The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I
The exact name of the corporation is:
257 Central Street, Inc.

ARTICLE II
The purpose of the corporation is to engage in the following activities:
The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Code of 1986, as from time to time amended. In furtherance thereof, the corporation shall engage in the acquisition, development, rehabilitation and/or restoration, maintenance, and preservation of previously occupied but now vacant buildings, or the construction of the same, and other affordable housing in the greater Springfield, Massachusetts areas, primarily for those of low to moderate income and so providing affordable housing and supportive services to the poor or distressed while combatting community deterioration with an emphasis upon overcoming the effects of traumatic events such as homelessness to the individual and community. The main focus of these houses would be to make them sustainable homes that the owner (after the rehab work to obtain a certificate of occupancy) would put a majority of the work into the things that do not require a licensed professional. To support the corporation and its goals it may from time to time sell property, services, plans, booklets, books and other material to assist people in constructing and rehab or restoring properties in a sustainable and environmentally & historically beneficial manner. We aim to thus lessen the burdens of government in this area and improve the lives of distressed people.

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

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

There shall initially be three classes of members, of approximately equal size. Initially, the term of class 1 shall be for one year, the term of class 2 shall be for two years, and the term of class 3 shall be for three years. Thereafter the members of each class shall serve for three years. The desire is that no more than 1/3 of the board of directors changes yearly. The manner of election and appointment and the qualification and rights of the members of each class shall be specified in the By-laws of the corporation.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the 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 members, or of any class of members, are as follows:

See continuing sheets

4. Additional Provisions for Conduct and Regulation of the Business and Affairs of the Corporation, for its Voluntary Dissolution, and for Limiting, Defining and Regulating the Powers of the Corporation and of its Directors and Members.

4.1 The corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended, provided, however, that no such powers shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501 (c) (3) of the Internal Revenue Code.

4.2 The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law, the article of organization or the by-laws requires action by the members.

4.3 Meetings of the members may be held anywhere in the United States of America.
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4.4 No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5(a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its members, directors or officers, or who serves at its request as a member, director or officer of another organization or in a capacity with respect to any employee benefit plan (each such person herein called a “Person”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person maybe involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. Any Person who at the request of the corporation serves another organization or an employee benefit plan in one or more of the above indicated capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such other organization or in the best interests of the participants or beneficiaries of such employee benefit plan shall be deemed to have acted in such manner with respect to the corporation.

4.5 (b) Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for an other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involved such indemnification, (a) b a disinterested majority of the directors then in office; or (b) by the majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation; or (c)( by a majority of the disinterested members entitled to vote, voting as a single class.

4.5 (c) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding maybe paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts os paid if such person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.4. Such undertaking maybe accepted without reference to the financial ability of such Person to make repayment.
As used in this Section 4.5, the term “Person” includes such Person's respective heirs, executors and administrators, and an “interested” member, director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

4.6 No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this corporation, or any concern in which any such director, officer or member has any interest, or any individual having any interest in any such concern, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act (collectively called a “transaction”) of this corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such director, officer, member, concern or individual shall be liable to account to this corporation for any profit or benefit realized through any such transaction

provided, however, that such transaction was authorized by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed and who have made any findings required by law disclosed.

4.7 No part of the assets or net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation or any individual; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) of Internal Revenue Code; and the corporation shall not 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. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

4.8 If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of these articles of the organization or the by-laws of the corporation, the following provisions shall apply.

A) the income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and

B) the corporation shall not engage in any act of self dealing (as defined by Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).
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4.9 Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of pursuant to Massachusetts General Laws, Chapter 180, Section 11A, to one or more organizations with similar purposes and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**If there are no provisions, state “None”.

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI
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.
ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

xxx XXXXXX, XXXXX, MA XXXXX

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

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<th>NAME</th>
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The scaled year of the corporation shall end on the last day of the month of: xxx

d. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) 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 180 and do hereby sign these Articles of Organization as incorporator(s) this ______ day of ____________________________, 20________, 

Signature: ____________________________________________________________

Print Name: __________________________________________________________

Residence: ____________________________________________________________

Note: If an 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 180)

I hereby certify that, upon 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 ling fee in the amount of $________ having been paid, said articles are deemed to have been led with me this ______ day of __________________ 20 __.

Effective date:

________________________________________________

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION Contact information:

________________________________________________________

________________________________________________________

________________________________________________________

Telephone: _____________________________________________

Email: __________________________________________________

Upon ling, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.