



The Commonwealth of Massachusetts
William Francis Galvin

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Special Instructions

Articles of Organization
(General Laws, Chapter 180)

Federal Identification Number: 260083405

ARTICLE I

The name of the corporation is:
ARTS LEAGUE OF LOWELL, INC.

ARTICLE II

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

THE SPECIFIC PURPOSES AND OBJECTIVES OF THE CORPORATION SHALL INCLUDE BUT NOT BE LIMITED TO THE FOLLOWING:

(A) THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES AS SPECIFIED IN SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

(I) TO BE A COMMUNITY OF ARTISTS OF ALL EXPRESSIONS THAT ENCOURAGES LEARNING, CREATIVITY, AND MUTUAL SUPPORT, THROUGH CRITIQUES, WORKSHOPS, AND DISCUSSION MEETINGS; AND THAT SPEAKS WITH A UNIFIED VOICE FOR THE ARTISTS OF LOWELL AND THE REGION, TO BENEFIT BOTH ARTISTS AND THE ENTIRE COMMUNITY IN ACTIVITIES REGARDING HOUSING, WORK, EDUCATION, AND THE ENVIRONMENT AS THEY RELATE TO THE ARTS.

(II) TO ACTIVELY SUPPORT RELATIONSHIPS BETWEEN ARTISTS, PATRONS, AUDIENCES, INSTITUTIONS, AND THE CITY OF LOWELL.

(III) TO CONTRIBUTE TO AND HELP SUSTAIN A DIVERSE, VIBRANT, ARTS-RELATED ECONOMY IN THE REGION.

(IV) TO STIMULATE PUBLIC AWARENESS OF AND SUPPORT FOR THE ARTS BY ENCOURAGING BOTH PUBLIC AND PRIVATE SECTORS TO DISPLAY ART IN PUBLIC PLACES, AND TO DEVELOP OPPORTUNITIES TO ENHANCE THE OVERALL AESTHETIC EXPERIENCE OF THE ARTS FOR RESIDENTS AND VISITORS TO THE AREA.

(V) TO CELEBRATE OUR COMMUNITY'S DIVERSE AND VIBRANT CULTURAL HERITAGE THROUGH THE PROMOTION AND SUPPORT OF CREATIVE ACTIVITIES IN THE ARTS.

(VI) TO WELCOME AND ENCOURAGE EMERGING AND ESTABLISHED ARTISTS IN THE REGION.

(VII) TO RECEIVE GIFTS, LEGACIES, AND DONATIONS FROM ANY OR ALL OF THE CORPORATION'S RESOURCES FROM TIME TO TIME TO CARRY OUT ITS PURPOSES.

(VIII) TO ACCOMPLISH THESE PURPOSES THE CORPORATION SHALL HAVE THE POWER TO HOLD, ACQUIRE, OWN, LEASE, MORTGAGE, CONVEY OR SELL OR OTHERWISE ACQUIRE OR DISPOSE OF REAL AND PERSONAL PROPERTY, AND TO ENTER INTO WHATEVER AGREEMENTS ARE NECESSARY TO CARRY OUT THE ABOVE POWER, AND TO DO EVERYTHING NECESSARY OR PROPER OR INCIDENTAL TO SUCH PURPOSES. THE CORPORATION SHALL HAVE THE POWER TO SOLICIT AND RECEIVE CONTRIBUTIONS, PURCHASE, OWN AND SELL REAL AND PERSONAL PROPERTY, TO MAKE CONTRACTS, TO INVEST CORPORATE FUNDS, TO SPEND CORPORATE FUNDS FOR PURPOSES, AND TO ENGAGE IN ANY ACTIVITY "IN FURTHERANCE OF, INCIDENTAL TO, OR CONNECTED WITH ANY OF THE OTHER PURPOSES." IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE HEREOF, THE CORPORATION SHALL HAVE THE POWER TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD HAVE, TO PURCHASE OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, MAINTAIN, WORK, IMPROVE, DEVELOP, SELL, LEASE, EXCHANGE, HIRE, CONVEY MORTGAGE OR OTHERWISE DISPOSE OF AND DEAL IN LANDS AND LEASEHOLDS, AND ANY INTEREST, ESTATE, AND RIGHTS IN REAL PROPERTY, AND ANY PERSONAL OR MIXED PROPERTY, AND ANY FRANCHISES, RIGHTS, LICENSES, OR PRIVILEGES NECESSARY, CONVENIENT OR APPROPRIATE.

(B) TO ACT AND OPERATE EXCLUSIVELY AS A NONPROFIT CORPORATION PURSUANT TO THE LAWS OF THE STATE OF MASSACHUSETTS.

(A) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO THE CORPORATION AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN

FURTHERANCE OF THE PURPOSES SET FORTH HEREIN.

(B) 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 DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

(C) THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

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 qualifications 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:

THE ARTS LEAGUE OF LOWELL SHALL HAVE MEMBERS OF DIFFERENT CLASSES AS PRESCRIBED BY ITS BYLAWS.

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: *(If there are no provisions state "NONE")*

A) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BY-LAWS REQUIRE ACTION BY THE MEMBERS.

B) NOTWITHSTANDING ANYTHING ELSE HEREIN PROVIDED, THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR THE EDUCATIONAL OR CHARITABLE PURPOSES, AS SAID TERMS HAVE BEEN AND SHALL BE DEFINED PURSUANT TO SECTIONS 170 (C) AND 501 (C) (3) OF THE INTERNAL REVENUE CODE. ALL POWERS OF THIS CORPORATION SHALL BE EXERCISED ONLY IN SUCH MANNER AS WILL ASSURE THE OPERATION OF THIS CORPORATION EXCLUSIVELY FOR SAID EDUCATIONAL OR CHARITABLE PURPOSES, AS SO DEFINED, IT BEING THE INTENTION THAT THIS CORPORATION SHALL BE EXEMPT FROM FEDERAL INCOME TAX AND THAT 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.

C) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, DIRECTORS, OFFICERS, PRIVATE SHAREHOLDERS OR INDIVIDUALS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES ACTUALLY RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE CORPORATION'S PURPOSES SET FORTH IN ARTICLE 2 OF THESE ARTICLES OF ORGANIZATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

D) EXCEPT AS MAY BE OTHERWISE REQUIRED 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 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 THE 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 ORGANIZED FOR NONPROFIT PURPOSES SIMILAR TO THOSE OF THE CORPORATION, WHICH QUALIFY AS EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS A MAJORITY OF THE TOTAL NUMBER OF THE DIRECTORS OF THE CORPORATION MAY VOTE DESIGNATE AND IN SUCH PROPORTIONS AND IN SUCH A MANNER AS MAY BE DETERMINED IN SUCH A VOTE; PROVIDED, FURTHER THAT THE CORPORATION'S PROPERTY MAY BE APPLIED TO CHARITABLE OR EDUCATIONAL PURPOSES IN ACCORDANCE WITH THE DOCTRINE OF CY PRES IN ALL RESPECTS AS A COURT HAVING JURISDICTION IN THE PREMISES MAY DIRECT.

E) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY BY SUCH OFFICER OR DIRECTOR AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT THAT, TO THE EXTENT PROVIDED BY APPLICABLE LAW, THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR THE BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION (II) FOR THE ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT OR REPEAL OF THESE PROVISIONS SHALL DEPRIVE AN OFFICER OR DIRECTOR OF THE BENEFITS HEREOF WITH RESPECT TO ANY ACT OR OMISSION OCCURRING TO SUCH AMENDMENT OR REPEAL.

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 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.

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.

Later Effective Date:

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:

No. and Street: VAN GOGH'S GEAR
200 MIDDLE STREET

City or Town: LOWELL **State:** MA **Zip:** 01852 **Country:** USA

b. The name, residential address and post office address of each director and officer is as follows:
(A president, treasurer, clerk, and at least one director are required.)

Title: CEO **Expiration of Term:** December 2004
First Name: STEVE **Middle Name:** **Last Name:** SYVERSON
Residential Address: 269 DUTTON STREET
City: LOWELL **State:** MA **Zip:** 01852
Country: US
Post Office Address: P.O. BOX 7134
City: LOWELL **State:** MA **Zip:** 01852
Country: US

Title: PRESIDENT **Expiration of Term:** December 2004
First Name: STEVE **Middle Name:** **Last Name:** SYVERSON
Residential Address: 269 DUTTON STREET
City: LOWELL **State:** MA **Zip:** 01852
Country: US
Post Office Address: P.O. BOX 7134
City: LOWELL **State:** MA **Zip:** 01852
Country: US

Title: VICE PRESIDENT **Expiration of Term:** December 2004
First Name: PAM **Middle Name:** **Last Name:** GONCALVES
Residential Address: 172 MIDDLE STREET
City: LOWELL **State:** MA **Zip:** 01852
Country: US
Post Office Address: P.O. BOX 7134
City: LOWELL **State:** MA **Zip:** 01852
Country: US

Title: TREASURER **Expiration of Term:** December 2004
First Name: NANCY **Middle Name:** **Last Name:** NOVAK
Residential Address: 265 DUTTON STREET, UNIT # 5
City: LOWELL **State:** MA **Zip:** 01852
Country: US
Post Office Address: P.O. BOX 7134
City: LOWELL **State:** MA **Zip:** 01852
Country: US

Title: CLERK **Expiration of Term:** December 2004
First Name: MICHAL **Middle Name:** **Last Name:** TRUELSEN
Residential Address: 106 DURANT STREET
City: LOWELL **State:** MA **Zip:** 01852
Country: US
Post Office Address: P.O. BOX 7134
City: LOWELL **State:** MA **Zip:** 01852
Country: US

Title: CFO **Expiration of Term:** December 2004

First Name: NANCY **Middle Name:** **Last Name:** NOVAK

Residential Address: 265 DUTTON STREET, UNIT # 5

City: LOWELL **State:** MA **Zip:** 01852

Country: US

Post Office Address: P.O. BOX 7134

City: LOWELL **State:** MA **Zip:** 01852

Country: US

Title: DIRECTOR **Expiration of Term:** December 2004

First Name: PAM **Middle Name:** **Last Name:** GONCALVES

Residential Address: 172 MIDDLE STREET

City: LOWELL **State:** MA **Zip:** 01852

Country: US

Post Office Address: P.O. BOX 7134

City: LOWELL **State:** MA **Zip:** 01852

Country: US

Title: SECRETARY **Expiration of Term:** December 2004

First Name: MICHAL **Middle Name:** **Last Name:** TRUELSEN

Residential Address: 106 DURANT STREET

City: LOWELL **State:** MA **Zip:** 01852

Country: US

Post Office Address: P.O. BOX 7134

City: LOWELL **State:** MA **Zip:** 01852

Country: US

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month: December

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

Name:

No. and Street:

City or Town:

State:

Zip:

Country:

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:

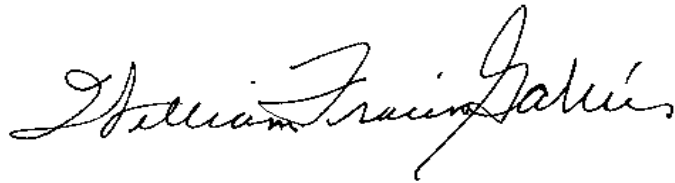
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this [field]

(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of 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.)

NANCY NOVAK

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth