

# The Commonwealth of Massachusetts

JOHN F.X. DAVOREN  
Secretary of the Commonwealth

STATE HOUSE  
BOSTON, MASS. 02133

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)  
Incorporators

NAME RESIDENCE  
*Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.*

George N. Peters, Jr. 56 Gaston Street  
Methuen, Massachusetts 01844

The above-named incorporator <sup>does</sup> hereby associate ~~with~~ with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

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

MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

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

The purposes of this Corporation are to promote high professional and ethical standards in the training, education and employment of paralegals; follow developments and opportunities in education and employment in the Paralegal field and serve as a source of education for members, the legal community and the general public; provide mutual association of Paralegals; and to promote communication and further the cordial relations between members of the Paralegal profession, the legal profession and other individuals and organizations of similar interests.

In furtherance of the foregoing purposes, the Corporation may:

A. Promote educational study and research for Paralegals by:

- (1) Advising schools on curriculum and training techniques of the Paralegal,
- (2) Designing training materials for use by educational programs and schools and by employers

(SEE CONTINUATION SHEET 2A)

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/4" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

...ion has more than one class of members, the designation of such classes, the manner of appointment, the duration of membership and the qualification and rights, including voting of the members of each class, are as follows:—

The Corporation has two classes of members as provided by the By-Laws:

1. Voting members shall elect officers and directors of the Corporation and shall qualify upon payment of annual dues.
2. Sustaining members shall have no voting rights and are a donative class only.

- 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:—

FIRST: The Corporation is organized exclusively for charitable and educational purposes and shall not be operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

SECOND: The Corporation shall have any and all additional powers necessary or incidental to the foregoing powers but not inconsistent with the powers of a corporation incorporated not for profit under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, including but not limited to the following:

(SEE CONTINUATION SHEET 4A)

CONTINUATION SHEET 2A

of Paralegals,

- (3) Advising schools on recruiting, screening and selecting candidates for Paralegal educational programs and schools, and
  - (4) Conducting periodic meetings, seminars and conferences.
- B. Prepare and disseminate information concerning Paralegals for use by the Paralegal, the legal community and the general public, such as:
- (1) Conducting surveys and analysis of Paralegals and of the various aspects of Paralegalism,
  - (2) Conducting studies of employment opportunities for Paralegals in Massachusetts communities, and
  - (3) Stimulating employment opportunities for graduates of Paralegal educational programs, and providing a referral service for both Paralegals and employers of Paralegals.
- C. Provide general information concerning Paralegals by:
- (1) Publishing a newsletter or other printed materials, and
  - (2) Conducting public discussion groups, forums, panels, lectures and similar programs.
- D. Develop, conduct, administer and coordinate programs which provide services, financial assistance, research, training and other activities and facilities necessary to improve and develop the Paralegal profession in the Commonwealth of Massachusetts
- E. Make grants of all or part of the funds and property of the Corporation in furtherance of the charitable and educational purposes of the Corporation.

CONTINUATION SHEET 2A, Continued

- F. Provide facilities, personnel and funds in order to achieve, and to assist public agencies and other private non-profit agencies and combinations thereof, to achieve the goals of the Corporation.
- G. Do any and all things directly or indirectly related to any of the foregoing activities and in furtherance of the foregoing charitable and educational purposes.
- H. Do any and all other lawful things in furtherance of said educational purposes which may be permitted under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code of 1954 and under the laws of the Commonwealth of Massachusetts, each as now in force or hereafter amended.

CONTINUATION SHEET 4A

- A. The Corporation may apply for and receive from any source or sources outright, in trust or otherwise, by gift, devise, bequest or otherwise, and hold cash, securities and real and personal property to the extent from time to time authorized by law.
- B. The Corporation may retain, may buy or otherwise acquire, may renovate, improve, sell, lease, convey or otherwise dispose of, and may invest and reinvest its assets in, any property whether real or personal, within or without Massachusetts including without limitation any stock, obligations, or other securities of any corporation, association or business trust, investment trust or investment company, provided, that none of the assets of the Corporation shall be given or loaned directly or indirectly to any Director or Member.
- C. The Corporation may work and cooperate with and through other entities, groups, organizations, officials, agencies, public or private, and individuals concerned with the purposes of this Corporation.
- D. The Corporation may borrow or raise money for any of the purposes of the Corporation and from time to time, without limits as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; to secure the payment of any thereof and of the interest thereon by mortgage upon a pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.
- E. The Corporation may make contracts, incur liabilities, borrow money, make and endorse bonds, notes and other evidences of indebtedness, and mortgage, pledge or create any security interest in any real or personal property, all on such terms as its Board of Directors may determine.

CONTINUATION SHEET 4A, Continued

F. The Corporation may raise funds for the furtherance of the Corporation's activities by solicitation and receipt of gifts, bequests, sponsorships, grants and membership dues and fees, and in any other manner allowed by the By-Laws of the Corporation and permitted by the laws of the Commonwealth of Massachusetts and consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and the Treasury Regulations promulgated thereunder.

G. The Corporation may make payments and distributions in furtherance of one or more of its purposes to any organization (1) which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), (2) to which contributions are deductible under Section 170(c)(2) of said Code (or the corresponding provision of any future United States Internal Revenue law), and (3) which is not a "private foundation" within the meaning of Section 509 of said Code (or the corresponding provision of any future United States Internal Revenue law). The Corporation may also make contributions to carry out the purposes of this Corporation to the Commonwealth of Massachusetts, any political subdivision of the foregoing, or to the United States but only for exclusively public purposes.

H. The Corporation may carry out all or any part of the foregoing objects as principal, factor, agent, or otherwise, either alone or in conjunction with any person, firm, trust, association or corporation, and in any part of the world; and in carrying out its purposes and for the purpose of attaining or furthering any of its objects, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the power herein provided, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or for the attainment of any of the objects hereinbefore enumerated.

of other presiding, financial or recording officers whose names are set out below, have been duly elected  
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)

7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

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

c/o Nessen & Csaplar  
One Winthrop Square  
Boston, Massachusetts 02110

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

NAME	RESIDENCE	POST OFFICE ADDRESS
President: ... George N. Peters, Jr.	Methuen, Mass.	56 Gaston Street
Treasurer: ... George N. Peters, Jr.	Methuen, Mass.	56 Gaston Street
Clerk: ... George N. Peters, Jr.	Methuen, Mass.	56 Gaston Street
Directors: (or officers having the powers of directors)		
George N. Peters, Jr.	Methuen, Mass.	56 Gaston Street

c. The date initially adopted on which the corporation's fiscal year ends is:

August 31.

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

The first Saturday in October.

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

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 15<sup>th</sup> day of September 19 75

*George N. Peters, Jr.*

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.

CONTINUATION SHEET 4A, Continued

- I. In general, the Corporation may carry on any other activities in connection with any of the foregoing, and have and exercise all the powers conferred by the laws of Massachusetts upon corporations not for profit formed under the General Laws of the Commonwealth of Massachusetts as now in force and acts amendatory thereof and supplemental thereof, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.
- J. The foregoing specified objects and purposes shall be subject always to the provisions set forth below, the enumeration of which shall not, however, be construed to exclude or limit by reference any objects or purposes which this Corporation is empowered or exercise:
- (1) The Corporation shall have no capital stock, and its business, objects and purposes shall not be conducted directly or indirectly for profit.
  - (2) It shall not:
    - (a) Engage, otherwise than as an insubstantial part of its activities, in activities which are not in furtherance of one or more of the educational and charitable purposes for which it has been formed.
    - (b) Subject the private property of the members to the payment of corporate debts to any extent whatever.
    - (c) Notwithstanding any other provision of these Articles, carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) and contributions to which are deductible under Section 170(c)(2) of said Code (or the corresponding provisions of any future United States Revenue law).

CONTINUATION SHEET 4A, Continued

- K. If any term or provision of these Articles of Organization is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby, but each such remaining term and provision shall be given effect to the fullest extent permitted by law.
- L. Except as otherwise required by law, these Articles of Organization may be amended from time to time by the affirmative vote of at least two-thirds of the members. However, no such amendment shall authorize or permit the Corporation to carry on any activity prohibited by the terms of paragraph J(2)(c) hereof.
- M. The Corporation may at any time merge or consolidate with any other corporation organized for charitable or educational purposes if such corporation is exempt from Federal income tax under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- N. Subject to applicable provisions of law, the Corporation may, at any time, dissolve by the affirmative vote of at least two-thirds of its members, provided that upon such dissolution all the assets of the Corporation (after paying or making provision for the payment of all debts and other obligations) shall be contributed to a corporation or entity or corporations or entities, organized and operated exclusively for charitable, educational or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine.

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THE COMMONWEALTH OF MASSACHUSETTS

CORPORATION DIVISION  
SECRETARY'S OFFICE

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

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 15th day of September, 1975.

Effective date

*Paul Guzzi*

JOHN F. X. DAVOREN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
CHARTER TO BE SENT TO

..... George N. Peters, Jr. ....

..... 56 Gaston Street .....  
..... Methuen, Massachusetts 01844 .....

CHARTER MAILED 9-16-1975 MAF  
DELIVERED

A TRUE COPY ATTEST  
*Paul Guzzi*  
PAUL GUZZI  
SECRETARY OF THE COMMONWEALTH  
DATE 12-23-77 CLERK T.S.  
(THIS CERTIFICATION STAMP REPLACES  
OUR PREVIOUS CERTIFICATION SYSTEM.)