

William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: December 29, 2022

To Whom It May Concern :

I hereby certify that

SAINT MICHAEL SCHOOL ALUMNI ASSOCIATION, INC.

appears by the records of this office to have been incorporated under the General Laws of this
Commonwealth on **December 19, 2022** (Chapter 180).

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 22120601480

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: tad

**ARTICLES OF ORGANIZATION
OF
St Michael School Alumni Association, Inc.**

ARTICLE I
NAME

The name of this corporation is St Michael School Alumni Association, Inc. hereafter "Corporation". The principal office or headquarters for the transaction of business shall be located at 21 6th St, Lowell, located within the County of Middlesex and State of Massachusetts. The St Michael School Alumni Association, Inc. shall have and shall continuously maintain corporation status in the State of Massachusetts as a registered office and agent.

ARTICLE II
PURPOSE

The purpose for which this Corporation is organized is to promote the financial well-being of St. Michael School by soliciting, receiving, and administrating funds to support the special projects of the school, and other needs of the school, its students, and staff.

ARTICLE III
CLASSES OF MEMBERS

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 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

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 classes of members, are as follows:

- (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 Massachusetts General Laws Chapter 156B.
- (b) The directors may make, amend or repeal the bylaws in whole or in part with respect to any provision thereof that law or the bylaws requires action by the members.
- (c) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for charitable purposes, as said terms and shall be defined pursuant to Sections 170(e) and 501(c)3 of the Internal Revenue Code. All powers of this corporation shall be exercised only

in such manner as will assure the operation of this corporation exclusively for said charitable purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and the contributions to it shall be deductible pursuant to said sections of said code, 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, directors, officers, or individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article II of these Articles of Incorporation. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate or intervene in (including the publication and distribution of statements) any political campaign on behalf of 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 General Laws by the affirmative vote of a majority of directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of the law), the property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to St Michael School, provided that it is an ongoing entity, or one or more Catholic educational institutions created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under Section 501(c)3 of the Internal Revenue Code, as a majority of the total number of directors may by vote designate and in such proportion and in such manner as may be determined in such a vote.
- (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 as an officer or director notwithstanding any provision of the law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of an 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 a knowing violation of law or (iii) for any transaction from the officer or director whereby an improper personal benefit was derived.

ARTICLE V **BY-LAWS**

The by-laws of the corporation have been duly adopted and the initial directors, president, vice-president, treasurer, and secretary, whose are set out in Article VII, have been duly elected

ARTICLE VI **EFFECTIVE DATE**

The effective date of the corporation shall be January 1, 2023

ARTICLE VII
BOARD OF DIRECTORS

The information contained in Article VII is not a permanent part of the Articles of Organization.

The initial Board of Directors and the names and addresses of the persons who are to serve as Directors or until such time as their successors are elected and qualified are as follows:

President:	William R Sullivan. Jr.	67 Methuen Street, Lowell, MA 01850
Vice President:	Pauline Minch	67 13 th Street, Lowell, MA 01850
Treasurer:	Peggy Kane	72 Brookview Road, Windham, NH 03087
Secretary:	Julie Long	2 Roosevelt Avenue, Dracut, MA 01826
Director 1	Thomas Battle	134 Reedy Meadow Rd, Groton MA 01450
Director 2	Ann Scannell	41 Fox Hill Lane, Dracut, MA 01826
Director 3	Kathy Whitney	151 R Methuen Street, Lowell, MA 01850
Director 4	Sonny Puleo	64 19 th Street, Lowell, MA 01850
Director 5	Catherine Callery	

Revision 1 – January 24, 2024

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Massachusetts, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Organization on December 7, 2022.

(President)

(Vice President)

(Treasurer)

(Secretary)

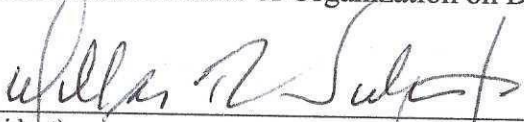
ARTICLE VII
BOARD OF DIRECTORS

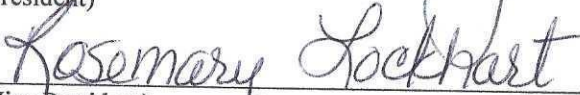
The information contained in Article VII is not a permanent part of the Articles of Organization.

The initial Board of Directors and the names and addresses of the persons who are to serve as Directors or until such time as their successors are elected and qualified are as follows:

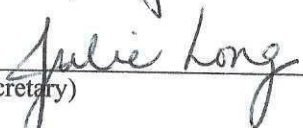
President:	William R Sullivan. Jr.	67 Methuen Street, Lowell, MA 01850
Vice President:	Rosemary Lockhart	91 Beacon Street, Lowell, MA 01850
Treasurer:	Peggy Kane	72 Brookview Road, Windham, NH 03087
Secretary:	Julie Long	2 Roosevelt Avenue, Dracut, MA 01826
Director 1	Thomas Battle	134 Reedy Meadow Rd, Groton MA 01450
Director 2	Pauline Minch	67 13 th Street, Lowell, MA 01850
Director 3	Kerry Patenaude	43 Osgood Avenue, Dracut, MA 01826
Director 4	Anne Scannell	41 Fox Hill Lane, Dracut, MA 01826
Director 5	Kathy Whitney	151 R Methuen Street, Lowell, MA 01850

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Massachusetts, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Organization on December 7, 2022.


(President)


(Vice President)


(Treasurer)


(Secretary)

STATE OF MASSACHUSETTS

COUNTY OF MIDDLESEX

On this date, December 12, 2022, before me a notary public, the undersigned authority, the following personally appeared:

Members of the Board:

President – William R Sullivan. Jr

William R Sullivan Jr

Secretary – Julie Long

Julie Long



known to me or have satisfactorily proven that they are the Directors or Incorporators of the Articles of Incorporation, that they signed the aforementioned document as such, and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year as written above.

William G. Whitney Jr
(Signature Notary Public)

William G. Whitney Jr
(Printed Name of Notary Public)

My Commission Expires: 03-01-24