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The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

NO. E04-2104702

Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Gerard A. Bertrand
Alynn D. Harvey

President/Vice-President, and
Secretary
Clerk/Assistant-Clerk of

Massachusetts Audubon Society, Inc.

(Name of Corporation)

located at South Great Road, Lincoln, MA 01773

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on November 5, 1987, by vote of 300 members, ~~being at least two thirds of its members together notified in accordance with the provisions of the corporation for or in case a corporation having capital stock by the holders of an least two thirds of the capital stock having the right to vote thereon~~; and in accordance with a petition under G.L. c. 180, Section 7A.

- The name by which the corporation shall be known is:-
Massachusetts Audubon Society, Inc.
- The purposes for which the corporation is formed are as follows:-

To capture the attention of the inquisitive mind, instill an affection for all life, and foster an intelligent understanding of human beings' position in the natural world; to promote harmony between human activities and the natural systems which support humans and all other living species; to support programs which conserve natural resources, educate children, government officials and the public, and advance scientific understanding of environmental issues through research; to preserve a legacy of wildness and natural diversity in order to honor the past by serving the future, and for such other exclusively charitable and educational purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 and M.G.L. c. 180, Section 4, as they may be amended from time to time.

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 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

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

N/A

* 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:—

See Continuation Sheet 4A

Continuation Sheet 4A

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 power of the corporation, or of its directors, officers or members, are as follows:

(a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of Massachusetts General Laws, Chapter 156B.

(b) 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 requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the directors.

(c) The corporation may be a partner in any enterprise which it would have power to conduct by itself.

(d) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth 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 its purposes as set forth in Article 2. 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 distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

(e) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, scientific or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable, scientific or literary 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.

(f) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following provisions shall apply:

The Corporation 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 Code.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) 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 pursuant to Section 11A of Chapter 180 of the 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 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, scientific or literary institutions or organizations, created and organized for nonprofit purposes similar to

those of the corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote.

- (h) Subject to other applicable provisions of this Article 4, no contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such other corporation, association or partnership or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.
- (i) No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a director or officer to the extent that such liability is imposed by applicable law, (i) for a breach of the director's or officer's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date upon which the foregoing became effective. No amendment or deletion of the foregoing provisions of this paragraph (i) which restricts or limits the limitations on liability provided thereunder to directors or officers shall be effective with respect to actions and omissions of any director or officer

occurring prior to the date said amendment or deletion became effective.

- (j) The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the corporation.

*We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles
2 & 4.....

(*If there are no such amendments, state "None".)

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

17th

day of NOVEMBER

in the year 1987

Gerard A. Bertrand

Gerard A. Bertrand

President/Vice President

Alynn D. Harvey

Alynn D. Harvey

Secretary

~~Clerk/Assistant Clerk~~

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SECRETARY OF THE COMMONWEALTH OF MASSACHUSETTS
 1987 NOV 20 PM 3:51 RESTATED ARTICLES OF ORGANIZATION
 CORPORATION DIVISION (General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of organization and, the filing fee in the amount of *30.00* having been paid, said articles are deemed to have been filed with me this *20th* day of *November* 19*87*

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO:

DOUGLAS A. MUIR, ESQ.

60 STATE STREET, 8th FLOOR

BOSTON, MA 02109