

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.

Erik A. Anderberg, 437 Maple Street, Franklin, MA 02038

The above-named incorporator(s) do hereby associate (themselves) 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:

Metacomet Land Trust, Inc.

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

The purposes for which the Corporation is formed are entirely charitable.

The purpose of the Corporation shall be to serve the ~~Town of Bellingham, Blackstone and Franklin~~ towns of south central Massachusetts.

- a. ~~To acquire and permanently protect open space; conserve and protect environmentally sensitive land, natural resources, agricultural land, forest resources and the traditional homelands of indigenous people; and to lessen the burden of government for owners of these important resources. To acquire and preserve open space and conserve and protect environmentally sensitive lands and natural resources through long term ownership and stewardship or through ownership of interests in land;~~
- b. To assist low-income and moderate income people by providing access to decent housing, and to preserve access and decent affordable housing for low-income and moderate income people in the future; and
- c. To educate residents and the general public regarding the need for land and resource conservation and affordable housing.

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: -

See Attached

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 Attached

### Attachment addressing Question 3

#### 1. Initial Membership.

The initial members empowered to vote at the first annual meeting shall be:

- a. The initial Directors as listed in the Certificate of Organization, and

b. All persons 18 years of age or older who have attended at least one of the organizational meetings held since February, 1988, as recorded in the minutes of these meetings.

## 2.Regular Membership.

Subsequent to the first Annual Meeting, persons in any of the three following categories may become regular members of the Corporation upon the payment of annual dues, if any, or upon the waiver of dues if provision for such waiver has been made.

- a. The Directors;
- b. The initial members; and
- c. All persons 18 years of age or older, who:

~~(1) Have attended one of the orientation meetings that shall be scheduled from time to time by the Board of Directors for the purpose of introducing prospective members to the purposes and methods of the community land trust model;~~

~~(2) Have submitted a membership application including a signed statement of support for the purposes of Corporation in a form to be determined by the Board of Directors.~~

## 3.Continuing Membership Requirements.

To maintain membership in the Corporation, each member shall:

- ~~a. Attend at least one annual or regular meeting of the membership in every two year period, or show good cause for absence and continuing interest in the Corporation; and~~
- ~~b. Pay any annual dues that have been established for the current year, or receive a waiver of dues for that year.~~

## 4. Membership Dues.

- a. Annual membership dues may be set for any year by an affirmative vote of a majority of the members present and voting at the Annual Meeting preceding that year.
- b. By an affirmative vote of a majority of the members present and voting at any membership meeting, the Board of Directors may be empowered to waive the requirement of dues for any person who has made a substantial gift or for whom the payment of dues would represent an economic hardship.

## 5. Categories of Membership.

For certain purposes, the membership of the Corporation shall be divided into two categories: "leaseholder members" and "general members"

- a. Leaseholder members shall include all members of the Corporation who lease land from the Corporation.
  
- b. General members shall include all members of the Corporation who do not lease land from the Corporation.

## 6. Rights of Members.

- a. Every member shall have the right to participate in meetings of the membership, **to cast** one vote on all matters properly put before the membership of the Corporation for consideration, **to** nominate and participate in the election **of** members of the Board of Directors as provided by these By-Laws, **to** serve on the Board of Directors or on

Committees if chosen, **to** receive notices and minutes **of** membership and Board meetings, and to receive Annual Reports as provided by these By-Laws.

**b.** The assent of the membership, **in** accordance with the By-Laws, shall be required before action may be taken on the assessment of membership dues, the sale of land, the establishment or alteration of the "appreciation limitation formula," the amendment of the Certificate of Organization or these By-Laws, and the dissolution of the Corporation.

END

### Attachment addressing Question 4

1. In furtherance, but not in limitation of the foregoing charitable purposes, the Corporation shall have the following powers:

a. To purchase, receive, take by grant, gift, devise, bequest **or** otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

b. To sell, convey, lease, exchange, transfer, **or** otherwise dispose of, or mortgage or pledge, or create a security interest **in**, all or any of its property, **or** any interest therein, wherever situated, except as such activities are restricted under Article 5 and 6 **of** this Certificate;

c. To raise or solicit funds for the furtherance of its charitable purposes; and

d. To do such things as are incidental **to** the foregoing purposes and powers.

2. Any land acquired by the Corporation shall be held for the benefit of the local community in accordance with the corporate purposes.

a. Land and interests in land held by the Corporation may be held for conservation purposes or be leased to individual members of the community for their private use. Such leases shall be for such terms and shall be renewable in such manner **as** will allow continued use **of** the leased land by the lessees for as long **as** lessees abide by all terms **of** their leases. In entering **into** such leases, the Corporation shall:

1. Provide and preserve affordable access to such land **for low and** moderate income residents of the local community; and
2. Protect the environment and the long-term health, safety, and well-being of the community as a whole.

b. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors and the consent of any persons **to** whom the land in question **is** leased.

c. Land shall not **be** sold by the Corporation except in extraordinary circumstances. No land shall be sold without:

1. An affirmative vote by at least two-thirds (2/3rds) percent of the entire Board of Directors;

2. The consent of any persons to whom the land in question is leased.

3. The approval **of** two-thirds (2/3rds) **of** the members **of** the Corporation present at **two (2)** consecutive regular **or** special membership meetings, **not less** than seven **(7)** days apart, a quorum being assembled, provided that the written notices of such meetings have described the proposed sale and the reasons for the proposal.

3. Because one of the purposes of the Corporation is to assure the continued affordability of housing and other improvements on the Corporation's land for low and moderate income people in the future, the Corporation shall, in leasing its land, secure the right to purchase any housing or other improvements on the land at such time as the lease is terminated. Such right to purchase shall include the right to purchase said housing and other improvements for a price determined by a formula that shall be adopted by the Corporation in accordance with the By-Laws and this Certificate. To the extent possible, this formula shall:

a. Allow the lessee from whom the property is purchased to receive a price that fairly represents the value that the lessee has actually invested (including the investment of time and labor) in the property being sold;

b. Limit the price of the property to an amount that will be affordable for other low- and moderate income residents of the community; and

c. Be applied without variation in all instances in which the Corporation's land is leased.

4. Nothing in this Article shall be construed as prohibiting the Corporation and its lessees from entering into any type of mortgage agreement that is deemed necessary in financing housing or other improvements located on the Corporation's land.

5. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable purposes as specified in Section 501(c) (3) of the United States Internal Revenue Code of 1986 (formerly known as the Internal Revenue Code of 1954), as the same may be amended from time to time. Accordingly, the Corporation shall not carry on any activities or have or exercise any powers not permitted to be carried on or exercised:

a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

b. By a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended.

6. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Accordingly:

a. No part of the net earnings of the Corporation shall inure to the benefit of any individual, 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 forth hereinabove;

b. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office;

c. Upon the dissolution of the Corporation, Conservation Restrictions (CRs) shall be transferred only to an entity entitled to administer CRs pursuant to current Massachusetts law. Fee-owned lands shall only be transferred to a land trust or other organization which can assure permanent protection of the land for conservation purposes. The Board of Directors shall then, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by order of the Supreme Court of the Commonwealth of Massachusetts as provided by law, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes; and

d. In the event that in any year the Corporation qualifies as a "private foundation" as that term defined in Section 509 of the Internal Revenue Code of 1986, as amended:

- i. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of said Code; and
- ii. The Corporation shall not;
  1. Engage in any act of self-dealing as defined in Section 4941(d) of said Code;
  2. Retain any excess business holdings as defined in Section 4943(d) if said Code;
  3. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code; and
  4. Make any taxable expenditures as defined in Section 4945 of said Code.

END of our submission for question 4.  
(form continued below)

5. 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 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 the 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:

**P. O. Box 261, Franklin, MA 02038**

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

NAME ADDRESS	RESIDENCE	POST OFFICE
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President: **Thomas Bik, 95 Elm Street, Blackstone, MA 01504**

Treasurer: **Andrew Backman, 46 Bellingham Road, Blackstone, MA 01504**

Clerk: **Clifford Mathews, Box Pond Road, Bellingham, MA 02019  
P.O. Box 213**

Directors: (or officers having the powers of directors)

**See Attached**

c. The date initially adopted on which the corporation's fiscal year ends is: **December 31**

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

e. The name and business address of the resident agent, if any, of the corporation is: **None**

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATORS(S) sign(s) these Articles of Organization this **1st** day of **September, 1988**

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.

**Signature of Erik A. Anderberg**

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.