



Examiner

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.

- | | |
|----------------------|---|
| 1) Frank Polischuk | 155 Lawrence Street
Malden, MA 02148 |
| 2) Yvonne Danforth | 24 Hamlet Place
Malden, MA 02148 |
| 3) John Todisco, Jr. | 33 Orchard Street
Malden, MA 02148 |

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):

00700000

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

87 033017

Community Access Television For Malden, Inc.

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

See Attached Pages 2 (a-f)

C ☐
P ☐
M ☐
R.A. ☐

Note: If the space provided under any article or item in 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 the main body of articles may be contained on single sheet so long as each article requiring such addition is clearly indicated.

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: -

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 Attached Pages 4 (a-c)

PURPOSES

1. The purposes of Community Access Television For Malden, Inc. (hereinafter referred to as the "Corporation") shall 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, including without limitation:

- (1) Produce community programming for the residents, institutions and organizations of Malden, on the municipal access channel, the public access channel and the educational access channel.
- (2) Allocate channel space and channel time to Malden residents, and ensure overall access to the Corporation's facilities.
- (3) Provide training to Malden residents and institutions in the use of access facilities and access channels.
- (4) Conduct public information, educational, cultural and social activities.
- (5) Provide financial, technical and other assistance for local programming and other non-profit uses of the cable communications system.
- (6) Retain ownership of program production facilities and equipment, and employ staff.

11. In furtherance of the foregoing purposes, but not for any other objects or purposes, and subject to the limitations set forth in Part III hereof, the Corporation shall have and may exercise, in addition to the power to convey land to which it has legal title and the powers specified in Section 9 of Chapter 156B of the General Laws, except in paragraph (m) thereof, the following powers:

(a) To distribute programming, by cablecasting, broadcasting, or by any other means, within and/or outside of the City of Malden;

(b) To plan, manage and operate the access channels and/or similar programming space assigned to or otherwise made available to it by any cable communications system(s) operating now or in the future in the City of Malden;

(c) To encourage the development, production and distribution of quality programming by any other person, including any other corporation established or owned, in whole or in part, by the Corporation for the purpose of such development, production, or distribution;

(d) To plan, develop, produce and sponsor, and to encourage and assist others to plan, develop, produce and sponsor educational, civic, cultural, scientific and community programming for cablecasting on the channels of any cable communications system licensed to operate in the City of Malden;

(e) To solicit, accept, hold, administer and dispose of money, securities and real and personal property and to take and receive by bequest, devise, gift, or benefit of trust any property or interest therein real or personal or mixed, whatever located;

(f) To borrow money and from time to time make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be necessary to or convenient for the accomplishment of any of the purposes of the Corporation; and, if deemed advisable, to secure the same by mortgage, deed of trust or pledge or otherwise, of any or all of the property of the Corporation;

(g) To administer, invest or reinvest the funds of the Corporation;

(h) To make gifts, donations and contributions of the property, real or personal or mixed, of the Corporation, including, but not limited to, money, and to convey, assign, lease, lend or otherwise transfer, with or without consideration, any such property;

(i) To erect, construct, reconstruct, repair, remodel, alter, maintain and improve buildings of every description on any land of the Corporation or upon other lands;

(j) To acquire by purchase, lease, concession, permit, license or in any other manner whatsoever, and to construct, own, hold, maintain, improve, operate, manage, control, sell, convey, mortgage, lease, rent or otherwise dispose of lands, both improved and unimproved, offices, stores and any other structures and real estate of every kind, nature and description, and to acquire by purchase or otherwise, and to own, hold, use, pledge, sell, or otherwise dispose of, and deal in and with, all kinds of personal and real property of every nature and description;

(k) To cooperate with, support, assist, deal with and avail itself of the facilities and programs of educational, medical, scientific, cultural, civic, community and professional institutions, as well as federal, state and local agencies;

(l) To invest in, guarantee the obligations of, become surety for, and otherwise to lend money or other financial assistance to, any organization, association or institution;

(m) To purchase, subscribe to, acquire, hold, sell, assign, mortgage, hypothecate or otherwise dispose of securities of any corporation or association; and while the owner or holder thereof to exercise all the rights of ownership therein;

(n) To pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its officers and employees;

(o) As principal, agent, contractor or otherwise, to make and perform any contracts of any kind and description and to perform and do any and all other necessary suitable or proper acts and things which are necessary or incidental to or in furtherance of the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein set forth or which shall at any time appear conducive to or expedient for the protection or benefit of these purposes and objects;

(p) To carry on any activity which the Board of Directors, in its discretion, deems calculated directly or indirectly to further the aforesaid charitable, scientific, and educational purposes of the Corporation and to perform and do any and all things which the Corporation is empowered to do, or any part thereof, as principal, agent, contractor, or otherwise and by or through agents, subsidiary or affiliated corporations, associations or trusts, or otherwise, and either alone or in conjunction or cooperation with other persons, governmental bodies and organizations of every kind and nature, and generally to attain and further any of the purposes herein set forth;

(q) To incorporate affiliated or subsidiary corporations, whether for profit or not for profit;

111. 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 tax under Section 4942 of the Internal Revenue Code of 1954, as amended (hereinafter the "Code"). The Corporation hereby is and shall be prohibited from engaging in the following activities as defined in Sections 4941 through 4945 of the Code: any act of self dealing with disqualified persons, retaining any excess business holdings, making any investments in such a manner as to jeopardize the carrying out of any of its exempt purposes, or from making any taxable expenditures. The provisions of this paragraph shall be inapplicable when and if the Corporation receives from the Internal Revenue Service a ruling that the Corporation is not a "private foundation" within the meaning of Section 509 of the Code, and which provision shall remain inapplicable so long as such ruling remains in effect.

Notwithstanding anything elsewhere herein provided, the Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and for the public welfare as said terms have been and shall be defined under and pursuant to Sections 170(c) and 501(c)(3) of the Code, and as said Sections may be amended from time to time 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 charitable and educational purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax under Sections 170(c) and 501(c)(3) of the Code, and from state taxes. All purposes and powers herein shall be interpreted and exercised consistent with this intention.

10. 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, subject to the limitations set forth in Part III hereof.

Other Lawful Provisions

- 1) Except as may be otherwise required by law, the Corporation may merge or consolidate only with or into any corporation that is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Organization as from time to time amended or for purposes substantially similar thereto.
- 2) No part of the net earnings, if any, of the Corporation shall inure to the benefit of any member, director, trustee, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3) If the Corporation permits the discussion of issues of public importance on channels or programming space which it manages, controls or operates, the Corporation shall afford reasonable opportunity for the discussion of conflicting views on such issues of public importance. Subject to the limitations set forth in Part II hereof, if an attack is made upon the honesty, character, integrity, or like personal qualities of an identified person or group during programming subject to the Corporation's exclusive control and carried on a cable communications system in the City of Malden, the Corporation shall transmit to the person or group attacked an offer of a reasonable opportunity to respond over the Corporation's facilities in the City of Malden.

4) No amendment to these Articles of Organization shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable, scientific or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state taxes.

5) The Corporation may authorize a petition for its dissolution to be filed in accordance with Section 11 of Chapter 180 of the General Laws by the affirmative vote, at any meeting of its general members when a quorum is present, of two-thirds of the total number of the members of the Corporation present and legally qualified to vote in meetings of the Corporation; 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, unless otherwise required by law, be conveyed, transferred, distributed, and set over outright to one or more charitable or educational institutions or organizations selected by said Corporation and created and organized for nonprofit purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of said Code as said Section may, from time to time, be amended or added to or under any successor sections thereto; provided, further, that the Corporation's property may be applied to charitable, scientific or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction may direct.

6) The Directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization, or the by-laws requires action by the members.

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:

155 Lawrence Street, Malden, Massachusetts 02148

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:	Frank Polischuk	155 Lawrence Street	Malden, MA 02148
Treasurer:	Yvonne Danforth	24 Hamlet Place	Malden, MA 02148
Clerk:	John Todisco, Jr.	33 Orchard Street	Malden, MA 02148

Directors: (or officers having the powers of directors)

Frank Polischuk	Same As Above
Yvonne Danforth	Same As Above
John Todisco, Jr.	Same As Above

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

December 31st

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

Second Monday In March

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 26 TH day of JANUARY, 1967

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.

[Handwritten signatures of Frank Polischuk, Yvonne Danforth, and John Todisco, Jr.]

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.

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RECEIVED
1987 FEB -2 PM 12:00
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 *2nd* day of *February* 19*87*

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:

.....Frank Polischuk.....
.....155 Lawrence Street.....
.....Malden, Massachusetts 02148.....
Telephone (617) 324-6643.....

Filing Fee \$30.00

Copy Mailed