

IDENTIFICATION
NO. 001362931

IDENTIFICATION
NO. 043303630

Filing Fee: \$35.00

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 180, Section 10) Domestic and Domestic Corporations

*Consolidation / *merger of

Central Mass Pastel Society, Inc.

Pastel Painters Society of Cape Cod, Inc.

and

the constituent corporations, into

Massachusetts Pastel Society, Inc.

~~*one of the constituent corporations~~ / *a new corporation

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of *consolidation / ~~*merger~~ was duly adopted in accordance and compliance with the requirements of General Laws, Chapter 180, Section 10.
2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.
3. The resulting or surviving corporation shall furnish a copy of the agreement of *consolidation / ~~*merger~~ to any of its members or to any person who was a stockholder or member of any constituent corporation upon written request and without charge.
4. The effective date of the *consolidation / ~~*merger~~ determined pursuant to the agreement of *consolidation / ~~*merger~~ 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:

5. (For a merger)

(a) The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

Examiner

C ☐
P ☐
M ☐
R.A. ☐

P.C.

**Delete the inapplicable words*

(For a consolidation)

(b) The purpose of the resulting corporation is to engage in the following business activities:

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, including without limitation:

Promoting the education and interest in pastel as a fine art and to set standards of excellence in the use of pastel in the Commonwealth of Massachusetts and nationally.

The Corporation may conduct such other activities and programs in the furtherance of the foregoing purposes as may be carried out by a corporation organized under the Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

******(c) The resulting corporation may have one or more classes of members. If it does, the designation of such class or 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, may be set forth in the bylaws of the corporation or may be set forth below:

None

******(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting 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 Attachment

6. The information contained in Item 6 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)

101 Fisk Street, West Dennis, MA 01247

**Delete the inapplicable word. **If there are no provisions state "none".*

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	Name	Residential Address	Post Office Address
President:	Cheryl Wildermuth	101 Fisk Street, West Dennis, MA 02670	
Treasurer:	Anne DeBenedictis	7 Howard Court, Woburn, MA 01801	
Clerk:	Partricia Boes	4117 30th Ave, Apt. 2, Astoria, NY 11103	
Directors:	See Attachment		

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving 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 *resulting / *surviving corporation is:

Eileen Casey, 9 Orchard Way, Sandwich, MA 02563

The undersigned officers of the several constituent corporations listed herein further state under the penalties of perjury as to their respective corporations that the agreement of *consolidation / *merger has been duly executed on behalf of such corporations and duly approved by the members / stockholders / directors of such corporations in the manner required by General Laws, Chapter 180, Section 10.

TO BE EXECUTED ON BEHALF OF EACH CONSTITUENT CORPORATION

_____, *President / ~~*Vice President~~

_____, *Clerk / ~~*Assistant Clerk~~

of Central Mass Pastel Society, Inc.

(Name of constituent corporation)

_____, *President / ~~*Vice President~~

_____, *Clerk / ~~*Assistant Clerk~~

of Pastel Painters Society of Cape Cod, Inc.

(Name of constituent corporation)

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 180, Section 10)
Domestic and Domestic Corporations

I hereby approve the within Articles of *Consolidation / *Merger
and, the filing fee in the amount of \$_____,
having been paid, said articles are deemed to have been filed with me
this_____ day of_____, 20_____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Eugene R. Curry

3010 Main Street

Barnstable, MA 02630

Telephone: (508) 375-0070

Email: ercurry@eugenecurry.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

**CONTINUATION SHEET
MASSACHUSETTS PASTEL SOCIETY, INC.
ARTICLES OF ORGANIZATION**

Other Lawful Provisions:

- a) In addition to the powers granted to the Corporation by General Laws, Chapter 180, the Corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of the Massachusetts General Laws Chapter 156B.
- b) The directors may make, amend or repeal the by-laws in whole or in part.
- c) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable or scientific purposes, as said terms have been and shall be defined pursuant to Sections 170(e) and 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. All powers of the corporation shall be exercised only in such manner as will assure the operation exclusively for said educational, charitable or scientific purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or other private persons, 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 in Article Two of these Articles of Organization. No substantial part of the activities of Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code the corresponding section of any future tax code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of or in opposition to any candidate for public office.

- e) Except as may be otherwise required by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the directors of the Corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for payment of its debts and obligations shall be conveyed transferred, distributed, and set over outright to one or more charitable or religious institutions or organizations, created and organized for nonprofit purposes similar to those of this Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal income tax code, as a majority of the directors of the Corporation may vote to designate and in such proportion or in such manner as may be determined in such vote; provided further, that the Corporation's property may be applied to charitable or religious purposes in accordance with the doctrine of cy-pres in all respects as a court having jurisdiction in the premises may direct.
- f) No officer or director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate the liability of an officer or director for (i) for any breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, and (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

- g) In offering its programs, the Corporation shall not discriminate on the basis of race, color, national or ethnic origin, gender, or sexual orientation.

Article 6 b

Directors:

<u>Name</u>	<u>Residential Address</u>
Cheryl Wildermuth	101 Fisk Street, Wet Dennis, MA 02670
Alexia Rosoff Wilber,	4 Lawrence Street, Pepperell, MA. 01464
Anne DeBenedictis	7 Howard Court, Woburn, MA 01801
Patricia Boes	4117 30th Ave., Apt 2, Astoria, NY. 11103
Lisa Townson	369 East Street, Lenox, MA 01240
Christine Bodnar	37 Walnut Street, Marshfield, MA 02050
Betsy Payne Cook	43 Brewster Road, Mashpee MA 02649
Alison Davidson	48 Veridian, Plymouth MA.02360
Eileen Casey	9 Orchard Way, Sandwich MA 02563