

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

July 14, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of
State Re: "The Women's Counseling and Resource Center, Inc.,"
I made an investigation. The locus is suitable.

The applicants live at the addresses given and have
not been engaged in the illegal sale of alcoholic beverages as
defined in Chapter 138, Section One nor have they been engaged
in any other business or vocation prohibited by law.

"The above named applicants have not been engaged in
the illegal selling of alcoholic beverages, as defined in Sec-
tion 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 are persons of ill repute."

Respectfully submitted,

William J. FitzMaurice
Chief Investigator

WJF:jm
Encs.

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The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

May 24, 1972

To the Mayor & City Manager of Cambridge

Cathy Colman, 136 Oxford Street; Margaret Wegman, 45 Eustis Street;
both residents of Cambridge

and others (not residents of Cambridge)

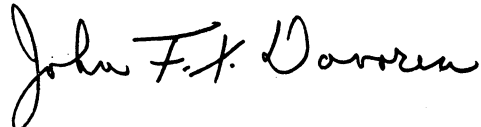
have filed in this office an application for a certificate of incorporation, as provided for in chapter 180 of the General Laws, Tercentenary Edition, under the name of
Women's Counseling and Resource Center, Inc., The
for the purpose of the following:

(see attached sheet for purpose)

to be located in the Cambridge, c/o Harvard-Epworth Methodist Church, 1555 Massachusetts Avenue

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,



Secretary of the Commonwealth

Enclosure "A"

I. This Corporation is organized and shall be operated exclusively for the following purposes:

(A) To provide on a non-profit, non-professional basis educational and other charitable programs that will be relevant to women residing in the Cambridge-Greater Boston, Massachusetts area:

- (1) by providing counseling services on both a short-term and a long-term basis to individuals and groups of women;
- (2) by operating a resource center to provide discussion groups, referral services and information in areas of concern to women;
- (3) by developing and presenting instruction for women in the areas of counseling and provision of informational resource services;
- (4) by tutoring and providing classes and instruction in the humanities, social sciences, sciences and professions with an emphasis on areas of concern to women in these disciplines;
- (5) by providing other social and educational services through various communications media to assist in provision of information concerning women and issues of concern to women;
- (6) by conducting research in the areas of counseling and provision of informational resource services and in other related areas;
- (7) by publishing journals, papers, books and other written material relating to or promoting such operations.

(B) To collaborate with, to work with or for, and to cooperate in any manner whatsoever with the local, state, and federal governments and governmental and private agencies, organizations, and institutions in efforts to accomplish one or more of the above purposes.

II. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set forth in Part III hereof, the Corporation shall have and may exercise, in addition to the power to convey land to which it has legal title and the powers specified in paragraphs (A) through (D) inclusive and paragraph (K) of Section 9 of Chapter 156B of the General Laws, the following powers:

- (A) To 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) To 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) To 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) To 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) To 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) To do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States, subject to the Articles of Organization;
- (G) To 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;

Enclosure "B"

Other Lawful Provisions

- (A) Except as may be otherwise required by law, the Corporation may at any time by the affirmative vote of two-thirds of the total number of members of the Corporation merge or consolidate with or into any corporation which is exempt from federal and state income taxes and from local property taxes and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.
- (B) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (C) Except as may be otherwise required by law, these Articles of Organization may be amended from time to time by an affirmative vote of two-thirds of the total number of the members of the Corporation; provided, however, that no such amendment shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable or educational purposes, or for any purpose or in any manner that would deprive it of exemption from federal and state income taxes and from local property taxes.
- (D) Except as may be otherwise required by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the total number of the members of the Corporation; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation, (whether voluntary, involuntary or by operation of law) the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred,

The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954, as amended (hereinafter the "Code"). The Corporation hereby is and shall be prohibited from engaging in the following activities as defined in Sections 4941 through 4945 of the Code: any act of self-dealing with disqualified persons, retaining any excess business holdings, making any investments in such manner as to jeopardize the carrying out of any of its exempt purposes, or from making any taxable expenditures. The provisions of this paragraph shall be inapplicable when and if the Corporation receives from the Internal Revenue Service a ruling that the Corporation is not a "private foundation" within the meaning of Section 509 of the Code and such provisions shall remain inapplicable so long as such ruling remains in effect.

IV. The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation.

- (H) To participate as a subscriber in the exchange of insurance contracts specified in section ninety-four B of Chapter one hundred and seventy-five of the Massachusetts General Laws;
- (I) To be an incorporator of other corporations of any type or kind;
- (J) To 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 the Massachusetts General Laws or these Articles of Organization;
- (K) To be a partner in any business enterprise which said Corporation would have power to conduct by itself; and
- (L) To carry on any activity which the Board of Directors, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable and educational purposes of the Corporation, and to perform and do any and all things which the Corporation is empowered to do, or any part thereof, as principal, agent, contractor or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone or in conjunction or co-operation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth.

III. Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable and educational purposes, as said terms have been and shall be defined under and pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as said Sections may from time to time be amended or added to, or under any successor sections thereto. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from Federal income tax and that contributions to it shall be deductible pursuant to said Sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

distributed, and set over outright to such one or more charitable or educational institutions or organizations, created and organized for non-profit purposes similar to those of the Corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Internal Revenue Code of 1954 and which qualify as exempt from income tax under Section 501(c)(3) of said Code as said sections may, from time to time, be amended or added to or under any successor sections thereto as two-thirds of the total number of the members of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

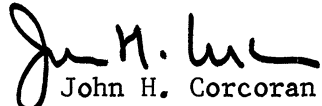
August 17, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F. X. Davoren, Secretary of the Commonwealth relative to application from Cathy Colman, 136 Oxford Street; Margaret Wegman, 45 Dustis Street; both residents of Cambridge, and others, (not residents of Cambridge), for a certificate of incorporation under the name of Women's Counseling and Resource Center, Inc., The.

Also enclosed is report from Mr. Fitzmaurice.

Very truly yours,


John H. Corcoran
City Manager

JHC/m

COMMUNICATION
from the City Manager trans-
mitting one from John F.X. Davoren,

Secretary of the Commonwealth, together
with enclosures relative to the application
of Cathy Colman, 136 Oxford St., Cambridge
et als for a certificate of incorporation
under the name of "Women's Counseling and
Resource Center, Inc., The" to be located
at 1555 Mass. Ave., Cambridge

August 17, 1972