FORM CD 180 Rev. 4-84. 20M-809221

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108
Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 180)
Incorporators

NAME		RESIDENCE
Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.		
Michael A. St. Onge	13 Grist Mill Road	Grafton, MA
Mark T. Batcheller	4 Rodnick Street	Grafton, MA
Joan C. Dickert	202 Old Westboro Road	No. Grafton, MA

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

89 115041

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

Grafton Soccer Club Inc.

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

(a) To encourage, support and promote the sport of amateur soccer, especially among young people. To encourage physical fitness, athletic development, exercise, health and sportsmanship through the establishment and promotion of organized training and supervised team competition in the sport of amateur soccer. To educate the public in the rules of play in the sport of amateur soccer. To prep and develop amateur athletes to compete in the sport of amateur soccer. To fost personal contact, commingling and fellowship among its members by pursuing the common objective of recreation through the organizing amateur soccer play.

(b) To raise through solicitation or otherwise, collect and receive funds and bequests, and to administer such funds and bequests for its purposes either directly or through the establishment of a charitable fund.

(c) To purchase, hold, lease, mortgage and convey such real and personal property as may be necessary and incidental to the purposes of the corporation; to receive, hold and administer gifts of property real, personal and mixed, and, generally t do such lawful acts and carry out all lawful purposes as are now permitted by general laws or may be permitted by amendments thereof or any addition thereto.

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

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If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

The corporation has one class of membership. To be eligible for membership, a person must be nominated by a member of the Board of Directors. Persons shall be elected to membership by the affirmative vote of all members of the Board of Directors in attendance and voting at a duly held meeting of said Board. Members shall be elected to membership for a one year period, provided that they continue to abide by the provisions of the organization's by-laws. All members shall have all rights provided for in the by-laws which shall include the right to attend all meetings, to serve as an officer or director and to have one vote in the determination of all matters properly put before the membership for action thereon.

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:-

a) The corporation may seek recognition by the federal government of tax exempt tatus under the Internal Revenue Code.

b) The corporation will administer all gifts and other funds or properties hich it receives in a manner consistent with its purposes.

c) The bylaws or articles of incorporation may not be modified in any manner hich would prevent the corporation from operating as a non profit corporation.

d) Upon dissolution, the assets of the corporation shall be dedicated to the own of Grafton, Massachusetts for the purpose of encouraging and supporting the stablishment and preservation of recreational facilities for public use in the own.

e) Officers and Directors and members of the corporation shall not be held ersonally liable for monetary damages for breach of fiduciary duty as an officer r director notwithstanding any provision of law imposing such liability; provided, owever, that such liability shall not be limited for any officer or director who 1) has breached his or her duty of loyalty to the Corporation or its members, or 2) has committed acts or omissions not in good faith or which involve intentional isconduct or a knowing violation of law, or (3) has derived an improper personal enefit from his or her relationship with the corporation. This provision shall ot be effective to eliminate or limit the liability of an officer or director for ny act or omission occurring prior to the effective date of this provision.

f) Notwithstanding any other provision of these articles, the corporation is rganized exclusively for one or more of the following purposes: religious, haritable, scientific, testing for public safety, literary, or educational urposes, or to foster national or international amateur sports competition (but nly if no part of its activities involve the provision of athletic facilities or

(see attached sheet)

*If there are no provisions state "None".

ARTICLES OF ORGANIZATION
(Under G.L.Ch. 180)

4. 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: -

(cont.)

equipment), or for the prevention of cruelty to animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

(g) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation of any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the corporation.

(h) No substantial part of the activities of the corporation shall be carrying on propoganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

5. 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 below, have been duly elected.

6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).

7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

202 Old Westboro Road North Grafton, MA 01536

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Michael A. St. Onge	13 Grist Mill Road	Grafton, MA 01519
Treasurer: Mark T. Batcheller	4 Rodnick Street	North Grafton, MA 01536
Clerk: Joan C. Dickert	202 Old Westboro Road	North Grafton, MA 01536

Directors: (or officers having the powers of directors)

- Michael A. St. Onge, 13 Grist Mill Rd., Grafton, MA
- Mark T. Batcheller, 4 Rodnick Street, Grafton, MA
- Leo Mitchell, 80 Old Westboro Road, No. Grafton, MA
- Teddy Rudack, 90 George Hill Rd., Grafton, MA
- Oliver Holden, 70 Wesson Road, No. Grafton, MA
- James E. Magill, 28 Sibley Street, Grafton, MA
- Richard Brophy, 21 Countryside Rd., No. Grafton, MA
- Richard J. Kirejczyk, 185 Old Westboro Road, No. Grafton, MA 01536
- Timothy P. Mackin, 76 Waterville St., No. Grafton, MA 01536
- Joan C. Dickert, 202 Old Westboro Road, No. Grafton, MA 01536

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

First Monday in February of each year

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

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 12 th day of April, 19 89

I/We the below signed INCORPORATORS 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 principal officers have not been similarly convicted. If so convicted, explain.

Michael A. St. Onge

Mark T. Batcheller

Joan C. Dickert

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APR 25 1989

SECRETARY OF STATE
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written 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 filing fee in the amount of $30.00 having been paid, said articles are deemed to have been filed with me this 25th day of April 19 89.

FILING FEE: $35.0

Effective date

Michael J. Connolly

MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

BREWSTER, SCHOFIELD & REED, P.C.

10 Grafton Common, P.O. Box 473

Grafton, MA 01519

Telephone (508) 839-6026

Filing Fee $30.00

Copy Mailed

BY-LAWS

OF

GRAFTON SOCCER CLUB INC.

ARTICLE I - OFFICES

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II - MEETING OF MEMBERS

Section 1 - Annual Meetings:

The annual meeting of the members of the Corporation shall be held on the FIRST MONDAY IN FEBRUARY, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 - Special Meetings:

Special meetings of the members may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of fifty per cent (50%) of the members.

Section 3 - Place of Meetings:

All meetings of members shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices of such meetings.

Section 4 - Notice of Meetings:

(a) Except as otherwise provided by Statute, notice of each meeting of members, whether annual or special, stating the time when and place where it is to be held, shall be sent by regular mail to all members not less than five or more than thirty days before the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

Section 5 - Quorum:

(a) Except as otherwise provided herein, or by Statute, or in the Certificate of Incorporation (such Certificate and any amendments thereof being hereinafter collectively referred to as the "Certificate of Incorporation"), at all meetings of members of the Corporation, the presence at the commencement of such meetings in person of four members of the Corporation shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) Despite the absence of a quorum at any annual or special meeting of members, the members, by a majority of the votes cast may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called if a quorum had been present.

Section 6 - Voting:

(a) Except as otherwise provided by statute or by the Certificate of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the members, shall be authorized by a majority of votes cast at a meeting of members entitled to vote thereon.

(b) Except as otherwise provided by statute or by the Certificate of Incorporation, at each meeting of members, each member of the Corporation entitled to vote thereat, shall be entitled to one vote.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Number, Election and Term of Office:

(a) The number of the directors of the Corporation shall be NINE (_9_), unless and until otherwise determined by unanimous vote of the entire Board of Directors. The number of Directors shall not be less than FOUR.

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation shall be elected by a majority of the votes cast at a meeting of members.

(c) Each director shall hold office until the annual meeting of the members next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as are in the Certificate of Incorporation or by statute expressly conferred upon or reserved to the members.

Section 3 - Annual and Regular Meetings; Notice:

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place of such annual meeting of members.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time and place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraphs (c) of such Section 4.

Section 4 - Special Meetings; Notice:

(a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices and waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be mailed directly to each director, addressed to him at his residence at least two (2) days before the day on which the meeting is to be held or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 - Chairman:

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or he shall be absent, then the President shall preside and in his absence, a Chairman chosen by the directors shall preside.

Section 6 - Quorum and Adjournments:

(a) At all meetings of the Board of Directors, the presence of four members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these By-Laws.

(b) A majority of the directors must be present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 - Manner of Acting:

(a) At all meetings of the Board of Directors, each director present shall have one vote.

(b) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 - Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the members shall be filled by the members at the meeting at which the removal was effected) or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 9 - Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and acceptance of such resignation shall not be necessary to make it effective.

Section 10 - Removal:

Any director may be removed with or without cause at any time by the affirmative vote of a majority of the members of the Corporation at a special meeting of the members called for that purpose, and may be removed for cause by action of the Board.

Section 11 - Salary:

No salary shall be paid to directors for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 12 - Contracts:

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board or Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 13 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternative members thereof, as they may deem desirable, each consisting of three or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a President, a Treasurer, and a Clerk, and such other officers, including a Chairman of the Board of Directors, and one or more Vice Presidents as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of members.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless othewise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by a unanimous vote of the Board of Directors at any time.

Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 5 - Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each shall have such powers and duties as generally pertaining to their respective offices as well as such powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation.

ARTICLE V - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI - CORPORATE SEAL

The Corporation seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE VII - AMENDMENTS

Section 1 - By Members:

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of a majority of the members at any annual or special meeting of the members, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein, the proposed amendment.

The undersigned Incorporators certify that they have adopted the foregoing by-laws as the first by-laws of the Corporation.

DATE: April 12, 1989

Michael H. St. Onge
Incorporator

Mark T. Batcheller
Incorporator

Joan C. Deckert
Incorporator

Incorporator

RESOLUTIONS ADOPTED BY INCORPORATORS

OF

Grafton Soccer Club Inc.

The undersigned, being the ~~sole~~ Incorporators of the Corporation, hereby adopt~~s~~ the following resolutions:

(1) RESOLVED, that a copy of the Certificate of Incorporation of the Corporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Minute Book of the Corporation.

(2) RESOLVED, that the form of First By-Laws submitted to the meeting be, and the same hereby are, adopted as and for the By-Laws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, directly following the Certificate of Incorporation.

(3) RESOLVED, that the following persons be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of shareholders, and until their successors are elected and qualify:

see attached Articles of Organization

Dated: April 12, 1989

Michael A. St. Onge

Mark T. Batcheller

Joan C. Dickert

Incorporators

CD-180-S.

Examined

The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

FEDERAL IDENTIFICATIC

NO.

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is $10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Arthur Papazian, President/~~Vice President~~ and

Joan C. Dickert, Clerk/~~Assistant Clerk~~ of

Grafton Soccer Club Inc.

(Name of Corporation)

Name Approved

located at 202 Old Westboro Road, North Grafton, MA 01536

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on , 19 , by vote of .... members/ .... ~~shareholders~~, being at least two thirds of its members legally qualified to vote in meetings of the corporation (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 thereon):

Delete provision 4d which reads:

4(d) Upon dissolution, the assets of the corporation shall be dedicated to the Town of Grafton, Massachusetts for the purpose of encouraging and supporting the establishment and preservation of recreational facilities for public use in the Town.

and replace it with a new provision 4(b) which reads:

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"In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986."

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will be–come effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this day of , in the year 19

[illegible] .... President~~/Vice President~~

Joan C. Dickert .... Clerk~~/Assistant Clerk~~

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 180, Section 7)

I hereby approve the within ~~articles of amendment~~
and, the filing fee in the amount of $
having been paid, said articles are deemed to have been filed with me this
day of , 19

MICHAEL J. CONNOLLY

Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO:

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Telephone ....

Copy Mailed