



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.

Wendy Foxmyn	43 Riddell Street,	Greenfield, MA	01301
Thomas Carragher	18 George Street,	Greenfield, MA	01301
Catherine King-Devine	71 Conway Street,	Greenfield, MA	01301

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):

001004086

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

Greenfield Community Television, Inc. [REDACTED]

88 103072

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

To provide a means for any person or group in the Greenfield community to use the medium of community access cable television; to serve as the sole non-profit access corporation designated by the Issuing Authority of the Town of Greenfield, as set forth in the Renewal Cable Television License dated May 5, 1987, and amendments made thereto (hereinafter in these by-laws referred to as "cable license"); to operate and manage the use of public, educational and governmental access channels on the cable television system in Greenfield; to make available video equipment, facilities and instruction to any person or group in the Greenfield community; to disseminate information about community access television, including its history, current status, equipment, operating procedures, and programming; to oversee the appointment of any management or operations staff as provided in the cable license in effect for the Town; to determine policy for access to, and use of, the community access channel(s); to authorize use of and to determine fees, if any, to be charged for services and for the use of cable access equipment and facilities; to engage in other activities designed to support the primary public, governmental access and educational purposes of the organization. GCT generally may perform other related activities to accomplish the above purposes, including but not limited to buying, selling, and leasing of real estate, applying for or holding any and all necessary licenses or permits that may be required by any federal, state or local authorities, soliciting funds for the furtherance of the purposes of the corporation and producing cable television programming for the general public.

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.

See Continuation Sheet 2A

Examiner

Name
Approved

C ☐
P ☒
M ☐
R.A. ☐

P.C.

3. 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: -

Membership shall consist of one class, to be designated as regular, and shall not be limited as to number. After expiration of the terms of office of the initial Directors, members shall elect six (6) Directors from the membership at annual meetings as further provided in Article IV of the by-laws.

- *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:-

See Continuation Sheet 4A

Continuation Sheet 2A

The purposes shall also be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time, and within the meaning of M.G.L. Chapter 180, sec. 4, as amended.

Continuation Sheet 4A

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 power of the corporation, or of its directors, officers or members, are as follows:
 - (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Section 9A and paragraphs (a) through (l) and (n) through (p), inclusive, of Section 9 of Massachusetts General Laws, Chapter 156B.
 - (b) The directors may make, amend or appeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the directors.
 - (c) Meetings of the members may be held anywhere in the United States.
 - (d) The corporation may be a partner in any enterprise which it would have power to conduct by itself.
 - (e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any

Continuation Sheet 4A

political campaign on behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

- (f) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable, religious or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
- (g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

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- (h) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- (i) Subject to the provisions of paragraphs (a) and (c) through (f), inclusive, of this Article 4, no contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such other corporation, association or

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partnership or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.

- (j) No current or former officer or director of the corporation shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former officer or director (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (j) which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the officers or directors occurring prior to the date said amendment or deletion become effective.

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- (k) The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the corporation.

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:

18 George Street
Greenfield, MA 01301

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:	Thomas Carragher	18 George St., Greenfield, MA 01301	same
Treasurer:	Catherine King-Devine	71 Conway St., Greenfield, MA 01301	same
Clerk:	Wendy Foxmyn	43 Riddell St., Greenfield, MA 01301	same

Directors: (or officers having the powers of directors)

Thomas Carragher	18 George St., Greenfield, MA 01301
Catherine King-Devine	71 Conway St., Greenfield, MA 01301
Wendy Foxmyn	43 Riddell St., Greenfield, MA 01301

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 October in each year

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

none

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 6th day of April, 1988

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.

✓ Thomas F. Carragher

✓ Catherine King-Devine

✓ Wendy Foxmyn

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

32187

SECRETARY OF THE
COMMONWEALTH

1988 APR 12 PM 2:30

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 12th day of April 1988

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:

Diane H. Esser, Esq.
Esser, Singer, Eisenberg, Wainstein & Berlin
278 Main Street
Greenfield, MA 01301
(413) 774-7085

Telephone (413) 774-7085

Filing Fee \$30.00

Copy Mailed