

# 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:

New England Model Engineering Society, Inc.

### ARTICLE II

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

The New England Model Engineering Society, Inc. (hereinafter referred to as NEMES) has been formed to preserve, perpetuate knowledge, and enhance the knowledge and skills of the industrial revolution and subsequent industrial and scientific advancements, and to provide a platform for the education of future generations with hands on experience with the working of these devices not available in the usual settings through the manufacture and operation of mechanical devices, including but not limited to replicas, scale and otherwise, of mechanical devices of historical significance, actual scientific instruments, manufacturing equipment, and new or experimental designs of any of the above items.

Membership shall be promoted in a manner which will encourage racial, sexual, ethnic, and religious equality by working together toward common goals.

NEMES is a corporation organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Service law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, or officers, or any other private persons, 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 set forward in the preceding paragraphs of this section.

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.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under section 170(c2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

Examiner

Name  
Approved

C  
P  
M  
R.A.

98154003

P.C.

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:

A full member shall be any person at least eighteen (18) years of age without regard to race, sex, ethnic or religious affiliation.

A junior member shall be any person at least twelve (12) years of age and at most seventeen (17) years of age without regard to race, sex, ethnic or religious affiliation.

A full member shall have all the rights and privileges of the club, including the right to hold office, vote, possess keys and use the organizations facilities at any time. All full members shall pay all dues, assessments, and an initiation fee. Junior members do not have voting privileges, or the right to hold office in the organization.

### 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:

In the event of the voluntary dissolution of the New England Model Engineering Society, Inc. all personal property of each member located on or in the facilities of the NEMES shall be immediately returned to the member.

Notwithstanding any other provisions of these Articles of Dissolution and upon the dissolution of the corporation, the Treasurer of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or two such organization or organizations formed and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Treasurer of the Corporation shall determine.

Any such assets of the corporation not so disposed of shall be disposed of by the appropriate court in 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 exclusively for such purposes.

### 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.

**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:  
154 Moody St, Waltham, MA 02154

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:	Ron Ginger	17 Potter Rd Framingham, MA 01701	
Treasurer:	Kay Fisher	80 Fryeville Rd Orange, MA 01364	
Clerk:	Stephen Lovely	15 Lucia Dr Milford, MA 01757	P.O. Box 277 Milford, MA 01757
Directors: (or officers having the powers of directors)	Vice President: Steven Cushman	107 Glendale Rd Sharon, MA 02067	
	Director at Large: Michael Boucher	295 River St. Waltham, MA 02154-6007	

*and President, Treasurer and Clerk are also directors*

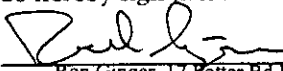
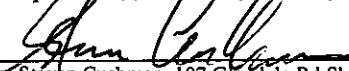
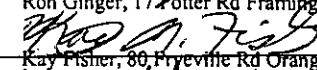
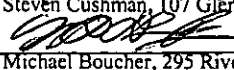

c. The fiscal year of the corporation shall end on the last day of the month of:

December

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

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 7<sup>th</sup> day of May, 19 98.

 Ron Ginger, 17 Potter Rd Framingham, MA 01701	 Steven Cushman, 107 Glendale Rd Sharon, MA 02067
 Kay Fisher, 80 Fryeville Rd Orange, MA 01364	 Michael Boucher, 295 River St Waltham, MA 02154-6007
 Stephen Lovely, 15 Lucia Dr Milford, MA 01757	

*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.*

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 \$ 35.00 having been paid, said articles are deemed to have been filed with me this 3rd day of JUNE 19 98

Effective date: \_\_\_\_\_



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

\_\_\_\_\_  
New England Model Engineering Society

\_\_\_\_\_  
154 Moody St

\_\_\_\_\_  
Waltham, MA 02154

Telephone: \_\_\_\_\_

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SECRETARY OF  
THE COMMONWEALTH  
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