# CITY OF CAMBRIDGE

CITY HALL, CAMBRIDGE, MASSACHUSETTS 02139 • TEL. 876-6800

LAW DEPARTMENT

PHILIP M. CRONIN
CITY SOLICITOR

EDWARD D. McCARTHY
ROWENA E. TAYLOR
ASSISTANT CITY SOLICITORS

JOHN A. SERINO
LEGISLATIVE AGENT


March 6, 1972

Mr. John H. Corcoran
City Manager
City Hall
Cambridge, Massachusetts

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of State Re: "Institute for New Enterprise Development, Inc.," I made an investigation.

The applicant lives at the address given and has not been engaged in the illegal sale of alcoholic beverages as defined in Chapter 138, Section One nor has he been engaged in any other business or vocation prohibited by law.

"The above named applicant has not been engaged in the illegal selling of alcoholic beverages, as defined in Section One of Chapter 138, or in keeping places or tenements used for illegal gaming, or in any other business or vocation prohibited by law, or is a person of ill repute."

Respectfully submitted,

William J. FitzMaurice

William J. FitzMaurice
Chief Investigator

WJF:jm
Encs.

C.D. 307. 5M-10-69-045598

# The Commonwealth of Massachusetts

**JOHN F. X. DAVOREN**

*Secretary of the Commonwealth*

CORPORATION DIVISION

STATE HOUSE, BOSTON

February 25, 1972

City Manager -- Cambridge, Mass

Francis L. Coolidge 18 Prescott Street, Cambridge
(and others not of Cambridge)

have filed in this office an application for a certificate of incorporation, as provided for in chapter 180 of the General Laws, Tercentenary Edition, under the name of

Institute for New Enterprise Development, Inc.

for the purpose of -see attached purposes-

to be located in the town of Belmontx

In accordance with the provisions of section five of said chapter 180 of the General Laws, Tercentenary Edition, I request that you forward forthwith to this office a statement of the facts called for by said section.

Very truly yours,

John F. X. Davoren

*Secretary of the Commonwealth*

(a) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(c) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(d) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(e) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(f) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Mass. G.L. c. 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

(g) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of any corporation, fifty per cent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.

(h) The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Mass. G.L. c. 175, § 94B as now in force or as hereafter amended.

(i) The corporation may be an incorporator of other corporations of any type or kind.

(j) The corporation may be a partner in any business enterprise which said corporation would have power to conduct by itself.

(k) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law or the by-laws require action by the members.

(l) Meetings of the members may be held anywhere in the United States.

(m) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, the person being indemnified undertake to repay such payment if he shall be adjudicated to be not entitled to indemnification under Mass. G.L. c. 180, § 6 as now in force or hereafter amended and as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent, appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote for directors, voting as a single class. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. As used in this Section, the terms "director," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Section shall affect any rights to indemnification to which corporate personnel other than directors may be entitled by contract or otherwise under law. In no event shall the corporation make any payment to a director, officer, employee or other agent if such payment would constitute a taxable expenditure under Section 4945 of the Internal Revenue Code.

(n) No part of the assets of the corporation and no part of any 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 the purposes of the corporation as herein set forth; no contribution shall be made by the corporation for other than religious, charitable, scientific, literary or educational purposes; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code and shall qualify as a public charity under Section 509(a) of the Internal Revenue Code.

(o) Upon the dissolution of the corporation, the members shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to such organization or organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the members shall determine.

(p) In the event that 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 bylaws of the corporation, the following provisions shall apply.

> The directors 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.
>
> Any other provisions of this instrument notwithstanding, the directors shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; nor 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.

(q) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954 and shall be deemed to include statutes which succeed said provisions (i.e., corresponding provisions of future Internal Revenue laws).

(r) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Mass. G.L. c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code.

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

This corporation is formed to conduct scientific research in the general field of Social Sciences and Management and entrepreneurial development, and

a) to disseminate, by means of publications, teaching of courses, and otherwise, the results of such research;

b) to promote and advance by original study and investigation, more effective means of changing human behaviour and social systems; and

c) to instruct the public in subjects useful to the individual and beneficial to the community and public at large.

CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

March 13, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from Francis L. Coolidge, 18 Prescott St., Cambridge and others not residents of Cambridge for a certificate of incorporation under the name of Institute for New Enterprise Development, Inc. to be located in the town of Belmont.

Also enclosed is report from Mr. FitzMaurice.

Yours truly,

John H. Corcoran
City Manager

JHC/mg

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COMMUNICATION

*from the City Manager transmitting one from* John F. X. Davoren, Secretary of State, together with enclosures relative to the application of Francis L. Coolidge, 18 Prescott St., Cambridge et als for a certificate of incorporation under the name of "Institute for New Enterprise Development, Inc." to be located in the town of Belmont

March 13, 1972