



City of Cambridge

Agenda Item No. 11

IN CITY COUNCIL
April 13, 1998

WHEREAS: A petition has been received by the Cambridge License Commission dated March 2, 1998 from Boston Duck Tours, Limited Partnership, 790 Boylston Street, Boston, MA 02199, for a jitney license to offer an alternate route to passengers on specific days when it is unable to operate its regular Boston route; to serve the general public visiting the Cambridge/Boston area; and

WHEREAS: In accordance with the provisions of Section 5.20.360 (B) of Chapter 5.20 of the Municipal Code of Cambridge, a hearing was held on March 24, 1998 with said License Commission and their decision was transmitted by the City Manager to the City Council at the meeting of April 13, 1998; now therefore be it

ORDERED: At the City Council meeting of April 13, 1998, the City Council accepted the recommendations of the License Commission to grant a jitney license to Boston Duck Tours, Limited Partnership under the provisions of Chapter 159A of the Massachusetts General Laws for the operation of an alternate route to their passengers on the following specific dates:

May 25, 1998	Memorial Day Parade
June (TBA), 1998	Gay Pride Parade
July 4, 1998	Independence Day Parade
August (TBA), 1998	Hemp Fest
September 7, 1998	Labor Day Parade
October 12, 1998	Columbus Day Parade
October (TBA), 1998	Tufts 10K Road Race
November 11, 1998	Veterans Day Parade; and be it further

ORDERED: That the jitney license be granted to Boston Duck Tours, Limited Partnership over the approved route by the License Commission over the following public ways in the City of Cambridge:

Massachusetts Avenue (from Harvard Bridge to Vassar Bridge); Vassar Street (from Massachusetts Avenue to Main Street); Main Street (from Vassar Street to Longfellow Bridge); Galileo Way (from Main Street to Binney Street); Binney Street (from Galileo Way to Land Boulevard); Land Boulevard (from Binney Street to Monsignor O'Brien Highway); Monsignor O'Brien Highway (from Land Boulevard); and be it further

ORDERED: That the license be granted with the following provisions:

- (1) the hours of operation shall be 9:00 a.m. to sunset; between April 1, 1998 and December 1, 1998;
- (2) there will be no stops and no dropping off or picking up of passengers along the route; and
- (3) there will be no more than 15 vehicles operated; and be it further

ORDERED: That the City Council reserves the right to revoke the license granted in the event of the breach of any conditions outlined above.

In City Council April 13, 1998.

Adopted by a yeas and nays vote:-

Yeas 9; Nays 0; Absent 0.

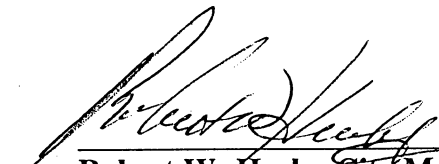
Attest:- D. Margaret Drury, City Clerk.

A true copy; 

ATTEST:-

D. Margaret Drury
City Clerk

Approved by the City Manager


Robert W. Healy, City Manager



OFFICE OF THE CITY CLERK

CITY OF CAMBRIDGE

(617) 349-4260

FAX (617) 349-4307

tty/TDD (617) 492-0235

D. MARGARET DRURY
CITY CLERK

DONNA P. LOPEZ
DEPUTY CITY CLERK

April 15, 1998

Mr. Brian Cristy
Department of Public Utilities
Leverett Saltonstall Building
Room 1210
100 Cambridge Street
Boston, MA 02202

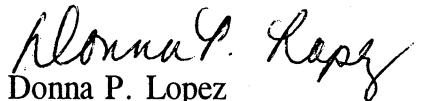
Dear Mr. Cristy:

Please be advised that the Cambridge City Council adopted an order on the Jitney application of Boston Duck Tours, Limited Partnership, 790 Boylston Street, Boston, MA 02119, for a jitney license to offer an alternate route to passengers on specific days when it is unable to operate its regular Boston route.

The order was adopted at the City Council meeting held on April 13, 1998.

Thank you for your cooperation in this matter.

Very truly yours,


Donna P. Lopez
Deputy City Clerk

DPL/mc

Enclosures

cc: Richard Scali, License Commission
Boston Duck Tours, Limited Partnership



City of Cambridge

Agenda Item No. 11

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November 11, 1998	Veterans Day Parade; and be it further

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In City Council April 13, 1998.

Adopted by a yeas and nays vote:-

Yeas 9; Nays 0; Absent 0.

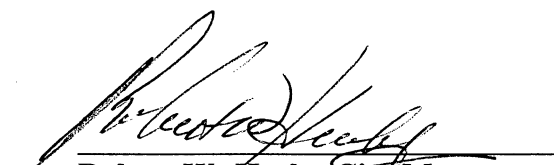
Attest:- D. Margaret Drury, City Clerk.

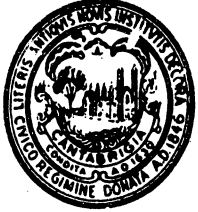
A true copy; 

ATTEST:-

D. Margaret Drury
City Clerk

Approved by the City Manager


Robert W. Healy, City Manager



CAMBRIDGE LICENSE COMMISSION CITY OF CAMBRIDGE

831 MASSACHUSETTS AVE., 1ST FLOOR, CAMBRIDGE, MASSACHUSETTS 02139 • TEL. 349-6140

BENJAMIN C. BARNES
Chairman

CHIEF KEVIN J. FITZGERALD
Fire Department
Commission Member

CAPTAIN HENRY W. BREEN
Police Department
Commission Member

RICHARD V. SCALI
Commission Executive Officer

TO: D. Margaret Drury, City Clerk

FROM: Richard V. Scali, Executive Officer 

RE: Application for jitney license for Boston Duck Tours, Limited Partnership

DATE: April 2, 1998

This is to advise you that on March 26, 1998 the License Commission voted 2-0, with the Fire Chief abstaining, to recommend to the City Manager approval of the application of Boston Duck Tours, Limited Partnership, for a jitney license to be exercised over 12 days during 1998. The application for this license was filed on March 2, 1998 and heard on March 24, 1998.

The route would only be exercised on twelve days during the year, including, but not limited to the following days, when it would not be able to exercise its Boston route:

May 25, 1998	Memorial Day Parade
June (TBA), 1998	Gay Pride Parade
July 4, 1998	Independence Day Parade
August (TBA), 1998	Hemp Fest
September 7, 1998	Labor Day Parade
October 12, 1998	Columbus Day Parade
October (TBA), 1998	Tufts 10K Road Race
November 11, 1998	Veterans Day Parade

The approved route follows:

Massachusetts Avenue (from Harvard Bridge to Vassar Street); Vassar Street (from Massachusetts Avenue to Main Street); Main Street (from Vassar Street to Longfellow Bridge); Galileo Way (from Main Street to Binney Street); Binney Street (from Galileo Way to Land Boulevard); Land Boulevard (from Binney Street to Monsignor O'Brien Highway); Monsignor O'Brien Highway (from Land Boulevard).

RECEIVED
APR -8 AM 9:51
OFFICE OF THE CITY MANAGER

D. Margaret Drury
April 2, 1998
Page Two

The applicant's hours of operation, as presented in their application, are 9:00 a.m. to sunset. There will be no stops and no dropping off or picking up of passengers along the Cambridge route.

The applicant also applied for Industrial Park Street and Industrial Park (North Point) to be included in their route. The Commission, however, did not vote on these locations since they will not be accepted as public ways until fall 1998 or after.

I enclose a copy of the file which must now be presented to the City Council for final approval. As you know, this must be forwarded to the Department of Public Utilities within 60 days of License Commission recommendation.

Enclosures.

cc: Robert W. Healy, City Manager
Lauren Preston, Transportation, Traffic and Parking
James J. Rafferty, Esq.



**The
Harvard
Square
Defense
Fund**

15 Hilliard Street, Cambridge, Mass. 02138

March 16, 1998

Benjamin C. Barnes, Chairman
Cambridge License Commission
831 Mass Ave.
Cambridge, MA 02139

Dear Chairman Barnes:

We see that the Duck Boat Tour operators have filed for a permit to operate in the East Cambridge/MIT area. Although we have our doubts about the merits of these oversize vehicles being on any of Cambridge's heavily trafficked streets, we do not oppose this application. We would, however, like to put the Commission and Duck Tour operators on notice that we will strongly oppose any attempts to extend their route into Harvard Square.

When they attempted to do this a number of years ago, we opposed their operation on a number of grounds, which still hold true today. Primarily, the congestion on Harvard Square streets does not permit vehicles the size of the Duck Boats to operate without causing further disruption for all users of Harvard Square.

We appreciate the popularity of the Duck Tours in Boston and wish them continued success in East Cambridge.

Thank you for your consideration of this matter.

Sincerely,

Pebble Gifford

Pebble Gifford
President of the Board

BOSTON DUCK TOURS



The Ride of Your Life

See Boston--
by Land *and* Water!

We've Moved!
Tours now departing from the
Prudential Center
101 Huntington Avenue.

617-723-DUCK

Where and when were those crazy ducks hatched?

During the early days of World War II, the allies were faced with a tough tactical problem: how could they unload cargo and men from their ships in places where the dock facilities had been destroyed or simply did not exist? The answer was to unload cargo directly over the beach. But how?

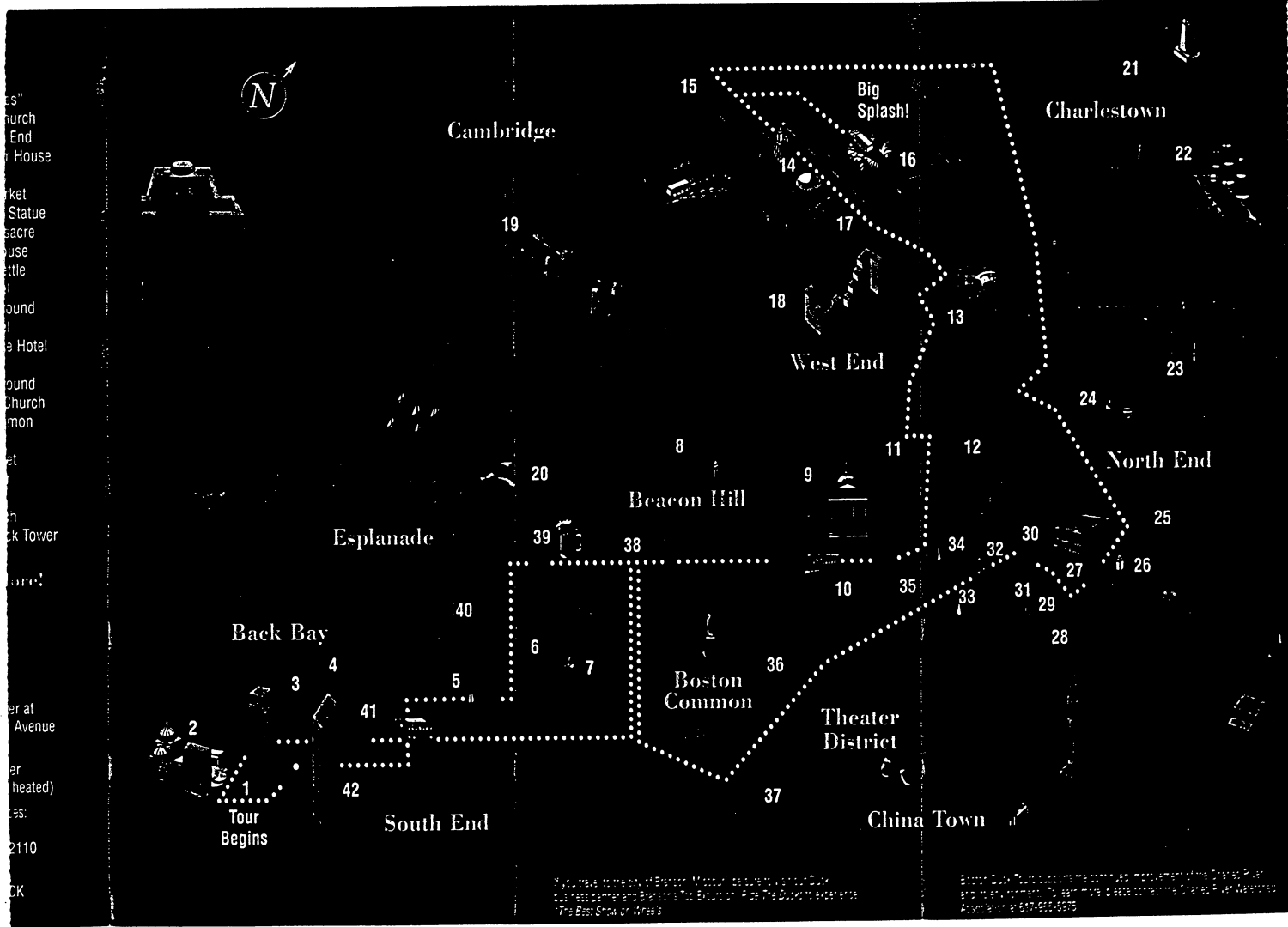
The demands of war, along with technical know-how and old fashioned Yankee ingenuity combined to create the perfect solution: A vehicle that was half boat and half truck, that could run on land *and* water. Code-named DUKW (see where we get the name?), the first "Duck" was actually a GMC truck enclosed in a water-tight shell.

Ironically, it took a near disaster right here in New England for the first DUKWs to prove their worth. A Coast Guard patrol boat had run aground on a sand bar off the coast of Provincetown, Massachusetts, and strong wind, surf, and current made it too risky to attempt a rescue by boat. Fortunately, two DUKWs were driven to the beach and headed into the water for the stranded patrol boat. They rescued the crew in just six minutes!

It wasn't long before DUKWs were playing a crucial role in the allied invasions in Sicily, the Pacific, and the biggest invasion of all, D-Day. In fact, more than 40% of all over-beach supplies in Normandy were transported by DUKWs during the first four months.

Even now, DUKWs are used to rescue civilians stranded by floods and natural disasters. They saved lives here in Boston during the great blizzard of 1978.

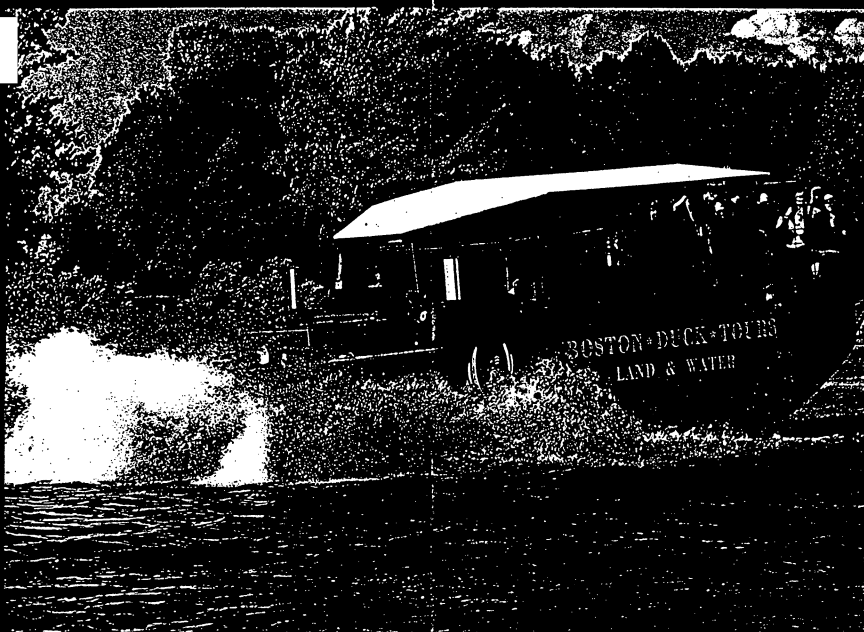
So today, you're not only having the ride of your life, you're riding on a proud part of American history.



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House
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Statue
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e Hotel
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Church
mon
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ch
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are!
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Avenue
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2110
CK

If you have to leave, please leave your car in the lot at the end of the tour. The tour will be held on the first floor of the building. The tour will be held on the first floor of the building. The tour will be held on the first floor of the building.

Boston Duck Tours is a company that provides tours of the city of Boston. The tours are led by experienced guides who will provide you with all the information you need to know about the city. The tours are available in both English and Spanish. For more information, please contact us at 617-452-0075.



Boston Duck Tours. It's not just a tour. It's an 80 minute adventure!

You've never toured Boston in anything that comes close to Boston Duck Tours.

The fun begins as soon as you board your "duck", an authentic, renovated World War II amphibious landing vehicle, at the Prudential Center in Boston's historic Back Bay. First, you'll be greeted by one of our legendary tour conDUCKtors, who'll be narrating your tour.

Then you're off on a journey like you've never had before. You'll cruise by all the places that make Boston the birthplace of freedom and a city of firsts, from the golden domed State House to the Boston Common, the Old North Church to fashionable Newbury Street, Quincy Market to the Prudential Tower, and more. And, as the best of Boston unfolds before your eyes, your conDUCKtor will be giving you lots of little known facts and interesting insights on our unique and wonderful city.

And just when you think you've seen it all, there's more. It's time for "Splashdown!" as your conDUCKtor splashes your duck right into the Charles River for a breathtaking water side view of Boston, the kind of view you just won't get anywhere else.

So take the ride of your life. Hop on a Boston Duck Tour.

Boston Duck Tours.

Where history
unfolds
before your eyes.



Trinity Church
and Hancock Tower



The Old State House



Faneuil Hall and
Quincy Market



Beacon Hill from
Charles River



Touring Back Bay

The Mas
S

ADAMS & RAFFERTY
ATTORNEYS AT LAW
187 CONCORD AVENUE
CAMBRIDGE, MASSACHUSETTS 02138

ALEXANDRE A. ADAMS
JAMES J. RAFFERTY

TELEPHONE 617/492-4100
TELECOPIER 617/492-3131

JANELLE S. TIERNAN

March 12, 1998

Richard V. Scali, Executive Officer
Cambridge License Commission
831 Massachusetts Avenue
Cambridge, MA 02139

**Re: Application for a Jitney License
Boston Duck Tours, Limited Partnership
790 Boylston Street, Boston, MA 02199**

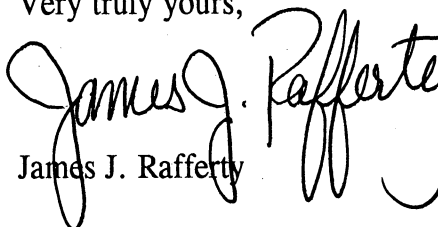
Dear Mr. Scali:

Please be advised that the above-captioned applicant, Boston Duck Tours, Limited Partnership, is a Massachusetts Limited Partnership formed pursuant to the Massachusetts Uniform Limited Partnership Act on October 25, 1993.

Under Section 5 of its Certificate of Limited Partnership, Boston Duck Tours, Limited Partnership designates its General Partner to be Seaweed Incorporated, a Massachusetts corporation with its principal place of business at Boston Waterboat Marina, Long Wharf, Boston, MA 02110. Under Section 6, Theodore Tedeschi, Esquire of Tedeschi, Grasso and Mortensen, 100 Summer Street, Boston, MA 02110, is designated as the Limited Partner.

If you have any questions or need additional information, please do not hesitate to contact me. Thank you.

Very truly yours,


James J. Rafferty

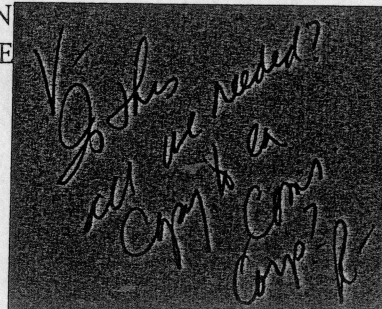
JJR:jst
encl.

license.ducktour.clc12mar.doc

ADAMS & RAFFERTY
ATTORNEYS AT LAW
187 CONCORD AVENUE
CAMBRIDGE, MASSACHUSETTS 02139

ALEXANDRE A. ADAMS
JAMES J. RAFFERTY

JANELLE S. TIERNAN



TE 617/492-4100

ER 617/492-3131

March 10, 1998

Richard V. Scali, Executive Officer
Cambridge License Commission
831 Massachusetts Avenue
Cambridge, MA 02139

**Re: Application for a Jitney License
Boston Duck Tours, Limited Partnership
790 Boylston Street, Boston, MA 02199**

Dear Mr. Scali:

Please accept this correspondence in response to your letter, dated March 4, 1998, wherein you requested additional information regarding the above-captioned application for a jitney license. Please note the following:

Number of Vehicles: 15 (maximum)

Garage Location: 256 Marginal Street, East Boston, MA 02128

Number of Drivers: 20

<u>Names of Drivers:</u>	Charlie Perry	Chuck Staude
	Fred Goodwin	Jim Bradley
	Kevin McKinney	Mike Loomis
	Neil Odams	Richard Clermont
	Steve Parton	Woody Savage
	Maureen Marotta	Tim Lord
	Peter Debnam	Bradford Rigby
	Daniel Gile	Paul Mogan
	Eugene Greenan	Carlton Oakes
	Jim Healy	Russell Wood

Richard V. Scali, Executive Officer
Cambridge License Commission
March 10, 1998
Page Two

People Served: The general public visiting Boston and Cambridge.

Dates of Service: Only on those days when the applicant is unable to operate its regular Boston route, including but not limited to the following:

5/25/98	Memorial Day Parade
6/TBA/98	Gay Pride Parade
7/4/98	Independence Day Parade
8/TBA/98	Hemp Fest
9/7/98	Labor Day Parade
10/12/98	Columbus Day Parade
10/TBA/98	Tufts 10K Road Race
11/11/98	Veterans Day Parade

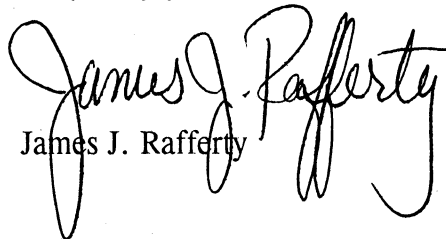
Times of Day: 9:00 a.m. to sunset during the above-mentioned events.

Stops Along Route: Please note that there will be no stops and no dropping off or picking up of passengers along the Cambridge route.

Also enclosed you will find a copy of the Certificate of Limited Partnership of Boston Duck Tours, Limited Partnership, as well as a copy of the Articles of Organization of its General Partner, Seaweed Incorporated.

If you have any questions or need additional information, please do not hesitate to contact me. Thank you.

Very truly yours,


James J. Rafferty

JJR:jst
encl.
license.ducktour.clc10mar.doc

CERTIFICATE OF LIMITED PARTNERSHIP
BOSTON DUCK TOURS, LIMITED PARTNERSHIP

FILED**OCT 25 1993**

SECRETARY OF STATE
CORPORATION DIVISION

ARTICLE I

Boston Duck Tours Limited Partnership (the "Partnership") is a Massachusetts Limited Partnership formed pursuant to the provisions of the Massachusetts Uniform Limited Partnership Act.

Section 1 Name and Office

The initial office of the Partnership shall be Boston Waterboat Marina, Long Wharf, Boston, Massachusetts 02110. The principal place of business of the Partnership shall be in Boston, Massachusetts at a location to be determined, but the Partnership may operate at such other locations as the General Partners may determine. The General Partners may change the location of the Partnership's office at any time and shall give the limited partners (the "Limited Partners") due notice of any such change.

Section 2 Purpose

The business of the Partnership shall be to operate combined land and water sightseeing tour operations in Boston, Massachusetts utilizing amphibious vehicles which were built in World War II and have come to be known as "DUCKs" (the "Project"), and to engage in such other related or ancillary activities as may be necessary or appropriate in connection with such business.

Section 3 Term and Dissolution

The Partnership is to exist from the date of formation to December 31, 2010 except that the Partnership shall be dissolved and its assets liquidated prior to such date upon the happening of the following events:

- (i) The sale or other disposition of all or substantially all the assets of the Partnership.
- (ii) The Withdrawal (as defined in the Limited Partnership Agreement (the "Agreement")) of a General Partner if no General Partner remains, unless a successor General Partner is designated in accordance with Section 6.3 of the Agreement.
- (iii) An election to dissolve the Partnership made in writing by the General Partners with the written consent of greater than 50 percent of the total Partnership interest of the then existing Limited Partners.
- (iv) The failure of the General Partners to continue the Partnership and its business and no person continues as a General

Partner pursuant to Section 6.3 of the Agreement.

Upon dissolution of the Partnership, the General Partners (which term shall, for purposes of this section, include its trustees, receivers or successors) shall cause the cancellation of the Certificate and Agreement, shall liquidate the Partnership's assets and apply and distribute the proceeds thereof in accordance with Section 10.3 of the Agreement. Notwithstanding the foregoing, in the event such liquidating General Partners determine that an immediate sale of part or all of the Partnership's assets would cause undue loss to the Partners, the liquidating General Partners may, in order to avoid such loss, either defer liquidation of, or withhold from distribution for a reasonable time, any assets of the Partnership except those necessary to satisfy the Partnership's debts and obligations or distribute the assets to the Partners in kind.

Section 4 Agent for Service of Process

The Partnership's agent for service of process shall be Mr. Andrew Wilson with an address of Boston Waterboat Marina, Long Wharf, Boston, Massachusetts 02110.

Section 5 General Partner

As of the date of this Certificate and at any time there is only one general partner, the term General Partners as used herein shall mean General Partner. The General Partner is Seaweed Incorporated, a corporation duly organized within the State of Massachusetts under M.G.L. Ch. 156B, with its principal business address at Boston Waterboat Marina, Long Wharf, Boston, Massachusetts 02110.

Section 6 Limited Partner

The initial Limited Partner of the Partnership ("Initial Limited Partner") is Theodore Tedeschi, Esquire, with his principal business address at Tedeschi, Grasso and Mortensen, 100 Summer Street, Boston, Massachusetts 02110. Upon the admission of any other Limited Partner to the Partnership, the Initial Limited Partner shall withdraw from the Partnership and his Capital Contribution (as defined in the Agreement) shall be refunded without interest.

Section 7 Certificate and Agreement of Limited Partnership

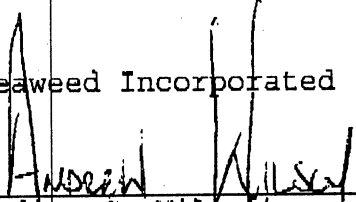
Except as otherwise provided, the General Partners shall not be obligated to deliver executed copies of the Partnership's Certificate and Agreement or any certificate of amendment thereto or of cancellation thereof to the Limited Partners. Such documents will be available for inspection at the office of the Partnership.

IN WITNESS WHEREOF and under the pains and penalties of perjury, the General Partner, whose name and address appears below, pursuant to the provisions of Massachusetts General Laws Chapter 109 (as amended by Chapter 286 of the Acts of 1988), does hereby sign this Certificate of Limited Partnership this 25th day of October, 1993.

Seaweed Incorporated

GENERAL PARTNER

BY:



Andrew C. Wilson
President
Boston Waterboat Marina
Long Wharf
Boston, MA 02110

kmd\duck.lp

D

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JOSEPH CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

SEAWEEED INCORPORATED

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

SEE EXHIBIT A - ARTICLE II

Examiner

Name
Approved

C
P
M
R.A.

☐
☐
☐
☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	20000
PREFERRED:	

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

ARTICLE IV

If more than one type, class or series is authorized, a description of each with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each type and class thereof and any series now established.

ONLY ONE CLASS OF STOCK - COMMON

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

SEE EXHIBIT A - ARTICLE V

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

SEE EXHIBIT A - ARTICLE VI

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable)

Boston Waterboat Marina, Long Wharf, Boston, MA 02110

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Andrew C. Wilson	Boston Waterboat Marina Long Wharf, Boston, MA 02110	Boston Waterboat Marina Long Wharf, Boston, MA 02110
Treasurer: Andrew C. Wilson	Boston Waterboat Marina Long Wharf, Boston, MA 02110	Boston Waterboat Marina Long Wharf, Boston, MA 02110
Clerk: Andrew C. Wilson	Boston Waterboat Marina Long Wharf, Boston, MA 02110	Boston Waterboat Marina Long Wharf, Boston, MA 02110
Director: Andrew C. Wilson	Boston Waterboat Marina Long Wharf, Boston, MA 02110	Boston Waterboat Marina Long Wharf, Boston, MA 02110

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:

December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

None

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 19th day of JANUARY 1993

Andrew C. Wilson

Andrew C. Wilson

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____

19

Effective date

MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

David M. Wardwell

92 State Street

Boston, MA 02109

Telephone: (617) 523-5300

Continuation Sheet to Articles or Organization

SEAWEED INCORPORATED

PARAGRAPH 2

PURPOSE

The purposes for which the corporation is formed and the business to be transacted by it are as follows; to buy, sell, lease as lessor or as lessee, or in any way deal in and with, amphibious vehicles and/or vessels, boats and/or vessels/vehicles of every kind, nature, and description; to build, maintain, lease and operate lots, buildings, facilities, and garages for the storing, caring for, and the keeping of amphibious vehicles and/or vessels, boats and/or vessels/vehicles of every kind, nature and description. Generally, to buy, sell, and deal in all goods, wares, and merchandise necessary or incidental to the operation, repair, or equipment of amphibious vehicles and/or vessels, boats and/or vessels/vehicles of any and all kinds, manufacturers, and description. And for the purpose of carrying on the business aforesaid to buy, sell, and convey property, both real and personal, as the same shall be necessary; to purchase or otherwise acquire, hold, own, sell assign, transfer, mortgage, pledge, exchange, or otherwise dispose of the shares of the capital stock or any bonds, obligations, or other securities or evidences of indebtedness, good will, rights, franchises, assets, and property of every and any kind, or any part thereof, if other corporations, domestic or foreign, and if desirable to issue in exchange therefor the stock, bonds or other obligations of this company; to assume the liabilities of other corporations and to operate their properties, either in the name of the company or of any other corporation; to enter into any type of syndicate, joint enterprise, or other combination of corporate or non-corporate business organizations or entities for the furtherance of its operational activities; to conduct and carry on its businesses or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility; and in general to have and to exercise all powers, rights, and privileges necessary and incident to carrying out properly the objectives herein mentioned; the foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in aid of the powers of this Corporation; and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause; to conduct, carry on and engage in any other business or businesses permitted to be conducted under Chapter 156B of the General Laws of the Commonwealth of Massachusetts and to have and to exercise all of the powers granted to a business corporation under the provisions of said Chapter 156B or any amendments or additions thereto or substitutions therefor.

PARAGRAPH 5

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the following manner:

1. Up to and including December 31, 1995:

He or they shall notify the directors of his or their desire to sell or transfer by notice in writing, which notice shall be deemed an offer to sell or transfer such stock. The directors shall within thirty (30) days thereafter either decline or accept the offer. If the Directors accept the offer, the acceptance shall be in writing and the purchase price that the corporation pays shall be based on the following calculation: [(the original purchase price of the shares of stock being sold) plus (interest at the rate of twenty -20%- per annum on the original purchase price of the shares of stock being sold compounded annually from the date of purchase to the date of sale) less (the sum of all dividends declared and paid from the date of purchase to the date of sale of the shares)]. If at the expiration of thirty (30) days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he or they may see fit.

2. After December 31, 1995:

He or they shall notify the directors of his or their desire to sell or transfer by notice in writing, which notice shall contain the price at which he or they are willing to sell or transfer, and the name of one arbitrator. The directors shall within thirty (30) days thereafter either accept the offer, or, by notice to him in writing, name a second arbitrator; and these two shall name a third. It shall then be the duty of the arbitrators, selected from the American Arbitration Association in Boston, to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer or the report of the arbitrators as to the value of the stock, the directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he or they may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with.

PARAGRAPH 6

The following provisions are hereby established for the conduct and regulation of the business and affairs of the corporation, of its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders:

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with corporations, joint stock companies, trusts, firms and associations in which they are or may be or become interested as directors, officers, shareholders, members, trustees, beneficiaries or otherwise as freely as though such adverse interest did not exist even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contract or transaction; and no such contract or transaction shall be avoided, and no such director, officer or stockholder shall be held liable to account to the corporation or to any creditor or stockholder of the corporation for any profit or benefit realized by him through any such contract or transaction by reason of such adverse interest nor by reason of any fiduciary relationship of such director, officer or stockholder to the corporation arising out of such office or stock ownership, provided (in the case of directors and officers but not in the case of any stockholder who is not a director or officer of the corporation) the interest of such director or officer does not materially adversely affect the rights and interests of any stockholder of the corporation. Ownership or beneficial interest in a minority of the stock or securities of another corporation, joint stock company, trust, firm or association shall not be deemed to constitute an interest adverse to this corporation in such other corporation, joint stock company, trust, firm or association and need not be disclosed. A general notice that a director or officer of the corporation is interested in any corporation, joint stock company, trust, firm or association shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, joint stock company, trust, firm or association. In any event, the authorizing or ratifying vote of a majority of the capital stock of the corporation outstanding and entitled to vote passed at a meeting, duly called and held for the purpose, shall validate any such contract or transaction as against all stockholders of the corporation, whether of record or not at the time of such vote, and as against all creditors and other claimants, under the corporation, and no contract or transaction shall be avoided by reason of any provision of this paragraph which would be valid but for these provisions.

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers elected by the stockholders (including persons elected by directors to fill vacancies in the board or in such offices) against any and all liabilities (including expenses) imposed upon or reasonably

incurred by him in connection with an act, suit or other proceeding in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his acts or omissions as such director or officer, unless in such proceeding he shall be finally adjudged liable by reason of dereliction in the performance of his duty as such director or officer; provided however, that such indemnification shall not cover liabilities in connection with any matter which shall be disposed of through a compromise payment by such director or officer, pursuant to a consent decree or otherwise unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a vote of the directors in which no interested director participates, or (b) by a vote of the written approval of the holders of a majority of the outstanding stock at the time having the right to vote for directors, not counting as outstanding any stock owned by any interested director or officer. The rights of indemnification hereby provided shall not be exclusive of, or affect, other rights to which any director or officer may be entitled. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors or administrators, and an "interested" director or officer is one against whom as such the proceeding in question or another proceeding on the same or similar grounds is then pending.

Indemnification of officers elected by the directors, but who are not directors, and of employees and other agents of the corporation (including persons who serve at its request as directors or officers of another organization in which it owns shares or of which it is a creditor) may be provided by the corporation to whatever extent authorized by the directors.

The terms and conditions upon which a sale or exchange of all the property and assets, including the good will of the corporation or any part thereof, is voted may include the payment therefor in whole or in part in shares, notes, bonds or other certificates of interest or indebtedness of any voluntary association, trust, joint stock company or corporation. Such vote or a subsequent vote may, in the event of or in contemplation of proceedings for the dissolution of the corporation, also provide, subject to the rights of creditors and preferred stockholders, for the distribution pro rata among the stockholders of the corporation of the proceeds of any such sale or exchange, whether such proceeds be in cash or in securities as aforesaid (at values to be determined by the directors).



CAMBRIDGE LICENSE COMMISSION CITY OF CAMBRIDGE

831 MASSACHUSETTS AVE., 1ST FLOOR, CAMBRIDGE, MASSACHUSETTS 02139 • TEL. 349-6140

BENJAMIN C. BARNES
Chairman

CHIEF KEVIN J. FITZGERALD
Fire Department
Commission Member

CAPTAIN HENRY W. BREEN
Police Department
Commission Member

RICHARD V. SCALI
Commission Executive Officer

March 4, 1998

James Rafferty, Esq.
Adams & Rafferty
187 Concord Avenue
Cambridge, MA 02138

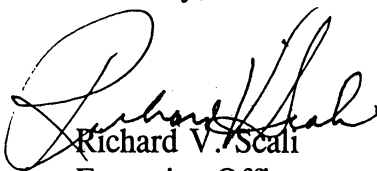
RE: Jitney License application
Boston Duck Tours, L.P.

Dear Mr. Rafferty:

Please be advised that the hearing on your application for a Jitney License for Boston Duck Tours, L.P. will be held on Tuesday evening, March 24, 1998 at six o'clock in the Michael J. Lombardi Municipal Building, 831 Massachusetts Avenue, Basement Conference Room, Cambridge, MA 02139.

Please submit the Limited Partnership papers and an letter explaining the number of vehicles, place of garaging, number and names of drivers, who you will serve and the start and finish of your service and the exact stops along your route.

Sincerely,


Richard V. Scali
Executive Officer

CITY OF CAMBRIDGE

BOARD OF LICENSE COMMISSIONERS

Notice is hereby given that Boston Duck Tours, Limited Partnership has applied for a Jitney license to transport passengers along the following public ways: Massachusetts Avenue (from Harvard Bridge to Vassar Street); Vassar Street (from Massachusetts Avenue to Main Street); Main Street (from Vassar Street to Longfellow Bridge); Galileo Way (from Main Street to Binney Street); Binney Street (from Galileo Way to Land Boulevard); Land Boulevard (from Binney Street to Monsignor O'Brien Highway); Monsignor O'Brien Highway (from Land Boulevard to Industrial Park Street); and Industrial Park (North Point).

A hearing on this application will be held on Tuesday evening, March 24, 1998, at six o'clock in the Michael J. Lombardi Municipal Building, 831 Massachusetts Avenue, Basement Conference Room, Cambridge, MA 02139.

Benjamin Barnes
Kevin Fitzgerald
Henry Breen

License Commission

✓ 03.10.98 The Tab

03.12.98 Cambridge Chronicle



CAMBRIDGE LICENSE COMMISSION

CITY OF CAMBRIDGE

831 MASSACHUSETTS AVE., 1ST FLOOR, CAMBRIDGE, MASSACHUSETTS 02139 • TEL. 349-6140

BENJAMIN C. BARNES
Chairman

CHIEF KEVIN J. FITZGERALD
Fire Department
Commission Member

CAPTAIN HENRY W. BREEN
Police Department
Commission Member

RICHARD V. SCALI
Commission Executive Officer

JITNEY PERMIT PROCEDURE

1. Send a letter to License Commission, with name, address, telephone number, number of vehicles, place of garaging, number and names of drivers, reason for applying, purpose of service, who you will serve, and start and finish of your service. *file*
2. If you have an office in Cambridge a plan of the office/garage should be filed with your application and also to the fire and building departments.
3. Approvals from the building departments are necessary if you have an office or garage in Cambridge.
4. If you are a corporation, your Articles of Organization must be submitted to the License Commission.
5. File a copy of your business certificate with your application from the City Clerk's Office.
6. A hearing and advertising fee of \$110.00 must be submitted with the application.
7. Please consult with Traffic and Parking Department, 57 Inman Street on your route and obtain approvals in form of a letter from Traffic and Parking.
8. If your application is recommended for approval, it will be passed on to the City Manager to be heard before the City Council for final hearing.

ADAMS & RAFFERTY
ATTORNEYS AT LAW
187 CONCORD AVENUE
CAMBRIDGE, MASSACHUSETTS 02138

ALEXANDRE A. ADAMS
JAMES J. RAFFERTY

TELEPHONE 617/492-4100
TELECOPIER 617/492-3131

JANELLE S. TIERNAN

March 2, 1998

Richard V. Scali, Executive Officer
Cambridge License Commission
831 Massachusetts Avenue
Cambridge, MA 02139

Re: Boston Duck Tours, Limited Partnership
790 Boylston Street, Boston, MA 02199

Dear Mr. Scali:

Please regard this correspondence as an application for a jitney license for Boston Duck Tours, LP to transport passengers along the following public ways in the City of Cambridge:

- Massachusetts Avenue (from Harvard Bridge to Vassar Street);
- Vassar Street (from Massachusetts Avenue to Main Street);
- Main Street (from Vassar Street to Longfellow Bridge);
- Galileo Way (from Main Street to Binney Street);
- Binney Street (from Galileo Way to Land Boulevard);
- Land Boulevard (from Binney Street to Monsignor O'Brien Highway);
- Monsignor O'Brien Highway (from Land Boulevard to Industrial Park Street); and
- Industrial Park Street (North Point).

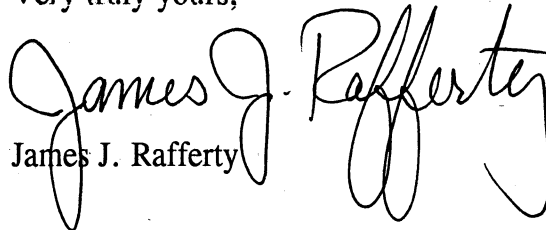
Please be advised that the applicant is seeking this jitney license in order to offer an alternate route to passengers on those days when it is unable to operate its regular Boston route. This alternate route would be used by the applicant not more than twelve (12) days per year for no more than six (6) hours per day. Moreover, the applicant operates its jitney between April 1 and December 1.

Richard V. Scali, Executive Officer
Cambridge License Commission
March 2, 1998
Page Two

I am enclosing a map of the proposed jitney route for your convenience and would request that this matter be placed on the agenda for the License Commission's March 24, 1998.

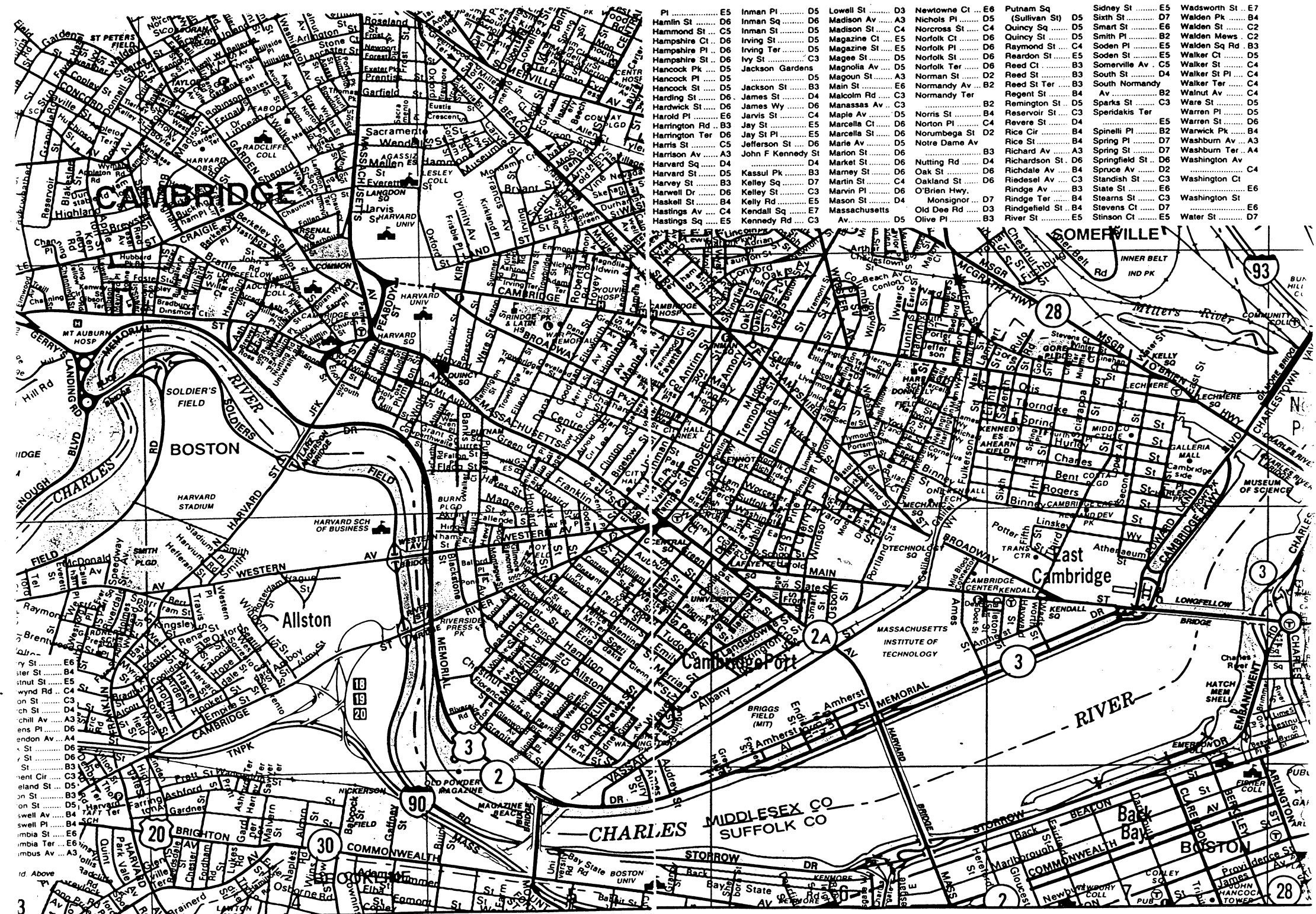
Thank you for your attention to this matter.

Very truly yours,


James J. Rafferty

JJR:jst
encl.

license.ducktour.clc2mar.doc





EXECUTIVE DEPARTMENT
ROBERT W. HEALY
City Manager

RICHARD C. ROSSI
Deputy City Manager

CITY OF CAMBRIDGE
CAMBRIDGE, MASSACHUSETTS 02139

TEL 349-4300
FAX 349-4307



April 13, 1998

To The Honorable, The City Council:

Please find attached for your consideration a recommendation received from the License Commission on an application for a jitney license for Boston Duck Tours, Limited Partnership.

Very truly yours,

Robert W. Healy
City Manager

RWH/mec
Attachments

Consent Agenda #11

H-30

Relative to a recommendation
from the License Commission on
an application for a jitney license
for Boston Duck Tours, Limited
Partnership.

In City Council April 13, 1998

ORDER ADOPTED