

# The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

79396

## 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.

D. Peter Lund

10 Hemlock Lane  
Bedford, Mass.

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:

SFPE Educational and Scientific Foundation, *INC.*

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

(a) To receive and administer funds for scientific, educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person, persons or corporation any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the Board of Governors will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Organization, the Constitution of the corporation or any laws applicable thereto.

See Appendix "2A" attached hereto for continuation of purposes.

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 8½" 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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Appendix 2A

(b) To support, encourage and in any manner or method foster, further, aid and assist scientific research or education relative to improving the safety of life and property from the hazards and damages of fire. Without limiting the generality of the foregoing, a principal purpose of the corporation is to support, encourage and in any manner or method foster, further, aid and assist the improvement or amplification of scientific research in the public interest relating to the safety of life and property from fire, and particularly to grant scholarships and other types of financial aid to or for the benefit of persons involved in the protection of life and property from fire.

(c) In general to do any and all acts and things and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the Commonwealth of Massachusetts for the purpose of accomplishing any of the purposes of the corporation.

(d) The purposes for which the corporation is organized shall be confined to those which are strictly scientific, educational and charitable.

(e) The corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

Appendix 4B

- (1) The corporation may pay pensions, establish and carry out pension savings, thrift and other retirement incentive and other benefit plans, trusts and provisions for any or all of its governors, directors, officers and employees and for any or all of the governors, directors, officers and employees of any corporation, fifty (50%) percent or more of the shares of which outstanding and entitled to vote on the election of governors or directors are owned, directly or indirectly, by it.
- (2) The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Massachusetts General Laws, chapter 175, section 94B as now in force or as hereafter amended.
- (3) Unless the corporation is entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or education purposes, the corporation may make donations in such amounts as the members, governors or directors, shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency, in aid thereof.
- (4) The corporation may be an incorporator of other corporations of any type or kind.
- (5) The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.
- (6) The governors may make, amend or repeal the constitution or 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.
- (7) Meetings of the members may be held anywhere in the United States.
- (8) The corporation may, if so voted by the Board of Governors, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under section 501(c)(3) of the Internal

Appendix 4D

similar grounds is then pending.

(9) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, governor, officer or member of this corporation individually, or any individual having any interest in any concern in which any such director, governor, officer, member or individual 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, governor, officer, member or individual shall be liable to account to this corporation for any profit or benefit realized through such contract, transaction or act; and
- (c) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or governors 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, governor, 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

(10) 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, governor or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements), political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under section 509(a) of the Internal Revenue Code.

(11) Upon the liquidation or dissolution of the corporation, after payment of all the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organization exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code.

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.)
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:

c/o S.F.P.E. 60 Babterymarch Street, Boston, Mass.

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: Jack Bono.....	50 Fairhaven Boulevard, Woodbury, New York 11797	same.....
Treasurer: Jack Bono.....	same.....	same.....
Clerk: D. Peter Lund.....	10 Hemlock Lane Bedford, Massachusetts	same.....

Directors: (or officers having the powers of directors) Governors

Jack Bono	as above	as above
D. Peter Lund	as above	as above

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:  
second Monday in May

e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 18<sup>th</sup> day of July 19 79  
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.



D. Peter Lund

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

JUL 11 1980

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2701210

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

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 amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Jack Bono

, President /XXXXXXXXXX and

D. Peter Lund

, Clerk /XXXXXXXXXX of

SFPE Educational and Scientific Foundation, Inc.

(Name of Corporation)

located at 60 Batterymarch Street, Boston, MA 02110

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on May 17, 1980, by vote of six (6) members, XXXXXXXXXXXX Shareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

Appendix 4B(1), fifth line. Insert a period after "employees" and delete that which follows "and for any or all of the governors, directors, officers and employees of any corporation fifty (50%) percent or more of the shares of which outstanding and entitled to vote on the election of governors or directors are owned directly or indirectly, by it."

Appendix 4B(5). Delete entire section which reads "The corporation may be a partner in any business enterprise which it would have the power to conduct by itself."

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.

Examined

Name approved

C

3 P.C.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this  
30th day of June, in the year 1980

*Jack Bono*  
..... President/Vice-President  
*William Lund*  
..... Clerk/Assistant Clerk



**PARRIS N. GLENDENING**  
GOVERNOR

OFFICE OF THE SECRETARY OF STATE  
STATE HOUSE  
ANNAPOLIS, MARYLAND 21401  
(410) 974-5521  
TOLL FREE 888-874-0013  
FAX (410) 974-5190  
TDD 800-735-2258

**JOHN T. WILLIS**  
SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF REGISTRATION  
CHARITABLE ORGANIZATION

WHEREAS The Maryland Charitable Solicitations Act (Business Regulation Article Title 6 of the Annotated Code of Maryland) requires certain parties to register in this state;

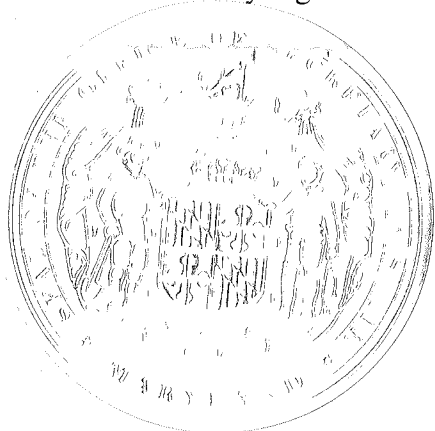
WHEREAS SFPE Educational & Scientific Foundation has submitted an application and the proper forms for registration; and

WHEREAS said application has been reviewed and found to be complete and acceptable for registration under Article 41, Section 3-201 through 3-219 of the laws of Maryland,

NOW THEREFORE BE IT ORDERED that:

SFPE Educational & Scientific Foundation  
7315 Wisconsin Avenue, Suite 1225W  
Bethesda, MD 20814

is hereby registered with the Secretary of State of Maryland as a Charitable Organization.



IN TESTIMONY WHEREOF I have hereunto set my hand and caused to be affixed the Seal of the Secretary of State at Annapolis, Maryland on December 15, 1998.

Handwritten signature of John T. Willis in cursive.

John T. Willis  
Secretary of State

Registration Number: 8712