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# The Commonwealth of Massachusetts

KEVIN H. WHITE  
Secretary of the Commonwealth  
STATE HOUSE  
BOSTON, MASS.

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

NAME

(including given name in full)

POST OFFICE ADDRESS

We, Robert J. Morrissey

50 Springfield Street  
Belmont, Massachusetts

John R. D. McClintock  
and

231 Highland Road  
Andover, Massachusetts

William V. Hovey

78 Warren Avenue  
Needham, Massachusetts

do hereby associate ourselves as incorporators with the intention of forming a corporation under the provisions of General Laws, Chapter 156B.

1. The name by which the corporation shall be known is:

John F. Keane Associates, Inc. ✓

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

To engage in the business of providing consulting and advisory services relating to the use of data processing and data communication equipment and equipment associated therewith; and

To engage in the business of providing systems design and computer programming services.

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 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 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	None	None	--	\$ - -
Common	None	150,000	\$1.	\$150,000.

\*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

Only one class authorized

\*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See attached rider.

\*6. 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 stockholders, or of any class of stockholders:

None

WITHINGTON, CROSS, PARK & GRODEN

73 TREMONT STREET

BOSTON, MASSACHUSETTS 02108

LOTHROP WITHINGTON  
CLAUDE B. CROSS  
EDWARD C. PARK  
JOHN F. GRODEN  
CHARLES C. WORTH  
CHARLES E. GENNERT  
PHILIP M. CRONIN  
JOHN M. REED  
WILLIAM V. HOVEY  
JOHN R. D. McCLINTOCK

ROBERT J. MORRISSEY  
ROBERT B. PATTEN  
ROBERT J. MULDOON, JR.

JOHN S. MCCANN  
1931-1964

AREA CODE 617 227-0185

March 3, 1967

Mr. Timothy F. Ring  
Corporation Division  
Office of the Secretary of State  
State House  
Boston, Massachusetts

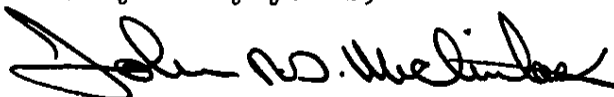
Re: John F. Keane Associates, Inc.

Dear Mr. Ring:

I am enclosing Articles of Organization for the above corporation for your examination and for filing if the Articles have your approval. Our firm check in the amount of \$75. is enclosed in payment of the filing fee.

Thank you.

Very truly yours,



John R. D. McClintock

JRDM: jam  
Enclosures

Restrictions Imposed Upon Transfer of Shares

Any stockholder (including the heirs, assigns, executors or administrators of a deceased stockholder) desiring to sell or transfer any shares owned by him (or them) shall first offer such shares to the corporation through the Board of Directors at a price determined as hereinafter provided. Any part or all of the shares so offered may be purchased by the corporation at the price per share so determined. The corporation shall not be obliged to take any part or all of the shares so offered, but if it does not do so within thirty (30) days of the date of such offer, the holder of said shares or his legal representative shall be at liberty to transfer the same to any other person or persons at any time within thirty (30) days thereafter. Each and every such transferee shall take and thereafter hold the shares subject to all of the restrictions upon transfer to which the original or prior holder has theretofore been subject. The Board of Directors may waive the above restrictions with respect to any particular transfer to a person or persons specified in the waiver, but such waiver shall not affect any subsequent transfer not specified therein.

The price at which the shares shall be offered to the corporation as aforesaid shall be the value per share thereof as shown by the books of account of the corporation at the close of the last preceding fiscal quarter; provided, however, that in determining such per share book value, capital and surplus shall be adjusted in amounts determined by the Board of Directors to reflect fairly the value of work in process, unutilized or uncollected accounts receivable and unpaid liabilities and no amount shall be included for the value of good will.

7. The first meeting of the incorporators was duly held on the 1st day of March, 19 67 at which by-laws of the corporation were duly adopted and at which the initial directors, president, treasurer and clerk, whose names are set out below, were duly elected.

8. 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:

77 Main Street, Hingham, Massachusetts

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation elected at the first meeting are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	John F. Keane	Cohasset, Mass.	130 Linden Drive Cohasset, Mass.
Treasurer:	John F. Keane	" "	" "
Clerk:	Marilyn T. Keane	Cohasset, Mass.	130 Linden Drive Cohasset, Mass.
Directors:	Robert J. Morrissey	Belmont, Mass.	50 Springfield St. Belmont, Mass.
	John R. D. McClintock	Andover, Mass.	231 Highland Road Andover, Mass.
	William V. Hovey	Needham, Mass.	78 Warren Street Needham, Mass.

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31st

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

The 2nd Tuesday in March in each year

e. The name and business address of the registered agent, if any, of the corporation are:

None

IN WITNESS WHEREOF, and under the penalties of perjury, we, the above-named INCORPORATORS, hereto sign our names, this 3rd day of March 19 67 .

Robert J. Morrissey  
John R. D. McClintock  
William V. Hovey

47533

**RECEIVED**

**THE COMMONWEALTH OF MASSACHUSETTS**

MAR 3 1967

CORPORATION DIVISION  
SECRETARY'S OFFICE

**ARTICLES OF ORGANIZATION**  
GENERAL LAWS, CHAPTER 156B, SECTION 12

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 \$75<sup>00</sup> having been paid, said articles are deemed to have been filed with me this

March 1967

6<sup>th</sup> day of

*Kevin H. White*

Secretary of the Commonwealth

**TO BE FILLED IN BY CORPORATION**

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

John R. D. McClintock

73 Tremont Street

Boston, Massachusetts

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$75. General Laws, Chapter 156B.

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