

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

February 28, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of State Re: "Eberezer Home, 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

February 9, 1972

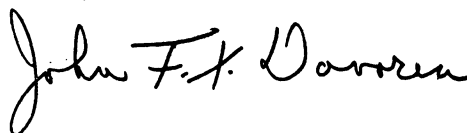
Mayor and City Manager----- Cambridge, Massachusetts
Harold K. Thompson 12 Hubbard Avenue Cambridge
(and others not of Cambridge)

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
Ebenezer Home, Inc.
for the purpose of -see attached purposes-

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

CERTIFICATE RE APPROVALS REQUIRED BY CHAPTER 652
OF THE ACTS OF 1960 AND CHAPTER 121A OF THE GENERAL
LAWS AS AMENDED

I, Kane Simonian, Secretary of the Boston Redevelopment Authority, (hereinafter called the Authority), and the keeper of the records, including the Journal of Proceedings of the Authority, hereby certify as follows:

(1) The Boston Redevelopment Authority on November 11, 1971, in accordance with the requirements of law, held a duly advertised Public Hearing on the Application by Rev. Rafe M. Taylor and Others for authorization and approval of an urban redevelopment project under Massachusetts General Laws, Chapter 121A, as Amended, and Chapter 652 of the Acts of 1960, and for Consent to the Formation of Ebenezer Home, Inc., a non-profit corporation to be organized under the provisions of said Chapter 121A;

(2) On December 16, 1971, the Authority voted to approve the redevelopment project and to give consent to the formation of Ebenezer Home, Inc. to carry out said Project;

(3) On January 6, 1972, pursuant to Section 12 of Chapter 652, Acts of 1960, His Honor, Mayor White, approved the aforementioned December 16, 1971 vote of the Authority;

(4) On January 14, 1972, pursuant to Section 13 of Chapter 652, Acts of 1960, the undersigned filed with the Office of the City Clerk, a Certificate of the above-mentioned vote of the Authority and the Approval thereof by His Honor, Mayor White, attested to by the undersigned as Secretary;

(5) That said meeting of December 16, 1971, was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of said meeting was given; that a legal quorum was present throughout the meeting, and a legally sufficient number of Members of the Authority voted in a proper manner and all other requirements and proceedings under law incident to the proper adoption of the vote of said vote have been duly fulfilled, carried out and otherwise observed.

(6) That if an impression of the seal has been affixed below, it constitutes the official seal of the Boston Redevelopment Authority and the Certificate is hereby executed under said official seal.

Witness my hand and the seal of the Authority at the City of Boston, this 17th day of January, 1972.

17th

Kane Simonian

provided, however, that, with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or members of this corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or member therein shall be summarized in the notice of any such annual or special meeting or in a statement or letter accompanying such notice and shall be fully disclosed at any such meeting;

provided, also, that members so interested may vote at any such meeting; and

provided, further, that any failure of the members to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this corporation, its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph (j) that would be valid but for those provisions.

(2) no such director, officer, member or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and

(3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof that shall authorize any such contract, transaction or act, and may vote to authorize the same

provided, however, that any contract, transaction or act in which any director or officer of this corporation is so interested individually or as a director, officer, trustee or member of any concern that is not a subsidiary or affiliate of this corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern that is not a subsidiary or affiliate of this corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed;

the term "interest", including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern;

the term "concern", meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation; and

the phrase "subsidiary or affiliate", meaning a concern in which a majority of the directors, trustees, partners, or controlling persons are elected or appointed by the directors of this corporation or are constituted of the directors or officers of this corporation.

To the extent permitted by law, the authorizing or ratifying vote of a majority of the members of this corporation entitled to vote for directors at an annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of this corporation, or of the board of directors or any committee thereof, with regard to all members of this corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under this corporation.

(f) Except as otherwise required by law these Articles of Organization of the corporation may be amended from time to time by the affirmative vote of at least a majority of the members, provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational, scientific or charitable purposes as qualify the corporation for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

(g) In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of laws any disposition made of the assets of the corporation shall be such as is calculated exclusively to carry out the purposes for which the corporation is formed.

(h) Meetings of the members shall be held only in the City of Boston.

(i) Each director and officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by any of its officers or employees or by counsel, accountants, appraisers or other experts, or consultants selected with reasonable care by the directors, or upon other records of the corporation.

(j) The directors shall serve without compensation. No person shall be disqualified from holding any office by reason of any interest. In this absence of fraud, any director, officer or member of this corporation individually, or any individual having any interest in any concern that is a member of this corporation, or any concern in which any such directors, officers, members or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

(1) such contract, transactions, or act shall not be in any way invalidated or otherwise affected by that fact;

(a) The corporation shall have no capital stock and its business, objects and purposes shall not be conducted directly or indirectly for pecuniary profit.

(b) The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

(c) If any term or provision of these Articles of Organization is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby but each such remaining term and provision shall be given effect to the fullest extent permitted by law.

(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 religious, charitable, scientific, literary 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 in 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, 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 public educational, charitable, or scientific purposes.

(e) No part of any net earnings of the corporation shall inure to the benefit of any officer, director or member of the corporation, or any private individual, or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation, or participating in, or intervening in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Organization, the corporation shall not conduct any other activities not permitted to be carried on by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended.

The purposes for which the Corporation is formed are as follows:

ARTICLE I

(a) To provide on a non-profit basis, rehabilitated housing for low-and moderate-income elderly persons and persons and families displaced from urban renewal areas or as a result of governmental action, said housing to be financed with mortgage subsidy payments pursuant to Section 236 of the National Housing Act, as amended, and said housing to be located in that area known and referred to as the "South End Urban Renewal Area," wherein no adequate housing presently exists for such persons and families; and

(b) To combat community deterioration in the South End Urban Renewal Area by involving community residents in sponsoring and assisting in the planning, development, financing, construction, and ownership of rehabilitated, decent, safe and sanitary housing for the low-income and moderate-income elderly persons and families of the South End Urban Renewal Area; and

(c) To lessen neighborhood tensions in the South End Urban Renewal Area by providing community involvement in the planning, development, financing, construction and ownership of rehabilitated housing desperately needed for low income elderly persons and families residing in the South End Urban Renewal Area; and

(d) To assist in the elimination of racial prejudice and discrimination by operating said rehabilitated housing on an open occupancy basis to low-income and moderate-income elderly persons and families who are unable to obtain adequate housing because of discrimination; and

(e) To apply to the Boston Redevelopment Authority for authorization and approval, as a Charitable Corporation, to act as an Urban Redevelopment Corporation, empowered, pursuant to Chapter 121A of the Massachusetts General Laws, to undertake and carry out an authorized and approved Chapter 121A Project in the South End Urban Renewal Area; and

(d) In general, to carry on any other activities in connection with any of the foregoing, and to have and exercise all the powers conferred by the laws of Massachusetts upon corporations not for profit formed under the General Laws of the Commonwealth of Massachusetts as now in force and acts amendatory thereof and supplemental thereof, and to do any or all the things hereinbefore and hereinafter set forth to the same extent as natural persons might or could do.

ARTICLE II

The Corporation is empowered generally:

(a) To purchase, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate buildings and facilities thereon or any improvements thereto necessary and incidental to the provision of such housing as described in Article I hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Mortgage Note, Mortgage, Construction Loan Agreement, Regulatory Agreement, and Security Agreement and Uniform Commercial Code Financing Statements with the Massachusetts Housing Finance Agency and all other contract documents, instruments and undertakings as may be necessary to enable the Corporation to secure the benefit of financing with the assistance of mortgage interest reduction payments under the provisions of the National Housing Act. Such Mortgage Note, Mortgage, Construction Loan Agreement, Regulatory Agreement, and Security Agreement and Uniform Commercial Code Financing Statements and other contract documents, instruments and undertakings shall remain binding upon the Corporation, its successors and assigns so long as a mortgage on the Corporation's property is held by the Massachusetts Housing Finance Agency.

(d) The Corporation is irrevocably dedicated to, and operated exclusively for, non-profit and charitable purposes and no part of the net earning 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 and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial 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. 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).

(e) 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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.

ARTICLE III

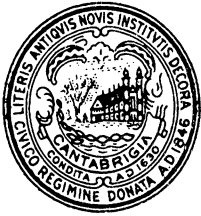
(a) The number of directors of the Corporation shall not be less than five, and shall be elected by the members of the Corporation. The directors shall serve without compensation.

(b) The officers of the Corporation, as provided by the By-laws of the Corporation, shall be elected for a term of one year in the manner therein set out, and shall serve until their successors are chosen and are qualified.

(c) The annual meeting shall be held in the month of March of each year.

ARTICLE IV

By-Laws of the Corporation may be adopted by the members of the Corporation so long as they are not inconsistent with the provisions of these Articles or any of the contract documents between the Corporation and the Massachusetts Housing Finance Agency.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

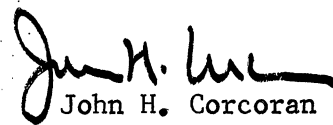
March 6, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from Harold K. Thompson, 12 Hubbard Avenue, Cambridge and others not of Cambridge for a certificate of incorporation under the name of Ebenezer Home, Inc. to be located in the City of Boston.

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 trans-

mitting one from John E. X. Davoren,
Secretary of the Commonwealth, together with
enclosures relative to the application of
Lawrence O. Chukwudeba, 820 Mass Ave., Cam-
bridge et als for incorporation under the
name of "Ebenezer Home, Inc." to be located
in the city of Boston.

To Hammond Ls.

March 6, 1972

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CITY OF BOSTON
MARCH 14 1972