

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

March 9, 1972

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

Dear Mr. Corcoran:

Pursuant to a communication from the Secretary of
State Re: "REBIRTH 2, Inc.," I made an investigation. The
locus is suitable.

Respectfully submitted,

William J. FitzMaurice
Chief Investigator

WJF:jm

Encs.

LOCATION ONLY

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN

Secretary of the Commonwealth

CORPORATION DIVISION

STATE HOUSE, BOSTON

December 27, 1971

City Manager -- Cambridge, Massachusetts

David Guberman 1066 Walnut Street Newton
(AND OTHERS NONE ARE RESIDENTS OF CAMBRIDGE)

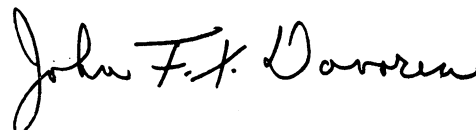
have filed in this office an application for a certificate of incorporation, as provided for in chapter 180 of the General Laws, Tercentenary Edition, under the name of
REBIRTH 2, INC.

for the purpose of ~~-see attached purposes-~~

NONE OF THE INCORPORATORS RESIDE IN CAMBRIDGE BUT THE CORPORATION IS
to be located in the city of Cambridge -298 Harvard 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

Continuation of Purposes Clause

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the above educational purposes, and for the conduct within said purposes either directly or by contributions to organizations duly authorized to carry on charitable or educational activities provided, however, that no part of such income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and further provided, however, that no part of the corporate assets or net earnings shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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 (except that reasonable compensation may be paid for services rendered to or for the corporation affecting

Continuation of Purposes Clause

one or more of its purposes) and 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.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit nor shall it engage directly or indirectly in any activity that might cause the loss of its qualification under Section 501 (c) (3) of the Internal Revenue Code.

A. No substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any State legislature, any local council or similar governing body, or the public in referendum, initiative,

Continuation of Purposes Clause

constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the Commonwealth of Massachusetts, or any other jurisdiction where its activities are carried on.

C. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

D. Notwithstanding any other provision of these Articles if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

Continuation of Purposes Clause

(2) The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code;

(3) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code:

(4) The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

As a means to accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require.

3. To borrow money and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes,

bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations, by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any property, rights or privileges of the corporation wherever situated.

4. To invest and reinvest its funds in such stock, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers whether now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation subject to

Continuation of Purposes Clause

the further limitation and condition that the above powers and such other powers shall be exercised only in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code.

6

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

~~XXXXXXXXXXXX~~ REBIRTH 2, INC. ✓

2. The purposes for which the corporation is formed are as follows: To provide for the general education of the public as to Jewish values and ideals, to encourage and sponsor the development of an awareness by the public and by the Jew of his own heritage and of the past and present development of that heritage, and in pursuit of the above; to publish & print newspapers, magazines and periodicals, to print and bind books of all kinds and generally to do all things customarily done by those engaged in a business similar to the above, including the acquisition of real estate and plants; and to participate in such other mediums of communication, as radio, television etc., in such manner and to such extent as may be necessary, desirable or convenient for the attainment of the above goals, but the corporate activities shall be subject in any case to the limitations set forth below:

See continuation 2A



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 876-6800

EXECUTIVE DEPARTMENT
JOHN H. CORCORAN
City Manager

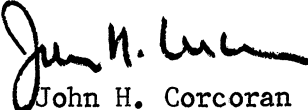
March 13, 1972

To the Honorable, the City Council,

I transmit herewith communication from John F.X. Davoren, Secretary of the Commonwealth relative to application from David Guberman, 1066 Walnut Street, Newton and others not residents of Cambridge for a certificate of incorporation under the name of Rebirth 2, Inc. to be located in the City of Cambridge.

Also enclosed is report from Mr. FitzMaurice.

Yours truly,


John H. Corcoran
City Manager

JHC/mg

(2)

42

COMMUNICATION

from the City Manager trans-
mitting one from John F. X. Davoren,
Secretary of State together with enclo-
sures relative to the application of
Rebirth 2, Inc. for location at 298
Harvard Street

March 13, 1972