

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:

FRIENDS OF THE AMIGOS SCHOOL, INC.

ARTICLE II

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

Please See Continuation Sheet I

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.

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:

N/A.

ARTICLE IV

****Other lawful provisions, if any, for the conduct 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:**

Please see Continuation Sheet II

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 *latter* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

N/A.

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:

32 Donnell Street, Cambridge, MA 02138

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:	Monica Leon	16 High Street, Cambridge, MA 02138	16 High Street, Cambridge, MA 02138
Treasurer	Ricardo Maldonado	32 Donnell Street, Cambridge, MA 02138	32 Donnell Street, Cambridge, MA 02138
Clerk:	Laurie Rothstein	98 Hancock Street, Apartment #1 Cambridge, MA 02139	98 Hancock Street, Apartment #1 Cambridge, MA 02139
Directors: (or officers having the powers of <i>directors</i>)	Monica Leon	16 High Street, Cambridge, MA 02138	16 High Street, Cambridge, MA 02138
	Ricardo Maldonado	32 Donnell Street, Cambridge, MA 02138	32 Donnell Street, Cambridge, MA 02138
	Laurie Rothstein	98 Hancock Street, Apartment #1 Cambridge, MA 02139	98 Hancock Street, Apartment #1 Cambridge, MA 02139
	Kim Goldstein	119 Fayerweather Street Cambridge, MA 02138	119 Fayerweather Street Cambridge, MA 02138

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.**

I/We, the below signed incorporaor(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 21st. day of October, 2004.

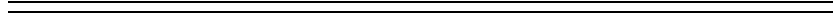
Ricardo Maldonado
32 Donnell Street
Cambridge, MA 02138

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 156B)



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 _____ 20 ____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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

Attn: Kathrine LeBlanc _____

Bingham McCutchen LLP _____

150 Federal Street _____

Boston, MA 02110 _____

Telephone: 617-951-8012 _____

ARTICLES OF ORGANIZATION
Continuation Sheet I

Article II

The Corporation is organized exclusively for charitable, educational and scientific purposes, including to engage in the following activities:

- Friends of the Amigos School, Inc. is funded with the purpose of supporting the educational goals of the Amigos Public School in Cambridge (the “School”).
- Friends of the Amigos School will support the School through fundraising activities to secure the monetary, material, and human resources necessary to assist the School attain its goals.
- Specifically, Friends of the Amigos School will seek to provide the School with funds and goods for office and classroom supplies, books and audio-visual materials, lab supplies and equipment, educational software and computer equipment, arts and crafts supplies, music supplies and equipment, physical education equipment, and any other items needed by the School for its educational purposes.
- Friends of the Amigos School will help the School with funds to be used for educational field trips such as museum visits, natural parks and science trips, and visits to historical sites.
- Friends of the Amigos School will help to fund services that will contribute to the educational goals of the School such as speakers, lecturers, multicultural concerts and events, storytellers, professional development seminars and courses for faculty and staff, and educational consultants.
- Throughout its activities, Friends of the Amigos School will help to promote the mission of the School to make public education available and affordable to all, to provide excellence in bilingual education, to create a diverse, supportive environment rich in academic and social experiences and to create responsible critical thinkers who are competent bilingual, bi-literate students.
- Friends of the Amigos School seeks to make all the School’s students bilingual and bi-literate through the implementation of state and local frameworks and standards, to provide students, teachers, and staff, with an environment that supports a learning community and develops cross-cultural understanding, and to provide a variety of opportunities for positive interactions among families and the sharing of their cultural heritages.

ARTICLES OF ORGANIZATION
Continuation Sheet II
ARTICLE IV

(a) The purposes of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code. Toward this end, the Corporation shall have, in furtherance of its purposes, all of the powers granted to all nonprofit corporations pursuant to the provisions of Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in effect or hereafter amended and of Section 9 of Chapter 156B of said General Laws (other than the powers set forth in clauses (m) and (n) of said Section 9), and shall have the following powers exercisable in furtherance of its purposes, except to the extent the following powers are inconsistent with Chapter 180 of the General Laws of the Commonwealth of Massachusetts or the requirements contained in Section 501(c)(3) of the Code:

(i) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;

(ii) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

(iii) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of any or all of its property, or any interest therein, wherever situated and however acquired;

(iv) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;

(v) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

(vi) The Corporation may do business, carry on its operations and have offices and exercise the powers granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts in any jurisdiction within or without the United States;

(vii) The Corporation may make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;

(viii) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(ix) The Corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement benefit plans, trusts and provisions for any or all of its directors, officers or employees;

(x) The Corporation may be an incorporator of other corporations of any type or kind;

(xi) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself; and

(xii) The Corporation may exercise any or all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.

(b) Meetings of the Directors may be held anywhere within or without the Commonwealth of Massachusetts.

(c) No person shall be disqualified from holding any office by reason of any interest. The term “interest” as used herein shall include personal interest and interest as a director, officer, employee, stockholder, shareholder, trustee, member or beneficiary of any concern; the term “concern” as used herein shall include any corporation, association, trust, partnership, firm, person, or other entity other than the Corporation.

(d) Notwithstanding any powers granted to the Corporation by these Articles, its By-laws, or by the laws of the Commonwealth of Massachusetts, the following limitations upon said powers shall apply and be paramount:

(i) No part of the assets or of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributable to any director or officer of the Corporation, or any private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of any one or more of its purposes, and payments or distributions may be made by the Corporation in furtherance of its purposes; no director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation;

(ii) No substantial part of the activities of the Corporation shall be, include or involve the dissemination or carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code;

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(iv) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Code; and

(v) 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 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 the law), the property or assets of the corporation remaining after providing for the payment of its debt 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, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, 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.

(e) No director or officer shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director or officer notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the director’s or officer’s duty of loyalty to the Corporation, (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 director or officer derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

(f) The directors may, by the affirmative vote of no less than two-thirds of directors present, at any annual meeting of the Board of Directors or any special meeting of the Board of Directors duly held for such purpose, provided a quorum is also present: (1) amend the Articles of Organization; provided, however, that no such

amendment shall operate to terminate the deductibility of gifts or bequests to the corporation for federal tax purposes or the federal income tax exemption of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code; (2) adopt, amend or repeal the Bylaws in whole or in part; (3) transfer substantially all of the corporation's assets to another corporation exempt from taxation under Section 501(c)(3) and described in Section 170(b)(1)(A) of the Internal Revenue Code, and formed for purposes similar to those of the corporation, or otherwise sell or mortgage substantially all of the assets of the corporation; (4) merge the corporation with another corporation or consolidate the corporation into a new corporation in accordance with the applicable provisions in Massachusetts General Laws Chapter 180; or (5) dissolve the corporation.