

The Commonwealth of Massachusetts

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

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

NORTHEAST BORDER COLLIE ASSOCIATION, INC.

ARTICLE II

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

To educate the public regarding the breeding of dogs and to enhance the breeding and stock of the working Border Collie.

C
P
M
R.A.

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.

P.C.

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 corporation has members as detailed in the corporate bylaws,

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 Attachment "A".

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:

389 Adams Road, Greenfield, Massachusetts 01301

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:	Cheryl Jagger Williams	Colleyment, Hop Bottom PA	RR1 Box Box 1374 Hop Bottom, PA 18824
Treasurer:	Joanne Krause	571 Westchester Road Colchester CT 06415	571 Westchester Road Colchester CT 06415
Clerk:	Warren Mick	750 Meadowdale Road Altamont NY 12009	750 Meadowdale Road Altamont NY 12009
Directors: (or officers having the powers of directors)	Barbara Leverett	1512 Burrell Road St. Johnsville, NY 13452	1512 Burrell Road St. Johnsville, NY 13452
	Eve Marschark	Box 397, 3118 Farm School Road Bedminster, PA 18910	Box 397, 3118 Farm School Road Bedminster PA 18910
	Becky Peterson	41 Bell Road, Leyden, MA 01337	41 Bell Road, Leyden MA 01337
	Steve Wetmore	Spring Valley Farm Strafford, VT 05072	Box 54 Strafford VT 05072

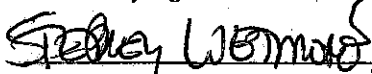
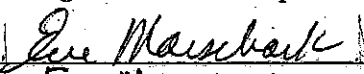
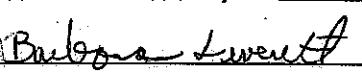

c. The fiscal year of the corporation shall end on the last day of the month of:

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

Denise A. Leonard, 389 Adams Road, Greenfield, Massachusetts 01301

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 _____, 19_____.

			
Steve Wetmore	Eve Marschark Box 397	Barbara Leverett	Rebecca Peterson
Box 54	3118 Farm School Road	1512 Burrell Road	41 Bell Road
Strafford VT 05072	Bedminster, PA 18910	St. Johnsville, NY 13452	Leyden, MA 01337

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 filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19 ____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Carol E. Viehmann, Esq.

P.O. Box 517

Ashfield, MA 01330

Telephone: 413-628-3806

NORTHEAST BORDER COLLIE ASSOCIATION, INC.

Attachment "A"

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 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 Massachusetts General Laws Chapter 180, as amended, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Section 9A of Massachusetts General Laws Chapter 156B, as amended.
- (b) Meetings of the members may be held anywhere in the United States.
- (c) The corporation may be a partner in any enterprise which it would have power to conduct by itself.
- (d) 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 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 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.
- (e) 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.

- (f) 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 Bylaws 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.

- (g) Except as may be otherwise required or permitted 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, religious or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, 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 religious, literary or educational purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.
- (h) Subject to the provisions of paragraphs (d) and (e) 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 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 other, 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.