

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

January 11, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of
State Re: "Greenhouse, Inc.," I made an investigation.

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 en-
gaged 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
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 are persons of ill repute."

Respectfully submitted,

William J. FitzMaurice
Chief Investigator

WJF:jm
Encs.

SECOND NOTICE

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

September 1, 1971

City Manager -- Cambridge

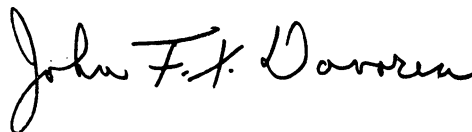
Dori A. Slater 93 Fayerweather St. Cambridge
Daniel Klubock 46 Reservoir Rd. "
(and others not of Cambridge)

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
Greenhouse, Inc.
for the purpose of -see attached purposes-

to be located in the city of Boston -45 School Street-
c/o Daniel Klubock, Featherston, Homans & Klubock

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

The purposes for which the corporation is formed are as follows: to engage in research and educational activities relating to current social problems, and needs. To contribute to and foster the development of a more humane society 1) by facilitating and developing programs for individuals and groups seeking to improve themselves and their communities; 2) by researching social needs and problems and by developing responsive programs to meet such needs and problems; 3) by developing educational, training, communication and consultation programs designed to deal with current social problems. The aforementioned powers are in furtherance of the general powers conferred by Chapter 180 of the General Laws of the Commonwealth of Massachusetts as amended, and are not intended to limit the power of the corporation to engage in any other educational or charitable function permitted by the laws of the Commonwealth of Massachusetts to a non-profit corporation organized under Chapter 180, provided that such function is within the exempt purposes set forth in Section 501(c)(3) of the U.S. Internal Revenue Code, as amended.

SEE CONTINUATION SHEETS 1 - 3 FOR ADDITIONAL PROVISIONS

If provisions for which the space provided is not sufficient additions should be set out on continuation sheets which

CONTINUATION SHEET 1 (ADDITIONAL PROVISIONS)

The Incorporators further agree to the following provisions:

1. Annual Meeting. The annual meeting shall be held each year on the second Monday in June, unless such day is a legal holiday, in which event it shall be on the Monday following and at a time and place in the Commonwealth determined by the President, the Board of Directors or a majority of the members. If in any year the annual meeting is not held, a special meeting may be held in lieu thereof at a later time, and any elections held or business transacted at such special meeting shall have the same effect as if held or transacted at the annual meeting.
2. Fiscal Year. The fiscal year of the Corporation shall be from the first day of July through the 30th day of June in each year.
3. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes;
4. The Corporation, subject to the restrictions and limitations hereinafter set forth, shall have the power (a) to receive, hold, administer and dispose of personal and real property as may be appropriate to carry out the purposes of the Corporation; to solicit and receive contributions of money and gifts from any and all sources in order to further the purposes here set forth; in general, to carry on any other activities in connection with these purposes, and to have and exercise all the powers conferred by the laws of Massachusetts as are in furtherance of the purposes herein set forth in the same manner and to the same extent as natural persons might or could do, consistent with Chapter 180 of the General Laws of Massachusetts; (b) to buy, lease or otherwise acquire, and to construct, own, occupy, operate, mortgage, lease, sell, convey or otherwise dispose of, real estate, interests in real estate, and all other real and personal property tangible or intangible, as may be necessary for or incidental to the purposes of this Corporation; (c) to purchase, acquire or sell securities of all kinds in connection with carrying out the purposes of this Corporation; (d) to borrow money or otherwise incur indebtedness and from time to time make and issue promissory notes and other evidences of indebtedness of any kind for the accomplishment of the purposes of this Corporation; and, to secure the same by mortgage, pledge, assignment or transfer in any other manner of any or

CONTINUATION SHEET 2 (ADDITIONAL PROVISIONS)

of all the property or assets of this Corporation; (e) to enter into, modify, rescind, cancel and perform contracts of any kind or description which may be necessary or convenient to accomplish the purposes of this Corporation; (f) to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.);

5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Paragraph 3 hereof. The Corporation shall be entitled to make grants, scholarships, and fellowships available to scholars, researchers, students, writers, and others, but only in furtherance of its charitable, scientific, literary or educational purposes;

6. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

7. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

CONTINUATION SHEET 3 (ADDITIONAL PROVISIONS)

8. Upon the dissolution of the Corporation, the Board of Directors 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. The assets of the Corporation upon dissolution shall be distributed or disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Judicial Court of the Commonwealth of Massachusetts exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes, in accordance with Mass. G.L. c. 180, §§11A and 11B.

9. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code of 1954 as now in force or hereafter amended then, notwithstanding any other provisions of the articles of organization or the By-laws of the corporation, the following provisions shall apply:

The members 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 of 1954, as now in force or as hereafter amended.

Any other provisions of this instrument notwithstanding, the members shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as now in force or hereafter amended; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as now in force or hereafter amended; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, as now in force or hereafter amended; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as now in force or hereafter amended.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

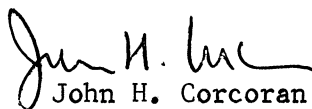
January 17, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth, relative to application from Dori A. Slater, 93 Fayerweather St. and Daniel Klubock, 46 Reservoir Road, Cambridge and others not of Cambridge for a certificate of incorporation under the name of Greenhouse, Inc.

Also enclosed is report from Mr. Fitzmaurice.

Very truly yours,


John H. Corcoran
City Manager

JHC/mg

COMMUNICATION
from the City Manager trans-
mitting one from John F.X. Davoren,
Secretary of the Commonwealth, together
with enclosures relative to the applica-
tion of Dori A. Slater, 93 Fayerweather
St., Cambridge et als for incorporation
under the name of "Greenhouse, Inc." to
be located in the City of Boston

January 17, 1972