

THE COMMONWEALTH OF MASSACHUSETTS

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 day of 19

Effective date

MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:
Joan E. Leo, Legal Assistant
.....
Fletcher, Tilton & Whipple, P.C.
.....
370 Main St., 12th Floor
.....
Worcester, MA 01608
Telephone..... (508) 798-8621.....

Filing Fee \$30.00

Copy Mailed

Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108
Michael Joseph Connolly, Secretary

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.

Sandra A. Leoni	47 Oregon Avenue Shrewsbury, MA 01545
Marcia A. Gazoorian	3 Midland St. Worcester, MA 01602
Deborah A. Dennehy	382 Sunderland Rd. Apt. 35C Worcester, MA 01604

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:
CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC.
2. The purposes for which the corporation is formed is as follows:
See Continuation Sheet 2A attached.

Name
Approved

C
P
M
R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

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 Continuation Sheet 3A 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 Continuation Sheet 4A - 4E attached.

ARTICLES OF ORGANIZATION
CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

CONTINUATION SHEET 2A
ARTICLE 2 - PURPOSES

The purposes of this corporation shall be:

- (a) To foster active communication among legal assistants/paralegals and to act as a forum for the interchange of ideas;
- (b) To promote and expand the utilization of legal assistants/paralegals;
- (c) To promote the educational and professional standards of the legal assistant/paralegal profession by conducting educational activities in the form of seminars, lectures and workshops, which will be open to the professional and public communities.
- (d) To encourage and promote continuing legal education for legal assistant/paralegal; and
- (e) To strengthen relations between legal assistant/paralegal and the rest of the legal community.
- (f) The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that in the event of dissolution of the corporation the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to section 501(c) of the Internal Revenue Code of 1986 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directors.

ARTICLES OF ORGANIZATION
CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

CONTINUATION SHEET 3A
ARTICLE 3 - CLASS OF MEMBERS

2.1 Classes and Qualification.

Any person, corporation, or other organization interested in the objectives and purposes of this corporation shall become a member upon the application for membership and the payment of annual dues to be set by the Board of Directors, or by the members at the Annual Meeting. The classes of members consist of voting, associate, affiliate, and sustaining and are further described below:

(i) Voting member. Any person who is a practicing legal assistant/paralegal at the time of application for membership may become a voting member and as such shall be entitled to one vote on any and all matters, including the election of officers and directors, which require the vote of the members of the corporation.

(ii) Associate member. Any person who is enrolled in a formal legal assistant/paralegal educational program may become an associate member and, upon satisfaction of the requirements for a voting member, may become a voting member. Associate members shall not be entitled to vote on matters requiring the vote of members of the corporation.

(iii) Affiliate member. Any person who has practiced as a legal assistant/paralegal or who has completed a formal legal assistant/paralegal educational program but who is not so employed at the time of application for membership, and any voting member who is not practicing as a legal assistant/paralegal at the time of the annual renewal of such voting member's membership shall become an affiliate member and, upon satisfaction of the requirements for a voting member, may become a voting member. Affiliate members shall not be entitled to vote on matters requiring the vote of members of the corporation.

(iv) Sustaining member. Any person, partnership, organization, or other entity interested in supporting the corporation may become a sustaining member. Sustaining members shall not be entitled to vote on matters requiring the vote of members of the corporation.

ARTICLES OF ORGANIZATION
CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION

CONTINUATION SHEET 4A
ARTICLE 4 - OTHER LAWFUL PROVISIONS

a. The corporation shall have the following powers in furtherance of its corporate purposes.

(1) The corporation shall have perpetual succession in its corporate name.

(2) The corporation may sue and be sued.

(3) The corporation may have a corporate seal which it may alter at pleasure.

(4) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(5) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.

(6) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

(7) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(8) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(9) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(10) The corporation may lend money, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(11) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(12) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of any corporation, fifty percent (50%) or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.

(13) The corporation may participate as a subscriber in the exchange of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B, as now in force or as hereafter amended.

(14) Unless the corporation is entitled to exemption from federal income tax under Section 501(c) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for the community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof.

(15) The corporation may be an incorporator of other corporations of any type or kind.

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

(17) 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.

(b) Additional other lawful provisions for the conduct and regulation of the business and affairs of the corporation, or for limiting, defining, or regulating the powers of the corporation, or of its directors, or members, or of any class of members:

(1) Meetings of the members may be held anywhere in the United States.

(2) The corporation may, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c) of the Internal Revenue Code is not affected thereby, indemnify and reimburse out of the funds of the corporation any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer or employee of the corporation, or who serves or shall have served at its request as a director, officer or employee of another organization in which it has an interest, whether or not in office at the time, 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 or her in connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the

corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director or directors", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(3) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

- (a) Such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
- (b) No such director, officer, member, or individual shall be liable to account to this corporation for any profit, or benefit realized through any such contract, transaction, or act; and
- (c) Any such director of this corporation may not be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(4) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c) of the Internal Revenue Code.

(5) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.

(6) Pursuant to the provisions of Chapter 180, Section 3 of the Massachusetts General Laws, no officer or director of this corporation shall be personally liable to this corporation or its members for monetary damages for breach of fiduciary duty as a trustee, officer or director notwithstanding any provision of law imposing such liability; provided that the foregoing shall not eliminate or limit the liability of a trustee, officer or director:

- (i) for any breach of such officer's or director'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 such officer or director derived an improper personal benefit.

No amendment or repeal of this provision shall adversely affect the rights and protection afforded to an officer or director of this corporation under this provision for acts or omissions occurring while this provision is in effect.

ARTICLES OF ORGANIZATION
CENTRAL MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

DIRECTORS

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
Marcia A. Gazoorian	3 Midland St. Worcester, MA 01602	P.O. Box 53 Worcester, MA 01613
Deborah E. Gage	103 Nourse Street Westboro, MA 01581	
Deborah A. Dennehy	382 Sunderland Rd., Apt. 35C Worcester, MA 01604	
Sandra A. Leoni	47 Oregon Ave. Shrewsbury, MA 01545	
Mary E. Giordano	Cambell Street Webster, MA 01570	P.O. Box 1136 Webster, MA 01570
Lynn M. McCarthy	7 Hudson St. Apt. 1 Worcester, MA 01609	
Ruth Ann Victor	49 Potter Hill Road Grafton, MA 01519	
Joan E. Leo	27 Prospect St. Princeton, MA 01541	P.O. Box 324 Princeton, MA 01541

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 date of filing). February 1, 1989
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 444, Worcester, MA 01614
 - 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:	Marcia A. Gazorian	3 Midland St. Worcester, MA 01602	P.O. Box 53 Worcester, MA 01613
Treasurer:	Deborah A. Dennehy	382 Sunderland Road, Apt. 35C Worcester, MA 01604	
Clerk:	Sandra A. Leoni	47 Oregon Ave. Shrewsbury, MA 01545	

Directors: (or officers having the powers of directors)

See Continuation Sheet attached

- c. The date initially adopted on which the corporation's fiscal year ends is: December 31st
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
The Third Wednesday in May
- e. The name and business address of the resident agent, if any, of the corporation is: n/a

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 6th day of January .19 89.

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.

.....
 Marcia A. Gazorian, President

 Sandra A. Leoni, Clerk

 Deborah A. Dennehy, Treasurer

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.