

20079

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 10/24/80 CLERK EC

I hereby certify that, upon an examination of the within-written 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 \$30.00 having been paid, said articles are deemed to have been filed with me this 24th day of October 1980

Effective date

MICHAEL JOSEPH CONNOLLY
Secretary of State

FS

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

RICHARD HELLER, ESQ.

133 FEDERAL STREET

BOSTON, MASSACHUSETTS 02110

Telephone 482-2621

Filing Fee \$30.00

Copy Mailed

11-3-80

Examiner

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

103143

NAME

RESIDENCE

include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Richard Heller

2 Hawthorne Place, Apt. 12F
Boston, Massachusetts 02114

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

Name
Approved

1. The name by which the corporation shall be known is:

New England Swimming, Inc. ✓

2. The purposes for which the corporation is formed is as follows:

To promote and develop competitive swimming and swimming in benefit of swimmers of all ages and abilities in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur (FINA), U.S. Swimming, Inc. and local swimming groups.

C ☐
P ☒
M ☐
P.A. ☐

80-305022

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:

(SEE ATTACHED)

- *4. 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:

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:

1. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

2. Distribution of Assets on Dissolution. Upon dissolution of the corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, as now in force or afterwards amended, as the directors (or trustees) of the corporation shall determine. Any such assets not so distributed shall be distributed by the Court of the County in which the registered office of the corporation is then located to another organization to be used in such manner as in the judgment of such Court will best accomplish the general purposes for which the corporation was organized.

(CONTINUED ON ATTACHED SHEET)

*If there are no provisions state "None".

3.

1. Group Members

a. Swim organizations which have joined and are in good standing as members of the Local Swimming Committee and who have athletes registered to represent said organization in competitive swimming.

b. Organizations which conduct a program in swimming or are composed of persons joined together in support of swimming or some aspect of it.

c. Each group member shall appoint a representative to the House of Delegates of the Corporation.

2. Individual Members

a. Those individuals who are athletes, coaches, official administrators, or persons otherwise interested in the programs of the Corporation and who are either members of U.S. Swimming, Inc. or registered as athletes in the sport of swimming.

b. Those individuals who reside within the New England region and who have contributed a. amount of money so designated in the By-Laws to the Corporation or to United States Swimming, Inc. Said members are entitled to attend meetings but shall have no vote.

c. An athlete representative and an alternate will be elected annually to the House of Delegates at the New England Senior Long Course Swimming Championship by a majority of swimmers present or by a local athlete's organization if in existence. Similarly, a coaches' representative and an alternate will be elected annually to the House of Delegates at the New England Senior Long Course Swimming Championship by a majority of coaches present or by a local coaches' organization if in existence.

4.

3. Prohibited Activities

a. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

b. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

c. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

d. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. Accumulation of Income

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 Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

5. By-Laws

The By-Laws of the Corporation may provide that the directors may also make, amend or repeal the By-Laws, in whole or in part, except with respect to any provisions thereof which by law, the articles of organization or the By-Laws require action by the members.

6. Additional Powers

The Corporation shall have power in furtherance of its corporate purposes, not in violation of the prohibitions set forth in paragraph 3:

a. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

b. To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security

interest in, all or any of its property, or any interest therein, wherever situated;

c. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

d. To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

e. To do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States.

f. To be an incorporator of other corporations of any type or kind; and

g. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180 of the Massachusetts General Laws or the general laws of the Commonwealth.

h. If and to the extent authorized by its articles of organization, a Corporation may be a partner in any business enterprise which said Corporation would have power to conduct by itself.

- a. The post office address of the initial principal office of the corporation in Massachusetts is:

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

Directors: (or officers having the powers of directors)

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.