

[Handwritten Signature]

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

[Handwritten Signature]

Name

Approved

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Metropolitan Law Enforcement Council, Inc.

ARTICLE II

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

The organization shall be a non-profit corporation, within the meaning of the Internal Revenue Service Code 501 (C) (3), committed to provide public safety mutual aid to member police departments. Said mutual aid may arise from but not be limited to enemy action, natural disasters, fires, floods, storms, earthquakes, landslides, aircraft accidents, search or rescue operations, riots, mob action, civil unrest and other unusual occurrences that require police intervention beyond the capabilities of a single member agency.

- C
- P
- M
- R.A.

[Handwritten Number 7]

P.C.

Note: 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:

All members are to be full members and are to be afforded equal voting rights regardless of the size of the individual member agency.

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:

SEE ATTACHED.

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".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE IV

- a. The corporation may do business, carry on its operation and have offices and exercise the powers granted by the Massachusetts General Laws, specifically, but not limited to, Chapter 180 as now in force and as hereinafter amended in any jurisdiction within the Commonwealth of Massachusetts, although the Corporation shall not be operated for the purpose of carrying on for profit a trade or business unrelated to the tax exempt purpose.
- b. The corporation may make no contribution for other than religious, charitable, scientific, literary or educational purposes.
- c. Meetings may be held anywhere in the Commonwealth of Massachusetts
- d. No part of the assets of the Corporation and no part of the net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than for the purposes of the Corporation herein set forth; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. It is intended for the Corporation to be entitled to exemption from federal income tax under section 501 (C) (3) of the Internal Revenue Service code of 1954 as amended and shall not be a private foundation under Section 509 (A) of the Internal Revenue Code of 1954.
- e. Upon the liquidation or dissolution of the Corporation, after payment of all liabilities of the Corporation or due provision thereof, all assets of the Corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue code.
- f. In the event the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Organization or the by-laws of the Corporation, the following provisions shall apply:
 1. The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.
 2. The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the internal Revenue Code;

not retain any excess business holdings as defined in Section 4943 (c) of the internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

- g. The Corporation may have and exercise all powers necessary or convenient to affect any and 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 of section 501 (C) (3) of the United States Internal Revenue Code or any corresponding provision of any future Internal Revenue Law.
- h. All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force and hereinafter amended.
- i. The Corporation may be a partner in any enterprise, in which it would have power to conduct itself.
- j. The Board of Directors may make, amend or repeal the by-laws of the Corporation in whole or in part, except with respect to any provision thereof which by law or by the by-laws requires action by the members, and subject to the power of the members to amend or repeal any by-law adopted by the board of directors.

ARTICLE VII (Cont'd)

b. (cont'd)

	Name	Residential Address:	Post Office Address
Directors:	Robert C. Haas	65 Walpole St. Dover, MA 02030	590 High St. Westwood, MA 02090
	Joseph G. Griffin	67 Munroe St. Belmont, MA 02478	P.O. Box 192 Dover, MA 02030
	Joseph S. Bernstein	3 Stoneview Ln. Sharon, MA 02067	213 So. Main St. Sharon, MA 02067

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.

Effective date shall be the date approved by the Secretary of State.

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:
590 High St., Westwood, MA 02090

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:	Robert C. Haas	65 Walpole St. Dover, MA 02030	590 High St. Westwood, MA 02090
Treasurer:	Joseph G. Griffin	67 Munroe St. Belmont, MA 02478	P.O. Box 192 Dover, MA 02030
Clerk:	Joseph S. Bernstein	3 Stoneview Ln. Sharon, MA 02067	213 So. Main St. Sharon, MA 02067
Directors: (or officers having the powers of directors)	Dennis R. Mannix	11 Heritage Rd. Quincy, MA 02169	20 East Central St. Natick, MA 01760
	Edward M. Merrick, Jr.	445 South St. Plainville, MA 02762	157 South St. Plainville, MA 02762

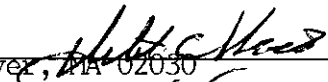
(continued on attached)

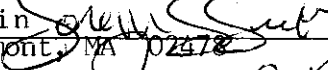
c. The fiscal year of the corporation shall end on the last day of the month of: June

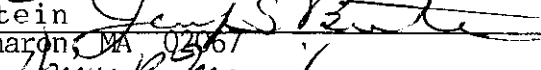
d. The name and business address of the resident agent, if any, of the corporation is: None.

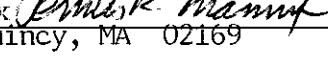
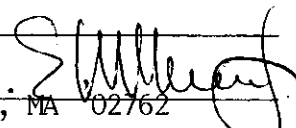
I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have 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 associate 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 21 day of December, 19 01.

Robert C. Haas 
 65 Walpole St., Dover, MA 02030

Joseph G. Griffin 
 67 Munroe St., Belmont, MA 02478

Joseph S. Bernstein 
 3 Stoneview Ln., Sharon, MA 02067

Dennis R. Mannix  Edward M. Merrick, Jr. 
 11 Heritage Rd., Quincy, MA 02169 445 South St., Plainville, MA 02762

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 he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

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CORPORATION DIVISION

I hereby certify that, upon examination of these 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 \$ 35 having been paid, said articles are deemed to have been filed with me this 9th day of January 2002.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Steven C. Siegel, CPA
Attorney-at-Law

44 School St. #710

Boston, MA 02108

Telephone: (617) 720-1214