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# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

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## ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

### ARTICLE I

The exact name of the corporation is:

WRIGHT-LOCKE FARM CONSERVANCY, INC.  
(the "Conservancy" or the "Corporation")

### ARTICLE II

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

(A). to manage, operate and steward certain land, buildings, assets and resources sited on and constituting Wright-Locke Farm, (the "Farm") located in Winchester, Massachusetts and approximately bordered by the following public streets of the Town of Winchester: Pepper Hill Drive; Edward Drive; Ridge Street and High Street Extension.

(B). to support, protect, provide for and defend permanent, complete and perpetual public access for public recreation, education and enjoyment, including without limitation, access by the citizens of the Town of Winchester, to all aspects, activities, acreage and resources of the Farm;

(C). to raise, solicit, hold and invest funds to accomplish these purposes, to take any action permitted by, and to apply for designation, certification and recognition as a 501(c) (3) charitable not for profit corporation under the Internal Revenue Code of 1986 as amended.

(D). to take any action permitted by the laws of the Commonwealth of Massachusetts as shall be necessary, desirable, appropriate or reasonable to accomplish or further these purposes.

*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.*

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### 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:

The Conservancy shall not have any Members, and all powers of the Members under law shall be exercised by the Board of Directors, subject to the condition set forth in Article 4.15 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:

**4.1 Powers.** The Corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended, and may carry on any operation or activity referred to in ARTICLE 2 to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

**4.2 No Accrual to any Individual.** No part of the assets or net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation or any individual; 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 distributing 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 and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

**4.3 Directors.** (A). **General.** The Conservancy shall have a Board of Directors composed of eleven individual Directors. Each Director shall be a resident of the Town of Winchester. The Directors shall be appointed by the following specified Boards and elected officials of the Town of Winchester:

- (i) The Board of Selectmen shall appoint two Directors;
- (ii) Each of the Finance Committee, the Council on Aging, the Conservation Commission and the Historical Commission shall appoint one Director; and
- (iii) The elected Moderator of the Winchester Town Meeting shall appoint five Directors.

Each Director will be appointed to a three year term and terms will be staggered. To accomplish this, the Directors first appointed under Article 4.3 (A) (i) will be appointed, initially, to a one year term and the Directors first appointed under Article 4.3 (A) (ii) will be appointed, initially, to a two year term.

(B). **Commencement Date of Directors' Terms.** The Conservancy's initial Board of Directors shall be as set forth in this Article IV and must be appointed within sixty days of the calendar day that these Articles are filed with the Secretary of State of the Commonwealth of Massachusetts. The terms of the initial Board of Directors shall be deemed to commence as of the Effective Date of these Articles as set forth in Article VI, below. Thereafter, the Directors shall be appointed as provided for under this Article IV and in the bylaws.

(C) **Precinct Representation.** To the fullest extent possible, all eight precincts of the Town of Winchester shall be represented on the Conservancy's Board of Directors. No more than two Directors shall be from the same precinct. The appointing entities listed in Article 4.3(A) shall coordinate to provide for this breadth of representation.

**4.4 Town Funds.** Any monies received by the Conservancy from the Town of Winchester shall be held in a segregated, interest bearing trust account to be used only for the maintenance and operation of the Farm and for no other purpose. If the Town of Winchester itself holds or appropriates funds for the maintenance and operation of the Farm, (via a stabilization fund or a revolving account), the Conservancy is expressly authorized to request that Town Meeting

vote to disburse specific amounts of those monies, to enable the Conservancy to pay identified expenses in furtherance of the Conservancy's mission and purpose.

**4.5 Other Fundraising.** The Conservancy shall have the power to apply for, obtain, solicit, receive, hold and invest funds or grants of any type or nature from any lawful source including without limitation public, private or institutional organizations, charities, foundations or partnerships; government departments or entities; or private individuals, estates, trusts or foundations. Funds so raised by the Conservancy shall be held in an interest bearing segregated trust account set up by the Conservancy's Board.

**4.6 Contractual Authority.** Particularly in its early years, the Conservancy may wish to contract with other entities, organizations, or third parties to work with the Conservancy and assist it in carrying out its duties. Any such management contract or agreement addressing the operation or management of all or a substantial portion of the Farm, shall first be presented to the Winchester Town Meeting for the review and majority vote of approval of such Town Meeting, prior to such management contract or agreement taking effect.

**4.7 Employment Authority.** The Conservancy may wish to hire and directly employ individuals for various duties. In such circumstances, the Conservancy must be able to pay for, with the Conservancy's own funds, the costs imposed upon similar employers by state and federal statute and regulation.

**4.8 Financial Reporting.** The Conservancy's Board shall make a written, annual public report to the Winchester Town Meeting. Included in such report shall be comprehensive financial information including a balance sheet and an income statement compiled by a Massachusetts certified public accountant and a bank statement of and record of the Conservancy's trust accounts and any other investments. When the Conservancy's financial condition reaches or exceeds the threshold set by the Commonwealth of Massachusetts for audits of public charities, the Conservancy shall obtain an annual audit and present the results and report of such audit to the Winchester Town Meeting.

**4.9 Real Estate Title.** The Conservancy may accept the deed to and hold title to any portion of the real estate comprising the non-private sections of the Wright-Locke Farm.

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**4.10 Restrictions on Real Estate or Buildings.** The Conservancy may hold restrictions or easements of any type or nature given to the Conservancy and related to: (A) any portion of the real estate comprising the non-private sections of the Wright-Locke Farm; or (B) any portion in whole or in part of the buildings or structures (such as the exterior facade of a building) located on the non-private sections of the Wright-Locke Farm.

**4.11 Trails.** The Conservancy will create and maintain a trail system for walking, hiking and easy and safe public access throughout the Farm.

**4.12 Parking.** The Conservancy will maintain public parking and public access for the Farm.

**4.13 Permitted Uses.** The Conservancy supports the following permitted uses on the Farm:

1. Agriculture and Farming;
2. Hiking, walking and running;
3. Use of Farm buildings and structures for cultural and educational purposes;
4. Hay rides and sleigh rides;
5. Horseback riding for recreational or therapeutic purposes;
6. Tours and bird watching;
7. Cross country skiing and snow shoeing;
8. Field trips for school groups;
9. Artistic activities; and
10. Such other uses as may be approved by the Board of Directors of the Conservancy that are not Prohibited Uses.

**4.14 Prohibited Uses.** The Conservancy will oppose and prevent the following prohibited uses on the Farm:

1. Motorized Vehicles except for Farm implements and maintenance equipment;
2. Bicycles;
3. Wetland recreation; and
4. Sponsored, organized team sports and playing fields.

4.15 Amendments. These ARTICLES may be amended only by the affirmative vote of eight of the eleven Conservancy Directors, plus the affirmative vote of two-thirds of the Winchester Town Meeting.

4.16 Dissolution or Liquidation. A vote to dissolve or liquidate the Conservancy must meet the same voting requirements set forth in ARTICLE 4.15 above. Upon such a vote for dissolution or liquidation, and after payment of all liabilities of the Conservancy or due provision therefore, the remaining assets of the Conservancy, including any funds under its control and any title it holds to real estate, shall automatically transfer to the Town of Winchester.

4.17 Periodic Reviews. To ensure the Conservancy operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(A). Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining; and

(B). Whether partnerships, joint ventures and arrangements and arrangements with management organizations conform to written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Corporation's charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

4.18 Use of Outside Experts. When conducting the periodic reviews as provided in Article 4.17, the Conservancy may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Conservancy's Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

#### 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 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.

~~The effective date shall be June 1, 2008~~

**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: Welch & Donohoe, LLP, 655 Summer St., Suite 203, Boston, MA 02210
- b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POSTAL ADDRESS
President:	Paul J. Collins	5 Euclid Ave., Winchester, MA 01890	Same
Treasurer:	Thomas R. Howley	346 Main St., Winchester, MA 01890	Same
Clerk:	Wade M. Welch	8 Overlook Way, Winchester, MA 01890	Same
Directors: (or officers having the powers of directors)	Paul J. Collins	Same as above	
	Thomas R. Howley	Same as above	
	Wade M. Welch	Same as above	

- 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: None.

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 20th day of MAY, 2008.

Wade M Welch  
WADE M WELCH, 655 SUMMER ST # 603 BOSTON, MA 02210

*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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**RECEIVED**  
JUN 05 2008  
SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

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 \$ 35 having been paid, said articles are deemed to have been filed with me this 5 day of June 20 08.

Effective date: June 5 2008

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**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**  
**Contact information:**

Welch & Donohoe, LLP  
655 Summer St., Suite 203  
Boston, MA 02210

Telephone: 617-428-0222

Email: WWelch@welchdonohoe.com

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