

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

August 9, 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 Citizens' Committee To End Lead Poisoning, 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
Chief Investigator

WJF:jm
Encs.

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

August 2, 1972

City Manager
Municipal Building
Cambridge, Mass.

John W. Graef, 55 Sacramento Street, Cambridge
(and others not residents of Cambridge)

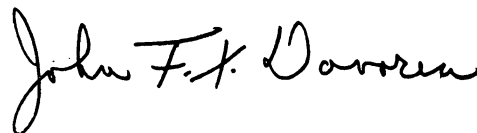
have filed in this office an application for a certificate of incorporation, as provided for in chapter 180 of the General Laws, Tercentenary Edition, under the name of **The Citizens' Committee To End**

Lead Poisoning, Inc.
for the purpose of
(see attached)

to be located in the **City of Boston**

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"

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

I. To promote, establish, supervise and maintain a comprehensive lead poisoning screening, treatment and prevention program in the Commonwealth of Massachusetts

- (a) by investigating the various techniques of detecting and treating lead poisoning;
- (b) by educating community and professional and non-professional groups about the causes and effects of lead poisoning, the methods of detecting lead poisoning in children and the methods for testing for lead-based paints in places of residence, schools, day-care centers and other places where children are commonly exposed to the dangers of lead-based paints;
- (c) to provide a mutual exchange of information between the Corporation, the community-at-large, and city and state governmental bodies involved in the problems and prevention of lead poisoning; and
- (d) to collect and compile data on the numbers of children poisoned by lead-based paints and the numbers of dwelling places containing lead-based paint for use in systematic lead poisoning prevention.

II. To conceive, initiate, stimulate, support, supervise, advise, and participate in, programs, activities, projects, organizations, and research aimed at furthering one or more of the purposes set forth in the preceding paragraph I.

The Corporation is organized and shall at all times be operated exclusively for charitable, religious and educational purposes within the meaning of Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1954, as amended, or of successor provisions of similar import.

III. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set

forth in Part IV hereof, the Corporation shall have and may exercise the following powers:

- (a) To solicit, accept, hold, administer and dispose of money, securities and real and personal property and to take and receive by bequest, devise, gift or benefit of trust any property or interest therein real or personal or mixed, wherever located;
- (b) To make gifts, donations, and contributions of the property, real or personal or mixed, of the Corporation, including but not limited to, money and to convey, assign, lease, lend or otherwise transfer, with or without consideration, any such property;
- (c) To acquire by purchase, lease, concession, permit, license or in any other manner whatsoever, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent or otherwise dispose of lands, both improved and unimproved, offices, stores and any other structures and real estate of every kind, nature and description, and to acquire by purchase or otherwise, and to own, hold, use, pledge, sell, or otherwise, dispose of, and deal in and with, all kinds of personal and real property of every nature and description;
- (d) To invest, reinvest, and administer the funds of the Corporation;
- (e) To borrow money and from time to time make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be necessary to or convenient for the accomplishment of the purposes of the Corporation or any of them; and, if deemed advisable, to secure the same by mortgage, deed of trust or pledge, or otherwise, of any or all of the property of the Corporation;
- (f) To erect, construct, reconstruct, repair, remodel, alter, maintain and improve buildings of every description on any land of the Corporation or upon other lands;
- (g) To purchase, subscribe to, acquire, hold, sell, assign, mortgage, hypothecate or otherwise dispose

of securities of any corporation or association, and while owner or holder thereof to exercise all the rights of ownership therein;

- (h) To invest in, guarantee the obligations of, become surety for, and otherwise to lend money or other financial assistance to, any organization, association or institution;
- (i) To cooperate with, support, assist, deal with and avail itself of the facilities and programs of educational and professional institutions, as well as federal, state and local agencies;
- (j) To carry on any activity which the Board of Trustees, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable, religious 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 cooperation 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;
- (k) Any action required or permitted to be taken by members or trustees may be taken without a meeting if all members or trustees, as the case may be, entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of members or trustees, as the case may be. Such consents shall be treated for all purposes as a vote at a meeting;
- (l) As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any and all other necessary, suitable or proper acts and things which are necessary or incidental to or in furtherance of the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein set forth or which shall at any time appear conducive to or expedient for the protection or benefit of these purposes and objects;
- (m) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member,

trustee, 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;

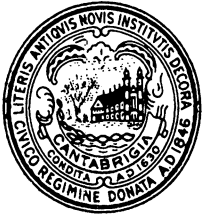
- (n) Except as may be otherwise required by law, this Agreement of Association and the Articles of Organization may be amended from time to time by an affirmative vote of two-thirds of the total number of the members of the Corporation; provided, however, that no such amendment shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, religious 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;
- (o) 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, distributed, and set over outright to such one or more charitable, religious or educational institutions or organizations, created and organized for nonprofit 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, religious or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct;

- (p) 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.

IV. Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable, religious 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, religious 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.

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.

V. 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.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

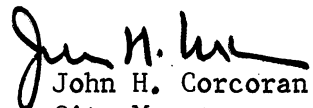
August 17, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from John W. Graef, 55 Sacramento Street, Cambridge and others not residents of Cambridge for a certificate of incorporation under the name of The Citizen's Committee to End Lead Poisoning, Inc. to be located in the City of Boston.

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 application
 of John W. Graef, 55 Sacramento St., Cam-
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