

CITY OF CAMBRIDGE

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

LAW DEPARTMENT

EDWARD D. MCCARTHY
ACTING CITY SOLICITOR

ROWENA E. TAYLOR
ASSISTANT CITY SOLICITOR

CHARLES WATSON
LEGISLATIVE AGENT

April 10, 1975

Mr. James L. Sullivan
City Manager
City Hall
Cambridge, Massachusetts

Dear Mr. Sullivan:

Pursuant to a communication from the Secretary of State re: "The Open Road School, 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
Enc.

The Commonwealth of Massachusetts
PAUL GUZZI

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

March 4, 1975

To: Mayor and City Manager of Cambridge, Mass.

George Johnson 1039 Massachusetts Ave. 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

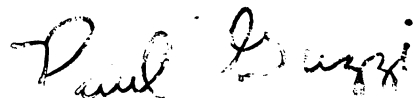
The Open Road School, Inc.

for the purpose of ~~see attached purposes~~

to be located in the town of Watertown

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

(including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Fourth. The following additional provisions, not inconsistent with law, are hereby established for the conduct and regulation of the activities of the Corporation, for its voluntary dissolution, and for limiting, defining and regulating the power of the Corporation, its Board of Directors and Members, namely:

a. The Corporation may apply for and receive from any source or sources outright, in trust or otherwise, by gift, devise, bequest or otherwise, and hold cash, securities and real and personal property to the extent from time to time authorized by law.

b. The Corporation may retain, may buy or otherwise acquire, may renovate, improve, sell, lease, convey or otherwise dispose of, and may invest and reinvest its assets in, any property whether real or personal, within or without Massachusetts, including without limitation any stock, obligations, or other securities of any corporation, association or business trust, investment trust or investment company, provided, that none of the assets of the Corporation shall be given or loaned directly or indirectly to any Director or Member.

c. The Corporation may make contracts, incur liabilities, borrow money, make and endorse bonds, notes and other evidences of indebtedness, and mortgage, pledge or create any security interest in any real or personal property, all on such terms as its Board of Directors may determine.

d. The Corporation may make contributions for the accomplishment of its purposes, in such amounts as the Directors determine to be reasonable, to corporations, trusts, funds, foundations or community chests created or organized in the United States or in any territory or possession thereof, and organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organizations described herein shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or hereafter amended. The Corporation may also make contributions to carry out the purposes of this Corporation to states, territories or possessions of the United States, any political subdivision of the foregoing, or to the United States or the District of Columbia but only for exclusively public purposes.

e. Notwithstanding any other provisions of these Articles of Organization, this Corporation shall not, in the conduct of its affairs, carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 and contributions to which are deductible under Section 170(c) (2) of said Code, each as now in force or hereafter amended.

f. Except as otherwise required by law, the Articles of Organization of the Corporation may be amended from time to time by the affirmative vote of at least two-thirds of the Members present and voting at a meeting of the Membership, provided, that no amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for such charitable, educational or scientific purposes as qualify the Corporation for exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 and as qualify gifts to the Corporation as deductible under Section 170(c) (2) of said Code, each as now in force or hereafter amended.

g. The Corporation may at any time merge or consolidate with any other corporation organized for educational, scientific or other charitable purposes upon the affirmative vote of not less than two-thirds of the Members, if and to the extent permitted by the applicable law then in effect.

h. Subject to applicable provisions of law, the Corporation may, at any time, dissolve by the affirmative vote of at least two-thirds of its Members, provided that upon such dissolution all the assets of the Corporation (after payment of all debts and other obligations) shall be contributed to a corporation or entity or corporations or entities, each of the nature referred to in Paragraph d. of these additional provisions.

ATTACHED SHEET TO THE ARTICLES OF ORGANIZATION
STATING THE PURPOSES FOR WHICH
THE OPEN ROAD SCHOOL IS FORMED

First. The primary purpose of the Corporation is to plan, organize, coordinate, and conduct a secondary school which offers a comprehensive educational program to aid individual students from the towns of Belmont, Waltham, and Watertown in achieving their full educational, economic, creative and social potential and a sense of self respect and dignity. A secondary purpose is to offer educational opportunities to teachers or would-be teachers to improve their teaching skills and to become acquainted with new teaching techniques, materials, and models.

Second. In furtherance of the foregoing charitable and educational purposes the Corporation may:

- a. Develop, conduct, administer, and coordinate programs which provide services, financial assistance, and other activities and facilities necessary 1) to meet the needs of individual students and their families in the areas of educational, cultural, and vocational opportunities, recreation and health, and acquaintance with and realization of basic civil rights and obligations, and 2) to meet the needs of teachers in training.
- b. Provide facilities, personnel and funds in order to achieve, and to assist public agencies, and other private non profit agencies or combinations thereof to achieve, the goals of the Corporation.
- c. Make outright grants or loans of all or part of the funds or property of the Corporation, with or without interest, in furtherance of the charitable and educational purposes of the Corporation.
- d. Complete any and all things directly or indirectly related to any of the foregoing activities and in furtherance of the foregoing charitable and educational purposes.
- e. Complete any and all other lawful requirements in furtherance of said charitable and educational purposes which may be permitted under Section 501 (c) (3) of the Internal Revenue Code of 1954 and which are also permitted under the laws of the Commonwealth of Massachusetts, each as now in force or hereafter amended.

Third. The Corporation shall not be operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation, and payments and distributions may be made in furtherance of its purposes; and no Member, Director, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JAMES L. SULLIVAN
City Manager

April 14, 1975

To the Honorable, the City Council:

I transmit herewith a communication from Paul Guzzi, Secretary of the Commonwealth, relative to an application from George Johnson, 1039 Massachusetts Avenue, Cambridge, for a certificate of incorporation under the name of The Open Road School, Inc., to be located in the town of Watertown.

Also enclosed is a report from Mr. FitzMaurice.

Very truly yours,



James L. Sullivan
City Manager

JLS/mbf
Enc.

Agenda # 1D

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Inc. "The Open Road School, Inc."

In City Council,

April 14, 1975

*Paper sent to Sec'y
of State 4/15/75 dl*