
Examiner

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:

Theological Opportunities Program, Inc.


ARTICLE II

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

See Continuation Sheet 2A


Name
Approved

C
P
M
R.A.


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.

CONTINUATION SHEET 2A

Purpose Clause

The purpose for which this Corporation is to be formed is for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, to provide educational programming of women's issues in religion and society, including but not limited to lectures and discussion groups. The Corporation may also conduct any other business consistent with these Articles, and engage in any lawful act or activity authorized and permitted for such Corporations organized under Massachusetts General Law c. 180.

No part of the earnings of the Corporation shall inure to the personal benefit of, or be distributable to its directors, officers, 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 purpose set forth herein. 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 or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

In the event of the dissolution of the Corporation, the board of directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, artistic, literary, educational, or scientific purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

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:

N/A

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 Continuation Sheet 4A

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.

CONTINUATION SHEET 4A

The Corporation, in addition to all other powers granted by law, shall have the following powers in furtherance of the corporate purposes:

- (A) Meetings of directors are authorized to take place anywhere within the United States.
- (B) 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, the articles of organization, or the by-laws required action by the members.
- (C) No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided, however, that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law
 - (1) for any breach of the directors duty of loyalty to the corporation or its members
 - (2) for actions or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
 - (3) for any transaction from which the director derived an improper personal benefit.

This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

- (D) No director shall be personally liable to the corporation for damages that may inure to the corporation for defective filing for tax exempt status at the state and federal level.
- (E) The majority of the board of directors shall be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals cannot vote on their own compensation and any compensation decisions will be made by the board.
- (F) The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

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:

4 Linden Square, Wellesley, Massachusetts, 02482

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:	Elizabeth Dodson Gray	4 Linden Square, Wellesley, MA	02482
Treasurer:	Colleen Donohue	27 Maverick Square, East Boston, MA	02128
Clerk:	Marcia Miller Boehlke	5 Beals Cove Road, Apt. D, Hingham, MA	02043
Directors: (or officers having the powers of directors)	Elizabeth Dodson Gray	4 Linden Square, Wellesley, MA	02482
	Colleen Donohue	27 Maverick Square, East Boston, MA	02128
	Patricia Morris	7 Whitney Street, Chestnut Hill, MA	02167
	Esther Scanlan	37 Washington Street, Apt. 6, Gloucester, MA	01930
	Priscilla Hinckley	69 Pine Grove, Amherst, MA	01002
	Charlene Brotman	22 Howard Street, Newton, MA	02458
	Marcia Miller Boehlke	5 Beals Cove Road, Apt. D, Hingham, MA	02043

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:

N/A

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.

N/A

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 24th day of May, 20 03.

Elizabeth Dodson Gray

Elizabeth Dodson Gray, 4 Linden Square, Wellesley, Massachusetts, 02482

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.

#5712

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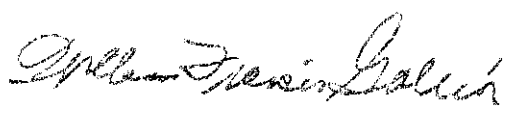
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

SECRETARY OF THE
COMMONWEALTH
03 JUL - 1 PM 1:14
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 \$ 35.00 having been paid, said articles are deemed to have been filed with me this 1st day of July 20 03.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Elizabeth Dodson Gray

4 Linden Square

Wellesley, MA 02482

Telephone: 781-235-5320

Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.