

Examiner

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY
Secretary of State
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

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.

Margaret Leona Crist

Lincoln Point Drive
Charlton, Mass.

Bruce Stratton Baker

156 Justice Hill Cut-off
Sterling, Mass.

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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:

C/W MARS, INC.

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

To organize a cooperative library network consisting of public, academic, special and other libraries, associated institutions and organizations established to:

- (a) promote the advancement of libraries and the interests of their publics;
- (b) increase access to and dissemination of knowledge and information;
- (c) facilitate and enhance the sharing of library resources and services;
- (d) effect the extension and delivery of these resources and services through effective and efficient means including the management of a computer facility and telecommunication system;
- (e) buy, hold, sell, convey, lease, mortgage, encumber, pledge, assign or transfer or otherwise use and manage real and personal property;
- (f) solicit, receive, manage, control and otherwise disburse funds, monies and consideration necessary for the development, implementation and fulfillment of its corporate purposes;
- (g) enter into contracts for goods and services and to do all things necessary and proper for the management, administration and control of the corporation consistent with the powers and purposes herein set forth;
- (h) engage in such other activities as is lawful by an organization pursuant to Chapter 180 of the General Laws of Massachusetts (continued on 2A)

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.

TWB
Name
Approved

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3. If the corporation has more than one class of members, the designation of such 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, are as follows: -

*4. 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:-

The Corporation may be dissolved by vote of two-thirds of the members of the Board of Directors. Upon such dissolution, the assets of the Corporation subject to the applicable statutory requirements, shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision made therefore.
- (b) Assets held by the Corporation upon conditions requiring return, transfer, or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) All other assets shall be transferred to corporations, persons, groups or organizations engaged in activities which substantially carry out the purposes of C/W Mars, Inc., and which are exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Probate Court of the County or such Court that has jurisdiction on such matters in the County in which the principal office of the corporation is then 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

To engage in any lawful act or activity for which corporations may be organized under the General Laws of the Commonwealth of Massachusetts.

Directors Continued

Address

John Ramsey	3 Mayfield Road Auburn, MA 01501
Isabel Hunter	23 Yorktowne Drive Springfield, MA 01108
Margo Crist	RFD #2, Box 129 Webster, MA 01570
Mary Hartman	2 Thomas Avenue Auburn, MA 01501
Gloria Carver	15 Truby Street Granby, MA 01033
Arthur Kissner	50 Corey Hill Road Ashburnham, MA 01430
Elizabeth Sheehan	24 Riverwood Street South Hadley, MA 01075
Marge Fischer	84 Vaughn Hill Road Bolton, MA 01740
Susan Theriault	16 Walnut Street Leominster, MA 01453
Charles McIsaac	Stowe Hill Road Wilmington, VT
Blaise Bisailon	71 Ridgewood Terrace Northampton, MA 01606
Olga Merick	Star Route Box 71G Wendall, MA 01379
Bonnie O'Brien	25 Sheridan Drive Shrewsbury, MA 01545
Connie Clancy	73 School Street South Hadley, MA 01075
Ronald Latham	250 Lebanon Hill Southbridge, MA 01550

Directors Continued

Address

James Fish	60 Pilgram Road Springfield, MA 01118
Tamson Ely	26 Middle Street Amherst, MA 01002
Donald Morton	12 West Chester Avenue Auburn, MA 01501
Bruce Baker	156 Justice Hill Cut-off Box 131 Sterling, MA 01564
Glenn Johnson	1423 Longmeadow Street Longmeadow, MA 01106
Franklin Taplin	9 Burnett Avenue South Hadley, MA 01075
Richard Starkey	Warren Road Box 176 Brimfield, MA 01010
A.G. Anderson	51 Centerwood Drive Holden, MA 01520
Joseph Hopkins	6 Irene Street #1 Worcester, MA 01603
Bruce Plummer	66 Nazvasota Avenue Worcester, MA 01602

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 Anna Maria College
 Sunset Lane
 Paxton, MA 01612
 - 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:		
Margo L. Crist	Lincoln Point Drive Charlton, Mass.	RFD #2, Box 129 Webster, MA 01570
Treasurer:		
David T. Sheehan	8 Robertson Rd. Worcester, MA 01602	Same
Clerk:		
Bruce S. Baker	156 Justice Hill Cut-off	Box 131 Sterling, MA 01564
Directors: (or officers having the powers of directors)		
F. Knowlton Utley	20 Ledgewood Circle Belchertown, MA 01007	Same
Bonnie Isman	88 Hockanum Road Hadley, MA 01035	Same
Sr. Lillian Beaulac	Anna Maria College (continued on Page 7A)	Paxton, MA 01612

- c. The date initially adopted on which the corporation's fiscal year ends is:
 June 30th
- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:
 Third Monday in October
- 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 INCORPORATOR(S) sign(s) these Articles of Organization this 20th day of July, 1984

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.

Margaret L. Crist

Bruce S. Baker

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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 on its behalf to sign these Articles of Organization.

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REGISTRATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written 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 \$30.00 having been paid, said articles are deemed to have been filed with me this *27th* day of *July* 19 *84*.

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: SARKIS, TESHQIAN, ESQUIRE
TESHQIAN, DRAPOS & ARMY

446 MAIN STREET, 20th FLOOR

WORCESTER, MA. 01608

Telephone (617) 799-4401

Filing Fee \$30.00

Copy Mailed

AUG 08 1984