CITY OF CAMBRIDGE

CITY HALL, CAMBRIDGE, MASSACHUSETTS 02139 • TEL. 876-6800

LAW DEPARTMENT

EDWARD D. McCARTHY
ACTING CITY SOLICITOR

ROWENA E. TAYLOR
ASSISTANT CITY SOLICITOR

CHARLES WATSON
LEGISLATIVE AGENT

June 19, 1974

Mr. James L. Sullivan
City Manager
City Hall
Cambridge, Massachusetts

Dear Mr. Sullivan:

Pursuant to a communication from the Secretary of State re: "Cambridge Cooperative Corporation" 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

William J. FitzMaurice
Chief Investigator

WJF:jm
Enc.

C.D. 307. 5M-3-71-049113

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

June 14, 1974

To: City Manager of Cambridge, Massachusetts

Diana Mackie Rosso	16 Magnolia Avenue	Cambridge
Lydia C. Allen	33 Roberts Road	"
Theodore R. Live	29 Chauncy Street	"

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 Cooperative Corporation

for the purpose of

-see attached

to be located in the city of Cambridge -29 Chauncy 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,

John F. X. Davoren

Secretary of the Commonwealth

2. The Corporation shall have the power to acquire by purchase, gift, devise, bequeath, lease, or otherwise to own, hold, use, maintain, improve, operate, sell, please, and otherwise dispose of real and personal property and to do everything necessary and proper to conduct for such purposes, including the power to borrow funds, to mortgage, and to make, accept, endorse, execute, and issue bonds, debentures, and promisory notes.

3. The Corporation shall have the power to solicit and to accept gifts and money, securities and real and personal property from any firm, person, corporation, trust, association, organization, or agency, of any kind or nature, public, governmental, or private, to invest and reinvest the funds of the Corporation, and to borrow money and to issue evidences of indebtedness therefor, and to secure the same by mortgage, pledge, or otherwise.

4. In general, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with other persons and organizations of every kind and nature, to do all acts and things which may be incidental to or in furtherance of the accomplishment of any or all of the purposes of the Corporation, and to use and exercise all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the Massachusetts General Laws.

5. A. The Corporation shall not accept payment for advertising or promoting any product or service, nor shall it permit its name or materials to be used in connection with such advertisement or promotion, nor shall it promote the private interest of any of its members, trustees, officers, employees, sponsors, or contributors. No part of the assets of the Corporation and no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation or any private individual. However, reasonable compensation which is not excessive may be paid to persons for services rendered to or for the Corporation which are necessary for carrying out its exempt purposes, as provided by Section 4941 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. No member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
B. The Corporation shall not engage in any act of self-dealing as that term is used in Section 4941 of the Internal Revenue Code and its Regulations as they now exist or hereafter may be amended. However, reasonable compensation which is not excessive may be paid to persons for services rendered to or for the Corporation which are necessary for carrying out its exempt purposes as provided by Section 4941 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
C. 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 as that term is used in Section 4942 of the Internal Revenue Code and its Regulations as they now exist or hereafter may be amended.
D. The Corporation shall not hold stock or other interest in any business enterprise which is an excess business holding under the provisions of Section 4943 of the Internal Revenue Code or its Regulations as they now exist or may hereafter be amended.
E. The Corporation shall not make any investment of any amount which jeopardizes the carrying out of its exempt purposes within the meaning of Section 4944 of the Internal Revenue Code or its Regulations as they now exist or may hereafter be amended.

(continued on p. 2B)

Cambridge Cooperative Corporation

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

1. This Corporation is formed to initiate, operate, coordinate, and administer programs exclusively for charitable, educational, literary, and scientific purposes, including for such purposes, 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). In particular, recognizing the high costs of urban living, and recognizing the large number of people in the Cambridge area who are least able to meet these costs, the Corporation shall endeavor to enable all people to purchase food, household, and other consumer goods at the lowest possible cost by creating and exploiting a substantial purchasing power, thereby obtaining commodities from growers, manufacturers, wholesalers, and others at the lowest possible prices to be offered to members of the Corporation without profit to the Corporation. The Corporation shall engage in educational and informational activities for the purpose of spreading knowledge of sound buying practices, of useful nutritional advice, of cooperative principles, theories, and practices, and of other information of interest to consumers, and shall join with other cooperative organizations to provide services for their respective memberships, and shall aid other cooperatives and non-profit organizations by providing advice, guidance, brokerage, distributions, and other services and do any other thing consistent with the law and with cooperative principles that will serve to spread the understanding and application of consumer cooperation or will serve the needs of its members.

(continued on p. 2A)

F. The Corporation shall make no taxable expenditure as that term is used in Section 4945 of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended. In accordance with the same, it shall not carry on any propaganda, or otherwise attempt, to influence legislation or the outcome of any specific public election or carry on, directly or indirectly, any voter registration drive, as those terms are used in Section 4945 of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended. In particular, the Corporation shall not attempt to influence any legislation either through an attempt to affect the opinion of the general public or any segment thereof or through communication with members or employees of a legislative body or other government officials or employees who may participate in the formulation of the legislation. However, the Corporation may make available the results of non-partisan analysis, study or research and may provide technical advice and assistance to the extent the same are not taxable expenditures under Section 4945 of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended. The Corporation will not make grants to individuals or organizations which are taxable expenditures under Section 4945 of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended, nor shall it make any expenditure for any purpose other than one specified in Section 170 (c) (2) (B) of the Internal Revenue Code.
G. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities which might give rise to taxation under the provisions of Sections 4941 through 4948 of the Internal Revenue Code and applicable Regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

6. Upon the dissolution of the Corporation, the board of trustees 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 to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, 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). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7. In the carrying out of its activities, the Corporation will not discriminate in any way on the basis of race.

2 Y.

CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JAMES L. SULLIVAN
City Manager

June 19, 1974

To the Honorable, the City Council:

I transmit herewith a communication from John F. X. Davoren, Secretary of the Commonwealth, in regard to a request for a Certificate of Incorporation as follows:

> Diana Mackie Rosso, et al, 16 Magnolia Avenue, Cambridge, under the name of Cambridge Cooperative Corporation, to be located at 29 Chauncy Street, Cambridge.

Also enclosed is a copy of a letter from William J. FitzMaurice, Chief Investigator of the Law Department.

Very truly yours,

James L. Sullivan
City Manager

JLS/f

Agenda # 24 48

Inc."Cambridge Cooperative Corporation"

In City Council,

June 19, 1974

Papers sent to Sec'y of State 6/20/74 dl.