

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 26, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of State Re: "Cambridge-Somerville Community Coordinated Child Care, Inc.," I made an investigation. The locus is suitable.

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 engaged 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.

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
Secretary of the Commonwealth

CORPORATION DIVISION
STATE HOUSE, BOSTON

January 21, 1972

City Manager -- Cambridge, Massachusetts

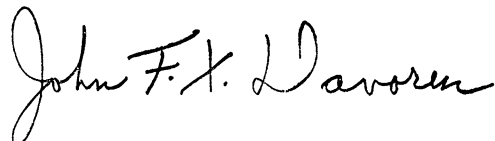
Christine Connell	2 A Sherman Street, Cambridge	
Linda Seymout	45 Rice Street	"
Marguerite Sturgis	5 Cottage Street	"
(and others not of Cambridge)		

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
Cambridge-Somerville Community Coordinated Child Care, Inc.
for the purpose of -see attached purposes-

to be located in the city of Cambridge -99 Austin Street-

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

- (5) for any purpose other than one specified in §170(c)(2)(B) of the Internal Revenue Code of 1954, as amended.

All references to provisions of the Internal Revenue Code of 1954, as amended, are made as of October 20, 1971. If there shall occur any change in said section numbers, the section number references herein shall refer to any corresponding provisions of the amending statute.

SECOND: Upon any liquidation or dissolution of the corporation, whether voluntary or involuntary, all of its funds and property shall be transferred to such one or more corporations, trusts, institutions or funds having purposes cognate to the purposes for which this corporation is formed as shall be approved by vote of the members and by the court, if any, exercising jurisdiction over such liquidation or dissolution but none of such funds or property nor any income or proceeds thereof whether upon liquidation or dissolution of the corporation or otherwise shall ever inure to the benefit of any member of the corporation.

THIRD: Except as otherwise provided by law, any provision of this agreement of association, except those contained in the two paragraphs this next preceding, may from time to time be amended in any manner permitted by said Chapter 180 as from time to time amended or by cognate provisions of law hereafter enacted by said Commonwealth and proceedings for liquidation or dissolution of the corporation may be authorized by the affirmative vote of a majority of the members of the corporation.

FOURTH: The corporation shall have no capital stock but subject to the provisions of this agreement of association, as from time to time amended, the terms of membership in the corporation shall be as defined in the By-Laws of the corporation as amended from time to time.

I.

GENERAL PURPOSES

The purpose for which the corporation is formed, except as hereinafter limited by Additional Provisions, are as follows:

To provide planning and coordination of child care services in the cities of Cambridge and Somerville in order to aid in maintaining and strengthening families and contribute toward the constructive development of children; to engage in such fund raising activities as are necessary to provide for the purposes herein stated; to acquire in any manner and hold, use and dispose or otherwise avail of real and personal property and funds and to apply the same to one or more such purposes and, pending such application, to invest and reinvest the same as the directors shall deem best whether or not any such investment would be appropriate, without express authority, for investment by a fiduciary; and generally to exercise any or all of the powers, solely to effectuate the foregoing purposes, which may be conferred by Chapter 180 as now in effect and as from time to time amended and as shall be provided by any cognate provision or provisions of law hereafter enacted by said Commonwealth.

II.

ADDITIONAL PROVISIONS

The following additional provisions are hereby established for the conduct and regulation of the corporation, for its voluntary dissolution and for limiting, defining and regulating the powers of the corporation and of its directors and members, namely:

FIRST: The corporation shall not at any time carry on any activity which shall disqualify for allowance, deduction of contributions to it in computing taxable income of such contributors, nor which shall disqualify the corporation for exemption from taxation of its income under any law of the United States of America now or hereafter in effect, specifically:

- (a) The corporation and its officers, directors and members are prohibited from engaging in acts of "self-dealing" as defined in §4941 of the Internal Revenue Code of 1954, as amended.

This prohibition, however, shall not limit the power of the corporation to engage and compensate for personal services any person

or firm with which such person is associated, providing the services and compensation are reasonable and necessary to carrying out this exempt purpose of the corporation.

- (b) The corporation shall make, as a minimum, "qualifying distributions" within the meaning of §4942(g) of the Internal Revenue Code of 1954, as amended, for each taxable year at such time or times and in such amounts as may be required to avoid any tax by the Internal Revenue Code of 1954, as amended, for failure to distribute such amounts.
- (c) The corporation shall not own "excess business holdings" within the meaning of §4943(c) of the Internal Revenue Code of 1954, as amended.
- (d) The corporation shall not invest any amount in such a manner as to jeopardize the carrying out of any of its exempt purpose.
- (e) The corporation will not pay or incur any expenditure:
 - (1) to carry on propaganda, or otherwise to attempt, to influence legislation within the meaning of §4945(e) of the Internal Revenue Code of 1954, as amended,
 - (2) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive, except as provided in §4945(f) of the Internal Revenue Code of 1954, as amended,
 - (3) as a grant to an individual for travel, study, or other similar purposes by such individual, unless such grant satisfies the requirements of §4945(g) of the Internal Revenue Code of 1954, as amended,
 - (4) as a grant to an organization (other than an organization described in paragraph (1), (2) or (3) of §509(a) of the Internal Revenue Code of 1954, as amended, unless the corporation exercises expenditure responsibility with respect to such grant in accordance with §4945(h) of the Internal Revenue Code of 1954, as amended, or



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EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

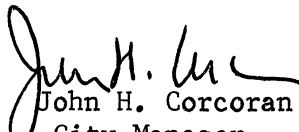
January 31, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from Christine Connell, 2A Sherman Street Linda Seymout, 45 Rice Street, Marguerite Sturgis, 5 Cottage Street and others not of Cambridge for a certificate of incorporation under the name of Cambridge-Somerville Community Coordinated Child Care, Inc.

Also enclosed is report from Mr. FitzMaurice.

Yours truly,


John H. Corcoran
City Manager

JHC/mg

COMMUNICATION

from the City Manager transmitting one from John F.X. Davoren,

Secretary of the Commonwealth, together with enclosures relative to the application of Christine Connell, 2A Sherman St., Cambridge et als for a certificate of incorporation under the name of "Cambridge-Somerville Community Coordinated Child Care, Inc." to be located at 99 Austin Street, Cambridge

January 31, 1972.