



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: "Ecumenical Career Counseling Service, Inc.," I made an investigation.

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 19, 1972

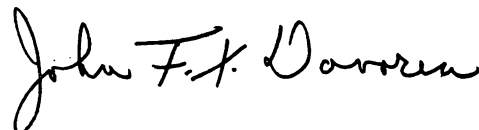
City Manager -- Cambridge, Massachusetts
Rev. William A. Barry 80 Lexington St. Boston
Rev. Alfred L. Pederson 980 Memorial Drive Cambridge
Rev. Joseph E. McCormick 40 Kirkland St. "
(and others not of Cambridge)

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
Ecumenical Career Counseling Service, Inc.
for the purpose of -see attached purposes-

to be located in the city of Melrose

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

Continuation Sheet 2A (Continued)

(r) Notwithstanding any or all of the foregoing clauses:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.

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

Ecumenical Career Counseling Service, Inc. ✓

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

(a) To assist persons of all religious persuasions in their transition from clerical life to the secular community and/or to provide services for men and women in the active ministry who are seeking useful and satisfying roles within their respective institutional structures. To provide religious professionals with the opportunity to evaluate his or her capabilities and achievements as well as past and future career directions and goals. To assist religious professionals to obtain heightened personal insights in order to renew and broaden areas of fulfillment both now and in the future.

(See Continuation Sheet 2A)

ARTICLES OF ORGANIZATION

Continuation Sheet 2A

- (b) To establish a bank account in which funds will be available for the purposes of the organization.
- (c) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (d) to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (e) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (f) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;
- (g) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (h) to do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States;
- (i) to be a partner in any business enterprise which this corporation would have power to conduct by itself.
- (j) to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors,

officers and employees, and for any or all of the directors, officers and employees of any corporation, fifty per cent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it;

(k) to be an incorporator of other corporations of any type or kind; and

(l) the Board of Directors shall have the power to make, amend and repeal the By-laws of the corporation, by vote of a majority of all the Board of Directors at any regular or special meeting;

(m) meetings of the General Members may be held within or without the Commonwealth of Massachusetts.

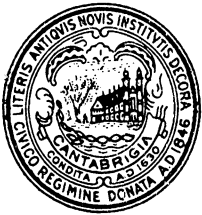
(n) no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any General Member or officer of the corporation or any other individual.

(o) 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.

(p) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed but in no event shall the corporation carry on any activity 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).

(q) 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.

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CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

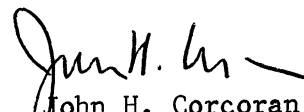
January 31, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Daworen, Secretary of the Commonwealth relative to application from Rev. William A. Barry, 80 Lexington Street, Boston, Rev. Alfred L. Pederson, 980 Memorial Drive, Cambridge, Rev. Joseph E. McCormick, 40 Kirkland Street, Cambridge and others not of Cambridge for a certificate of incorporation under the name of Ecumenical Career Counseling Service, Inc. to be located in the City of Melrose.

Also enclosed is report from Mr. FitzMaurice.

Yours truly,


John H. Corcoran
City Manager

JHC/mg

COMMUNICATION

from the City Manager trans-

mitting one from John F.X. Davoren,

Secretary of the Commonwealth, together
with enclosures relative to the application
of Rev. Alfred L. Pederson, 980 Memorial
Drive, Cambridge et als for a certificate of
incorporation under the name of "Ecumenical
Career Counseling Service, Inc." to be located
in the City of Melrose

January 31, 1972.