

Examiner


Name
Approved

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:


See a New Sun Foundation, Inc.

ARTICLE II

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

1. To encourage and promote public awareness for suicide prevention.
2. To provide education, workshops, training, and methods for intervention and prevention of suicide.
3. To provide funding for education, training, awareness, workshops and forums for suicide prevention.
4. To provide subsidies for counselling for suicide prevention.
5. To engage in fundraising for the purposes expressed herein.
6. To buy, sell, rent, lease or manage real estate for the operation of the organization.
7. To do all other acts necessary and incidental thereto.

C
P
M
R.A.


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:

There shall be no less than five (5) and no more than eleven (11) Directors, one of whom shall be a professional in the field of mental health.

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:

See Attached Continuation Sheet.

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.

CONTINUATION SHEET
ARTICLE IV

The Board of Directors of the Corporation may make, amend or repeal the By-Laws of the Corporation, in whole or in part, except with respect to any provision thereof which, by law, the Articles of Organization, or the By-Laws, require action exclusively by the members entitled to vote thereon; but any By-Law adopted by the Board of Directors may be amended or repealed by the Members.

All meetings of members of the Corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meeting shall be fixed in, or determined in the manner provided in the By-Laws.

The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

Any Officer or Director of this Corporation shall be relieved of and indemnified against any and all disability or liability which might exist or arise from the negotiation, approval, execution or performance of any contract or agreement by and between this Corporation and any person, firm, association or corporation who is a member of this Corporation.

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or Officer of the Corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the corporation owns shares or of which it is a creditor against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief that his action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any expenses shall be provided unless:

(a) such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:

- (i) by a disinterested majority of the directors then in office; or
- (i) by majority of the members at the time entitled to vote; or

(b) in the absence of action by disinterested directors or members there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation.

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: 327 Goldsmith Street, Littleton, MA 01460
b. The name, residential address and post office address of each director and officer of the corporation is as follows:

Table with 3 columns: NAME, RESIDENTIAL ADDRESS, POST OFFICE ADDRESS. Rows include President Donald Lawrence, Treasurer Eugene Abbott, Clerk Barbara Whitcomb, and Directors Jayne Lyons, Peter Lyons, and Timothy Whitcomb.

(SEE ATTACHED CONTINUATION PAGE)

- c. The fiscal year of the corporation shall end on the last day of the month of: May
d. The name and business address of the resident agent, if any, of the corporation is:

None

We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. 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, 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 28th day of February, 2003.

Signature of Donald Lawrence

Signature of Eugene Abbott

Signature of Barbara Whitcomb

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.

CONTINUATION SHEET
ARTICLE VII

b.

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Directors (Continued)		
Alycia A. McMahon	40 Sycamore Drive, Leominster, MA 01463	SAME
Pat Lawrence	80 Spectacle Pond Road, Littleton, MA 01460	SAME

7955

835167

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

03 APR -9 11:12:05
CORPORATION DIVISION

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 9th day of April 20 03.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone: _____