, religion, gender or national origin in administering its policies and programs.

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Attachment to Restated Articles of Organization

CONTINUATION PAGE 6A

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

Title	Name	Residential Address	Post Office Address
President	Wayne H Davis	739 Concord ST Carlisle, MA 01741	same
Vice President	Katina Leodas	92 Oxford St Arlington, MA 02474	same
Treasurer	Peter Bain	68 Hancock St Lexington, MA 02421	same
Clerk	Terumi Irizawa	5 Deerpath LN Reading, MA 01867	same
Director	Mireille Gart	3 Myers LN Bedford, MA 01730	same
Director	Louise Hara	739 Concord Street Carlisle, MA 01741	same
Director	Bruce Neumann	3 Ellen Dana CT Lexington, MA 02420	same
Director	Jennifer Pyle	70 North Ave Weston, MA 02493	same
Director	Rachel Rosenblum	36 Locust Ave Lexington, MA 02421	same
Director	Wayne H Davis	739 Concord ST Carlisle, MA 01741	same
Director	Lauri Hugentobler	201 East ST Lexington, MA 02420	same
Director	Peter Kelley	24 Forest ST Lexington, MA 02421	same
Director	Matthew Siegal	24 Lane AVE Bedford, MA 01730	same
Director	Lee Webster	22 Forest St Lexington, MA 02421	same
Director	Todd Carey	4 Ledge lawn AVE Lexington, MA 02420	same
Director	Peter Bain	68 Hancock St Lexington, MA 02421	same
Director	Nancy H Cornelius	439 Baldwin RD Carlisle, MA 01741	same
Director	Katina Leodas	92 Oxford St Arlington, MA 02474	same
Director	Susan St. Maurice	6 Bonnievale Dr Bedford, MA 01730	same
Director	Virginia R Chomitz	1 Moon Hill RD Lexington, MA 02421	same

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Attachment to Restated Articles of Organization

CONTINUATION PAGE X

These Restated Articles of Organization include the following amendments to the Corporation's Articles of Organization:

- A. The Articles of Organization have been restated and updated generally.
- B. Article II has been restated to include clarifying language regarding powers and limitations under applicable nonprofit law and to clarify and restate the Corporation's purposes.
- C. Article IV has been restated to include a provision eliminating the liability of directors and officers to the extent permitted by law and to include and clarify other provisions applicable to the Corporation.

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THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

#2142

I hereby approve the within Restated Articles of Organization and,
the filing fee in the amount of \$ 35⁰⁰ having been paid, said
articles are deemed to have been filed with me this 4th day of
April, 20 19.

Effective Date: _____

SECRETARY OF THE
COMMONWEALTH

2019 APR -4 AM 10:49

CORPORATIONS DIVISION



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

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