

# The Commonwealth of Massachusetts

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

## RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

Examiner

Name  
Approved

We, Justine Sullivan, \*President ~~XXXXXXXXXXXX~~ ~~Vice President~~

and Elaine Daniels, \*Clerk ~~XXXXXXXXXXXX~~ ~~Assistant Clerk~~

of The First Congregational Unitarian Church of Northborough,  
(Exact name of corporation)

located at 40 Church Street, Northborough, Massachusetts 01532,  
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on June 3, 20 07, by a vote of 74 members,

~~Directors of~~ ~~Shareholders~~

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; OR
- In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein where there is an amendment to the Articles of Organization.

C   
P   
M   
R.A.

\*Delete the inapplicable words.  
\*\*Check only one box that applies.

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 as long as each article requiring each addition is clearly indicated.

P.C.

#### ARTICLE I

The name of the corporation is:

First Parish Church Unitarian Universalist of Northborough Massachusetts

#### ARTICLE II

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

The purpose of our congregation is to support and nurture individual and collective spiritual, intellectual, ethical, and interpersonal growth. We support liberal religious living through regular worship, study, service, and fellowship. Our shared ministry is provided in the spirit of the Principles of the Unitarian Universalist Association.

#### 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:

The designation of classes of members, if any, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights of the members of each class is set forth 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:

The Minister, all Officers, Trustees and Agents of the Church, including Religious Education Directors, Office Administrators, Lay Leaders, Volunteers, and Committee Chairs, acting for the Church and who have acted in good faith within what they reasonably believed to be the scope of their authority and for purposes which they reasonably believed to be in the best interests of this Church and its members, shall be defended, held harmless, and indemnified if any litigation is commenced against any or all of them during their term of office, or at any time in the future after they leave office, concerning their actions as agents of this Church. This Church shall defend them, hold them harmless and indemnify them for any and all costs, judgments and all other expenses, including attorney fees reasonably incurred, if named in a lawsuit by any person or organization seeking damages against them.

*\*\*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 V**

The effective date of the Restated Articles 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 VI**

The information contained in Article VI 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:  
40 Church Street, Northborough, MA 01532

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Ms. Justine Sullivan	22 Sunset Drive Northborough, MA 01532	Same
Treasurer:	Mr. Lee Ostrander	77 Sunset Drive, Northborough, MA 01532	Same
Clerk:	Ms. Elaine Daniels	27 Francis Avenue Shrewsbury, MA 01545	Same
Directors: (or officers having the powers of directors)	See attachment sheet.		

c. The fiscal year of the corporation shall end on the last day of the month of: June

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

**\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

Article I - to change the name of the organization to First Parish Church Unitarian Universalist of Northborough Massachusetts

Article IV - to incorporate provisions for indemnification of officers and other parties acting in good faith on behalf of the organization

SIGNED UNDER THE PENALTIES OF PERJURY, this 19<sup>th</sup> day of September, 2007.

Justine Sullivan, \*President ~~XXXXXX~~

Elaine M Daniels, \*Clerk ~~XXXXXX~~

\*Delete the inapplicable words.

\*\*If there are no such amendments, state "None".

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## Attachment Sheet

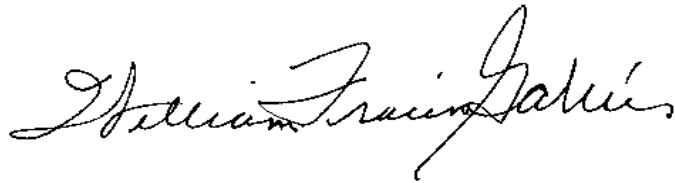
Information supplementing Article VI of Restated Articles of Organization

Directors (or officers having the powers of directors)

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Ms. Justine Sullivan	22 Sunset Drive, Northborough, MA 01532	Same
Mr. Lee Ostrander	77 Sunset Drive, Northborough, MA 01532	Same
Ms. Elaine Daniels	27 Francis Avenue, Shrewsbury, MA 01545	Same
Ms. Wendy Ziesemann	27 Francis Avenue, Shrewsbury, MA 01545	Same
Ms. Denise Frizzell	22 Birchwood Road, Hudson, MA 01749	Same
Mr. Brian Swanson	335 Church Street, Northborough, MA 01532	Same
Ms. Vicky Guo	77 Sunset Drive, Northborough, MA 01532	Same
Mr. Gary Alperson	81 Holden Street, Shrewsbury, MA 01545	Same
Mr. Karl Eisenhofer	377 Howard Street, Northborough, MA 01532	Same
Ms. Denise Faneuff	13 Hanna Road, Worcester, MA 01602	Same
Ms. Donna Massey	20 Monroe Street, Northborough, MA 01532	Same

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*