

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

July 14, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of State Re: "Gender Identity Service, Inc.," I made an investigation.

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

June 2, 1972

Mayor and City Manager -- Cambridge

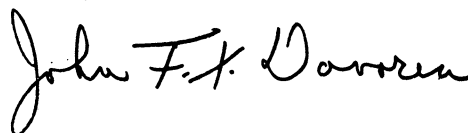
Jedediah Mannis 8 Plympton Street, Cambridge
(and others not of Cambridge)

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
Gender Identity Service, Inc.
for the purpose of -see attached purposes-

to be located in the town of Brookline

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

GENDER IDENTITY SERVICE, INC.

RIDER "A"

Continuation Sheets A1 - A3

Articles of Organization

1. Purpose. The corporation is organized to receive and administer funds exclusively for educational and charitable purposes without pecuniary gain or profit, either direct or indirect, to its members. Its purpose shall be to aid, assist, advise, support, counsel, examine, treat, and otherwise ameliorate the condition of persons suffering or believing themselves to be suffering from the gender disorientation known as transsexualism, whether they have undergone a surgical sex reassignment or not, and no matter what physical, medical or psychological condition may characterize, describe or define them, to offer counseling and advice of every kind and description, whether for a fee or otherwise, to transsexuals or to persons believing themselves to be transsexuals; to refer transsexuals or persons believing themselves to be transsexuals to persons of such professional and other training qualifications as will properly examine, treat, counsel or assist them, whether for a fee or otherwise, including but not limited to psychiatrists, psychologists, surgeons, endocrinologists, nurses, attorneys, employment counselors and social workers; to encourage, promote, subsidize, support and foster the collection, analysis, and study of observations, surveys, findings and other data arising from the examination, treatment, counseling and assisting of transsexuals or persons believing themselves to be transsexuals, or from any other source, and to engage in and undertake such research study or experimentation, alone or in cooperation with other public or private organizations, as will directly or indirectly further the treatment, counseling and assistance of transsexuals or persons believing themselves to be transsexuals, and to assist persons or associations of persons in the solicitation and administration of grants, gifts, stipends and other donations, or to make grants, gifts, stipends and other donations to such persons or association of persons, for the purpose of facilitating such research study or experimentation; to engage in any activity which will increase public understanding, acceptance and support of transsexuals or persons believing themselves to be transsexuals, or which will enhance the civil rights and economic well being of such persons; to consult to, cooperate with, assist, advise, support or otherwise aid any person or association of persons, or any federal, state, or municipal agency whose activity, directly or indirectly, may further the condition and well being of transsexuals or persons believing themselves to be transsexuals and generally to undertake projects and programs conducive to the progress and general welfare of transsexuals or persons believing themselves to be transsexuals, and to that end:

A. To purchase, acquire, hold, mortgage, pledge, hypothecate, loan money upon, exchange, rent, sell and otherwise deal in personal property and real property of every kind, character and description whatsoever, and wheresoever situated, and an interest therein; in particular without limiting the generality of the foregoing, to acquire, hold, sell, and otherwise deal in, any part of all of the shares of stock, notes, bonds, debentures, or any other kind of security, of any other corporation; and to invest and reinvest the principal thereof and the interest earnings, income and receipts therefrom if any, so long as such investment and reinvestment is in furtherance of the purposes enumerated herein:

RIDER "A".
Continuation Sheet A3
Articles of Organization

member or private individual and no member, Director or officer of the corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

The purposes, objects and powers specified in any clause or paragraph contained in this Section 1. Purpose shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Organization.

GENDER IDENTITY SERVICE, INC.

RIDER "A"

Continuation Sheet A2

Articles of Organization

B. To acquire all or any part of the good will, rights, stock, property and business of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity or individual, domestic or foreign, heretofore or hereafter engaged in any business, and to pay for the same in cash or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, stock, and property so acquired, so long as such disposition is in furtherance of the purposes enumerated herein, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity, domestic or foreign, and to conduct in the Commonwealth of Massachusetts and/or in any other state, territory, locality or country the whole or any part of the business thus acquired.

C. To apply for, obtain, purchase, lease or otherwise acquire and hold, use, own and introduce, exercise, develop, grant licenses or permits in respect of or otherwise turn to account, and to sell, assign and otherwise deal in and dispose of, any trademarks, trade names, patents and applications for patents, improvements, processes and formulae or any right or interest therein, including such used in connection with, or secured under letter patent of the United States or elsewhere or otherwise and whether or not in any way relating to any of the foregoing purposes.

D. To make or guarantee undertakings, contracts or performances of the corporation and of others;

E. To carry on any of the aforesaid activities or purposes either directly, or as agent for or with other persons, associations, agencies or corporations, whether public or private, or by agreement, partnership, lease, mortgage, contract or some other arrangement with, or as shareholder in or trustee or director of, such other persons, associations, agencies or corporations, whether public or private:

F. To make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes and in time of national emergency in aid thereof, whether or not in furtherance of the purposes and powers herein set forth.

G. To have all the powers specified in Chapter 180, section 6 and Chapter 156B, sections 9 and 9A of the General Laws of Massachusetts except powers specifically excluded therefrom by section 6 of Chapter 180.

H. To carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Organization, the by-laws of the corporation, or any other limitations as are prescribed by law; provided, that no such activity shall be such as is not permitted by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or any corresponding future provision of said Code, and that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this corporation shall inure to the benefit of any

GENDER IDENTITY SERVICE, INC.

RIDER "B"

Continuation Sheets B1 - B3

Articles of Organization

2. Members. The members may be persons, or any association of persons. Any person or association of persons shall become a member upon the payment of ten dollars (\$10.00) to the Secretary of the corporation. The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

3. Powers and Duties of Directors. In furtherance and not in limitation of the general powers conferred by the laws of the Commonwealth of Massachusetts, the Board of Directors is expressly authorized:

A. To make, alter, or repeal the by-laws of the corporation; to fix the amount to be reserved for any proper purpose, to fund such reserve or reserves, and to abolish any such reserve or reserves, fund or funds; and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

B. From time to time to determine pursuant to the provisions of the by-laws, whether and to what extent, and at what times and places; and under what conditions and regulations the accounts and books of the corporation or any of them shall be open to inspection of members; and no member shall have any right of inspecting any account, book or document of the corporation except as conferred by law, unless duly authorized so to do by a resolution of the members or Directors or by the by-laws of the corporation.

C. By a suitable by-law or by resolution passed by a majority of the Board of Directors, to designate two or more of the members of the Board of Directors to constitute a committee or committees, with such name or names as may be stated in the by-laws, or as may be determined from time to time by resolution of the Board of Directors, which committee or committees, to the extent provided in such resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the power of the Board of Directors in the management of the business affairs of the corporation.

D. Subject to the provisions of the laws of the Commonwealth of Massachusetts, to exercise any and all other powers, in addition to the powers expressly conferred by law and by these Articles of Organization, which may be conferred upon it by the corporation through appropriate by-law provisions.

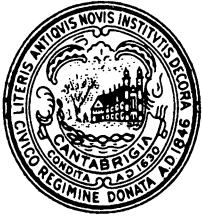
4. Conflict of Interest. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which such Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm

is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

5. Books of the Corporation. Each officer, Director or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the corporation by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee or in relying in good faith upon other records of the corporation.

6. Indemnification of Directors and Officers. Each Director and each officer (and his heirs, executors and administrators) shall be indemnified by the corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the corporation or, at its request, of any other corporation of which it is a stockholder or creditor and from which he is not entitled to be indemnified, (whether or not he continues to be Director or officer at the time of incurring such expenses) except in respect to matters as to which he shall finally be adjudged in such action, suit or proceeding to be liable for gross negligence, wilful misfeasance, bad faith or reckless disregard for the duties involved in the conduct of his office; in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not engage in gross negligence, wilful misfeasance, bad faith or reckless disregard for the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

7. Dissolution. The corporation may, unless otherwise prohibited by law, by a vote of a majority of its members legally qualified to vote in meetings of the corporation, authorize a petition for its dissolution to be filed in the supreme judicial or superior court. After such notice as the court may order and a hearing, and after such court has decreed the dissolution of the corporation, the existence of such corporation shall cease, subject to applicable provisions of law. Upon the dissolution of the corporation, the Board of Directors of the corporation 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. Any of such assets not so disposed of shall be disposed of pursuant to Chapter 180,



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

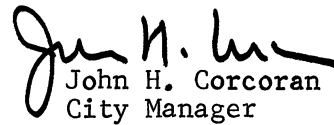
August 17, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F. X. Davoren, Secretary of the Commonwealth relative to application from Jedediah Mannis, 8 Plympton Street, Cambridge, (and others not of Cambridge) for a certificate of incorporation under the name of Gender Identity Service, Inc.

Also enclosed is report from Mr. Fitzmaurice.

Very truly yours,


John H. Corcoran
City Manager

JHC/m

COMMUNICATION

From the City Manager trans-

mitting one from John F. X. Davoren,
 Secretary of the Commonwealth, together
 with enclosures relative to the appli-
 cation of Jedediah Mannis, 8 Plympton St.,
 Cambridge et als for a certificate of in-
 corporation under the name of "Gender
 Identity Service, Inc." to be located in
 the Town of Brookline

August 17, 1972