


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:

Spastic Paraplegia Foundation, Inc.

ARTICLE II

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

- a) To promote, and to fund through the issuance of grants, scientific research to develop cures for hereditary spastic paraplegia, primary lateral sclerosis, Pelizaeus-Merzbacher disease, Silver syndrome, Troyer syndrome, and related disorders (hereinafter "the disorders") which are rare, related neurological disorders.
- b) To develop and create educational materials about the disorders for distribution to patients, their families and caregivers, physicians, and the general public.
- c) To organize, sponsor and provide educational symposia, lectures, and meetings about the disorders to patients, their families and caregivers, physicians, and the general public.
- d) To provide free counseling to patients with one of the disorders, as well as to their families and caregivers.
- e) To carry on any other activity in support of and to benefit the above purposes as may be carried out by an organization described in section 501(c)(3) of the Internal Revenue Code and by a corporation organized under chapter 180 of the Massachusetts General Laws.

C	<input type="checkbox"/>
P	<input type="checkbox"/>
M	<input type="checkbox"/>
R.A.	<input checked="" type="checkbox"/>

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P.O.

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:

N/A

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 IV.

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.

Article IV

Other lawful provisions 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 (if any) or of any class of members, are as follows:

(a) Subject to all the limitations set forth in, or referred to by other provisions of these Articles, this corporation shall have, and may exercise in furtherance of its corporate purposes, (1) all of the powers specified in section 6 of chapter 180 and sections 9 and 9A of chapter 156B of the Massachusetts General Laws, except those powers referred to in paragraph (m) of section 9 which do not apply to charitable corporations, and (2) all other lawful powers necessary or convenient to affect any or all of the purposes for which the corporation was formed; provided always that no such power shall be exercised in a manner inconsistent with (i) chapter 180 or any other chapter of the Massachusetts General Laws, and (ii) the exemption from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

(b) This corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that also qualify as section 501(c)(3) organizations.

(c) No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or any other private individual, or any organization organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as stated above); no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code; and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code.

(d) The corporation shall make no contribution for other than charitable, scientific, or educational purposes.

(e) The directors may make, amend or repeal the By-laws in whole or in part, except where action by the members, if any, is required by law or the By-laws.

- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) Notwithstanding any other provisions of these Articles of Organization, the corporation must act, or refrain from acting, in any manner as is specified in chapter 68A of the Massachusetts General Laws.
- (h) In the event that the corporation is a private foundation as that term is defined in section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Organization or the By-laws of the corporation, the following provisions shall apply:
- The directors 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 Internal Revenue Code.
- The directors shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.
- (i) Upon the liquidation or dissolution of the corporation, the board of directors, after payment of all of the liabilities of the corporation or due provision therefor, shall distribute, in any proportion considered prudent, all the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes. In all events, the corporation shall comply with the provisions of chapter 180 of the Massachusetts General Laws.
- (j) In administering its programs and activities, the corporation shall not discriminate on the basis of sex, age, race, national origin or religion.
- (k) Except as otherwise specifically provided by the By-laws of the corporation, meetings of the members, if any, and the directors of the corporation may be held anywhere in the United States.

(l) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, nor shall any director or officer be under any liability to the corporation on account of any such contract or transaction if:

(1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors or a committee thereof.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

(m) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under section 501(c)(3) of the Internal Revenue Code is not adversely affected thereby, indemnify any person serving or who has served as a director, officer, employee or other agent of the corporation, or at his or her request as a director, officer, employee or other agent of any organization, or at his or her request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he may be threatened, while in office or thereafter, by reason of his or her being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an

employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such components and indemnification therefor shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all disinterested directors;
- (iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this article, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of nor affect any other rights to which any such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than the persons designated in this article may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein, the terms "person", "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested"

director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or enforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and enforced to the fullest extent permitted by law.

(n) No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the liability of a director or officer, to the extent that such liability is imposed by applicable law, shall not be eliminated (1) for any breach of the director's or officer's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the director or officer derived an improper personal benefit. The directors and the officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the 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 become due or payable to them from the corporation. No amendment or repeal shall deprive a director or officer of this benefit for acts or omissions prior to amendment.

(o) All references herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

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:
95 Campion Road, North Andover, MA 01845

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:			
Treasurer:		See attachment VII (b)	
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: **December.**

d. The name and business address of the resident agent, if any, of the corporation is:
Mark Weber, Esquire, 95 Campion Road, North Andover, MA 01845

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 15th day of January, 20 02.



Mark Weber, Esq., 95 Campion Road, North Andover, MA 01845

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.

Article VII (b)

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

President: Mark Weber 95 Campion Road, North Andover, MA 01845
Vice-President: Kathi Geisler 209 Park Road, Chelmsford, MA 01824
Treasurer: David Lewis 177 Almond Ridge Drive, Fortson, GA 31808
Secretary: Marlene Doolen 7403 Fireoak Drive, Austin, TX 78759

Directors:

Dianna Dal Aguilar 1241 Los Rios Drive, Carmichael, CA 95608
Doug Brand 4785 57th Terrace No., St. Petersburg, FL 33714
Marlene Doolen 7403 Fireoak Drive, Austin, TX 78759
Kathi Geisler 209 Park Road, Chelmsford, MA 01824
David Lewis 177 Almond Ridge Drive, Fortson, GA 31808
Annette Lockwood 8013 Oak Bridge Lane, Fairfax Station, VA 22039
Mark Weber 95 Campion Road, North Andover, MA 01845

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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 \$ 200 having been paid, said articles are deemed to have been filed with me this 15 day of January 20 02.

FILED

JAN 15 2002

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Mark Weber Esq.

95 Campion Rd.

North Andover, MA 01845-1231

Telephone: (978) 258-0712