

ll
Examinerll
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:

The Aquatic Gardeners Association, Inc.

ARTICLE II

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

The specific objectives and purposes of this corporation shall be:

- A. To educate the public and disseminate information about aquatic plants.
- B. To study and improve upon techniques for culturing aquatic and bog plants in aquariums and ponds.
- C. To increase interest in aquatic gardening.

And to carry on any other business or activity which may be lawfully carried on by a corporation organized under Chapter 180 of the General Laws in the furtherance of the purposes set forth above.

C ☐
F ☐
M ☐
R.A. ☐

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P.C.

Notes: 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:

As set forth in the by-laws

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:

AFFILIATED TRANSACTIONS

A. Validity. Except as otherwise provided in these Articles, if paragraph B is satisfied, no contract or transaction between the Corporation and any of its directors or officers or any corporation, partnership, association or other organization in which any of such directors or officers are directly or indirectly financially interested, shall be void or voidable solely because of this relationship, or solely because of the presence of the director or officer at the meeting authorizing the contract or transaction, or solely because of his or their participation in the authorization of such contract or transaction or vote at the meeting therefor, whether or not such participation or vote was necessary for the authorization of such contract or transaction.

B. Disclosure, Approval; Fairness. Paragraph A shall apply only if:

1. the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors (or a committee thereof) and it nevertheless in good faith authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; and

2. the contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the board of directors (or committee thereof).

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".

Now: 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:

19 Phillips Road, Nahant, Massachusetts 01908

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:	Erik Olson	306 NW 82 nd Street, Seattle, Washington 98117	Same
Treasurer:	David Lass	19 Phillips Road, Nahant, Massachusetts 01908	Same
Clerk:	David Lass	19 Phillips Road, Nahant, Massachusetts 01908	Same
Directors: (or officers having the powers of directors)	Erik Olson	306 NW 82 nd Street, Seattle, Washington 98117	Same
	David Lass	19 Phillips Road, Nahant, Massachusetts 01908	Same
	Neil Frank	6205 Lookout Loop, Raleigh, North Carolina 27612	Same
	Karen Randall	255 Central Street, Holliston, Massachusetts 01746	Same
	Dorothy Reimer	83 Cathcart Street, London, Ontario, Canada N6C3L9	Same

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 assent 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 _____ day of _____, 20 _____.


David Lass

19 Phillips Road, Nahant, Massachusetts 01908

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 below holds or other authority by which such action is taken.

