



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

October 6, 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 Charles Stark Draper Laboratory, Inc.," I made an investigation. The locus is suitable.

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

September 21, 1972

To: Mayor and City Manager of Cambridge, Massachusetts

Julius A. Stratton 100 Memorial Drive 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 Charles Stark Draper Laboratory, Inc.
for the purpose of -see attached

to be located in the

city of Cambridge 77 Massachusetts Avenue
c/o Massachusetts Institute of Technology
Room 3-305

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,

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John F. X. Davoren

Secretary of the Commonwealth

OFFICE OF THE CITY MANAGER

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OFFICE OF THE CITY MANAGER

OFFICE OF THE CITY MANAGER

OFFICE OF THE CITY MANAGER

SEPTEMBER 27, 1972

TO: THE CITY MANAGER, OFFICE OF THE CITY MANAGER

FROM: THE CITY MANAGER, OFFICE OF THE CITY MANAGER

RE: THE CITY MANAGER, OFFICE OF THE CITY MANAGER

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OFFICE OF THE
CITY MANAGER

TO: THE CITY MANAGER, OFFICE OF THE CITY MANAGER

1. The name by which the corporation shall be known is:

The Charles Stark Draper Laboratory, Inc.

2. The purposes for which the corporation is formed are as follows:

(1) To perform and contribute to the support and advancement of scientific research, technology and development and to initiate, maintain and engage in educational activities in the sciences and allied subjects.

(2) To engage in any and all activities in furtherance of any of the foregoing purposes and, except as restricted herein, generally to engage in any and all other activities or to exercise such powers as are permitted or granted by the laws of the Commonwealth of Massachusetts to a corporation established under Massachusetts General Laws, Chapter 180, including, without limitation, all powers specified in Section 9 of Massachusetts General Laws, Chapter 156B (except in paragraph (m) thereof), which powers are hereby expressly adopted.

(3) Notwithstanding any other provision of these Articles, no part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Officer, or any other private individual; no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting

(Continued on continuation pages 2A and 2B)

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient add provisions on continuation sheets to be numbered 2A, 2B, etc.

to influence legislation; the Corporation shall not participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of any candidate for public office.

(4) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) In the event that the Corporation is at any time and/or for any purpose classified as a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, then, so long as it is so classified as a private foundation:

(a) The Corporation shall distribute its 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, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(6) Upon liquidation or dissolution of the Corporation, all of its assets remaining after satisfaction of its obligations shall, subject to Section 11A of said Chapter 180 or

corresponding provisions of any subsequent Massachusetts law, be distributed among any one or more charitable or governmental organizations which are exempt from taxation under the laws of the United States and which are designated in accordance with the By-Laws of the Corporation. In no event shall assets be distributed to ~~Members~~ of the Corporation upon liquidation or dissolution.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

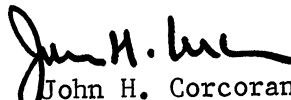
October 16, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from Julias A. Stratton, 100 Memorial Drive, Cambridge for a certificate of incorporation under the name of The Charles Stark Draper Laboratory, Inc. to be located in the City of Cambridge.

Also enclosed is report from Mr. FitzMaurice.

Yours truly,


John H. Corcoran
City Manager

JHC/m

Comm. from the Secretary of the Commonwealth
certificate of incorporation: The Charles
Stark Draper Laboratory, Inc.-Julias A.
Stratton.

In City Council.

October 16, 1972