

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

New England Chapter of the International Society of Arboriculture, Inc.

ARTICLE II

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

Please see attached.

Examiner

Name
Approval

- C.
- F.
- M.
- EA.

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.

New England Chapter of the International Society of Arboriculture, Inc.
Articles of Organization
Article II: Purposes

The corporation is organized exclusively for charitable, educational, and scientific purposes including, but not limited to, supporting the science of arboriculture through education, research, advocacy and practice. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

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:

May be set forth in 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:

Please see attached.

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.

New England Chapter of the International Society of Arboriculture, Inc.
Articles of Organization
Article IV: Other Provisions
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The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the Commonwealth of Massachusetts.

No officer or director of the corporation shall be personally liable to the corporation 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 an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director'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 the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation

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against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of this provision which adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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:

1150 Walnut Street, 2nd Floor, Newton, MA 02461

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:	Please see attached.		
Treasurer:			
Clerk:			
Directors: (or officers: having the powers of directors)			

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

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

Jeffrey M. Hurwit, 1150 Walnut Street, Newton, MA 02461

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 4th day of January, 2021.

Valerie R. Sussman

Valerie R. Sussman

Hurwit & Associates, 1150 Walnut Street

Newton, MA 02461

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.

New England Chapter of the International Society of Arboriculture, Inc.
Articles of Organization
Article VII: Officers and Directors

Officers

Sara Sankowich, President
1150 Walnut Street, 2nd Floor
Newton, MA 02461

David Lefcourt, Vice President
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Greg Lukos, Treasurer
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Sean Redding, Secretary
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Directors

Lucas Beane
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Kristina Bezanson
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Julie Coop
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Mark Duntemann
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Heather Green
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Charlie Iselin
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Mike Hughes
1150 Walnut Street, 2nd Floor
Newton, MA 02461

David Lefcourt
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Greg Lukos
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Doak Marasco
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Anne-Marie Moran
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Sean Redding
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Sara Sankowich
1150 Walnut Street, 2nd Floor
Newton, MA 02461

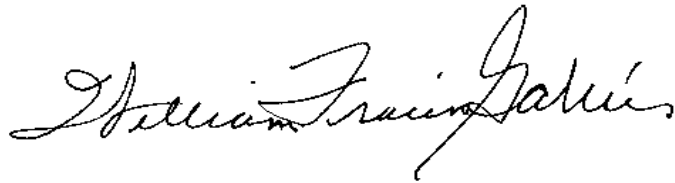
Jonathan Webb
1150 Walnut Street, 2nd Floor
Newton, MA 02461

Scott Wheeler
1150 Walnut Street, 2nd Floor
Newton, MA 02461

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

January 04, 2021 01:55 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth