

Examiner

Name

Approved

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Northbridge Community Television, Inc.

ARTICLE II

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

The purposes of the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including as the primary purpose the operation of a community television studio for public, educational, and governmental access, and said studio shall provide Northbridge schools, residents and Northbridge-based organizations with access and training as customary for a community studio under the access sections of the federal Cable Act, Chapter 47 of the United States Code, Section 531, and will particularly provide training in and access to the use of community television facilities, channels and related media and technology, to enhance community, school and municipal community information and communication through use of said facilities and channels. The purposes of the Corporation shall include those activities customary for a community and school studio access organization and lawful activities incidental thereto and which are consistent with the limitations of Section 501(c)(3) of the Internal Revenue Code.

C ☐
P ☐
M ☐
R.A. ☐

P.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:

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 annexed Attachment to Article IV incorporated herein by reference (provisions required for tax exempt status under Section 501(c)(3) of the Internal Revenue Code).

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.

ATTACHMENT TO ARTICLE IV

The following are adopted as required for tax exempt status under Section 501(c)(3) of the Internal Revenue Code:

- (a) No part of the assets of the Corporation shall inure to the benefit of any Officer, Member, Director or Trustee of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to the organization) and no Officer, Member, Director, or Trustee shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization, it is intended that the Corporation shall be entitled to exemption from federal income tax under Section 501(c)(3), and related laws and regulations of the Internal Revenue Code.
- (b) Except to the extent permitted by Sections 501 and applicable subsections of the Internal Revenue Code, no substantial part of the activities of the Corporation shall consist of the carrying of propaganda or otherwise attempting to influence or participating or influencing (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) The Corporation may authorize for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of 2/3 of the total number of the Members of the Corporation present and legally qualified to vote in meetings of the Corporation; 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, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright to one or more charitable or educational institutions or organizations selected by said Corporation and created and organized for one or more nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of said Code as said Section may be applied to charitable, scientific, or educational purposes.
- (d) Except as may be otherwise required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code which is organized for one or more of the purposes of the Corporation set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.

Notwithstanding any other provisions of these articles, the Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not intended to be carried on by an organization exempt from income tax under said

Code or corresponding provisions of any subsequent federal tax laws. No amendment to these Articles of Incorporation shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific or educational purposes, or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal or state taxes.

- (e) In any taxable year in which the Corporation is a private foundation as described in IRC 509(a), the Organization shall distribute income for the said period at such time and in such manner as not to subject it to taxation under IRC 4942. Moreover, the Organization shall not: (a) engage in any act of self-dealing as defined in IRC 4941(b); retain any excess business holdings as defined in IRC 4943(c); (c) make any investments in such a manner as to subject the Organization to taxation under IRC 4944; or (d) make any taxable expenditures as defined IRC 4945(d) or corresponding provisions of any subsequent federal taxation laws.
- (f) The Corporation shall at all times maintain non-discriminatory membership rules and access to its facilities.

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:

Northbridge Town Hall, 7 Main Street, Whitinsville, MA 01588

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

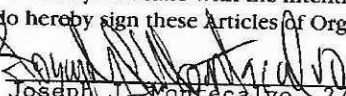
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Joseph J. Montecalvo	279 N. Main St., Whitinsville, MA 01588	
Treasurer:	Charles Ampagoomian	41 Henry St., Whitinsville, MA 01588	P.O. Box 122
Clerk:	Daniel J. Nolan	14 Alana Drive, Northbridge, MA 01534	
Directors: (or officers having the powers of directors)	Harry Berkowitz	294 Benson Rd., Northbridge, MA 01534	
	Sharron Ampagoomian	41 Henry St., Whitinsville, MA 01588	P.O. Box 122
	Ronald Guillaume	267 Rumonoski Dr., Northbridge, MA 01534	
	Steven Holm	31 Forsythe Farm Rd., Northbridge, MA 01534	
	Leeann Hansson	24 Michael Lane, Whitinsville, MA 01588	


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

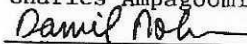
d. The name and business address of the resident agent, if any, of the corporation is:

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 9th day of February, 20 09.


Joseph J. Montecalvo, 279 N. Main Street, Whitinsville, MA 01588


Charles Ampagoomian, 41 Henry Street, P.O. Box 122, Whitinsville, MA 01588


Daniel J. Nolan, 14 Alana Drive, Northbridge, MA 01534

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.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

RECEIVED
MAR 10 2009
COMMONWEALTH
CORPORATIONS DIVISION

I hereby certify that, upon examination of these 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 having been paid, said articles are deemed to have been filed with me this 9 day of March 20 09.

1078970

Effective date: MARCH 9 2009

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

William Hewig III, Esq.

Kopelman and Paige, P.C.

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

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CORPORATIONS DIVISION