

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JOSEPH CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

Grenville Christian College Foundation, Inc.

ARTICLE II

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

The corporation is organized exclusively to grant scholarships to deserving United States resident pre-university school students, to attend accredited Christian schools, and for such other charitable and educational purposes as are set forth in, and permitted by, Section 501(c)(3) of the United States Internal Revenue Code of 1986 and applicable regulations promulgated under such Code (or any corresponding provisions of any future United States Internal Revenue Laws or Regulations) and Chapter 180 of the General Laws of the Commonwealth of Massachusetts (or any corresponding provisions of any future not-for-profit corporation laws of said Commonwealth), as each of the foregoing may be amended from time to time, and to exercise all powers permitted by and consistent with said laws and regulations, and only such purposes.

92-694032

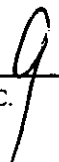


Examiner



Name
Approved

- C
- P
- M
- R.A.



P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. 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.

ARTICLE III

If the corporation has one or more classes of members, 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 shall have voting-members, non-voting members, and honorary members, who shall be elected or appointed by the Board of Directors of the corporation. Non-voting and honorary members shall have no right to vote or any other right, except as the Board of Directors of the corporation may, in its sole discretion, from time to time determine.

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 pages 1 to 5 of Continuation Sheet 4A.

* 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.

CONTINUATION SHEET 4A
TO
ARTICLES OF ORGANIZATION
OF
GRENVILLE CHRISTIAN COLLEGE FOUNDATION, INC.

- A. Except to the extent permitted to organizations exempt from federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations promulgated under such Code (or any corresponding provisions of any future United States Internal Revenue laws or regulations) and Chapter 180 of The General Laws of The Commonwealth of Massachusetts (or any corresponding provisions of any future not-for-profit corporation laws of said Commonwealth), as each of the foregoing may be amended from time to time, no substantial part of the activities of the corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including publishing or distribution of statements); nor shall the corporation, except to an insubstantial degree, engage in any activities, or exercise any powers, that are not in furtherance of the aforementioned purposes of the corporation.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, governors, officers, or any other individuals, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- C. The corporation shall not discriminate on the basis of race, religion, or gender in administration of any of its policies, programs, facilities or activities, provided that if may, where legally permissible or required, favor members of racial minority groups and women when the purpose and effect of such action is to promote establishment and maintenance of the nondiscriminatory policies of the corporation, and provided further that nothing in these Articles of Organization shall be construed to prohibit the corporation from implementing any lawful affirmative action plan, policy, or program.
- D. Any dissolution of the corporation shall be in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations promulgated under such section (or corresponding provisions of any future United States Internal Revenue laws and regulations) and Chapter 180 of the General Laws of The Commonwealth of Massachusetts (or any corresponding provisions of any future not-for-profit corporation laws of the said Commonwealth), as each of the foregoing may be amended from time to time. A petition to the Court for dissolution of the corporation shall include a request that, upon dissolution, the assets of the corporation shall, after paying or making provision for such organization or organizations organized and operated exclusively for charitable and education purposes as shall at

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the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations promulgated under such section (or corresponding provisions of any future United States Internal Revenue laws and regulations), as each of the foregoing may be amended from time to time, as the board of directors of the corporation may determine.

- E. Without limiting the generality of the foregoing and Article 2 of these Articles of Organization, the corporation may exercise the following powers in furtherance of its corporate purposes, provided that the corporation shall exercise no power in a manner inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations promulgated under such section (or corresponding provisions of any future United States Internal Revenue laws and regulations), as each of the foregoing may be amended from time to time:

The power to convey land to which it has legal title.

The power to be a partner in any enterprise that the corporation would have the power to conduct by itself.

The power to have perpetual succession in its corporate name.

The power to sue and be sued.

The power to have a corporate seal and to alter the same.

The power to purchase; receive; take by grant, gift, devise, bequest or otherwise; lease or otherwise acquire, own, and hold; improve; employ; use; and otherwise deal in and with, real and/or personal property, wherever situated, and/or interest in such property.

The power to purchase, take, receive, subscribe for, or otherwise acquire; own; hold; vote; employ; sell, lend, exchange, transfer, or otherwise dispose of; lease; 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.

The power to make contracts; give guarantees and incur other liabilities; borrow money at such rates of interest as the corporation may determine; issue its notes, bonds and other

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obligations; and secure any of its obligations by mortgage;, pledge or encumbrance of, or security interest in, all or any of its property wherever situated, and/or interest in such property.

The power to lend money, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested.

The power to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes.

The power to pay pensions, establish and carry out pension, profit-sharing, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees, and for any and all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on election of directors are owned, directly or indirectly, by the corporation.

The power to participate as a subscriber in exchanging of insurance contracts specified in Section 94(B) of Chapter 175 of the General Laws of the Commonwealth of Massachusetts.

The power to be an incorporator of other corporations of any type or kind.

The power to make contracts of guarantee and suretyship, whether or not such contracts are in furtherance of the purposes of the corporation; provided, however, that (i) such contracts are necessary or convenient to the conduct, promotion or attainment of (a) a corporation of which this corporation directly or indirectly owns all of the outstanding stock; (b) a corporation that directly or indirectly owns all of the outstanding stock of this corporation; or (c) a corporation that directly or indirectly owns all of the stock of this corporation; and (2) the board of directors of this corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of this corporation.

The power to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed.

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The power to do business, carry on its operations, have offices and exercise the powers granted by or lawful under Chapter 180 of the General Laws of the Commonwealth of Massachusetts in any jurisdiction within or without the United States.

- F. Meetings of the members of the corporation may be held anywhere in the United States, unless otherwise provided in the by-laws of the corporation.
- G. The board of directors may make, amend or repeal the by-laws in whole or in part, except to the extent that action of the members is required by law or by the by-laws of the corporation.
- H. No director or officer shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer, notwithstanding any provision of law imposing such liability; provided, however, that, to the extent required by applicable law, this provision shall not eliminate or limit the liability of a director or an officer (i) for any breach of the duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the director or officer derived any improper personal benefit. This provision shall not eliminate or limit the liability of a director or an officer for any act or omission occurring prior to the effective date of this provision. No amendment to, or repeal of, this provision shall apply to or have any effect upon the liability or alleged liability of any director or officer for, or with respect to, any acts or omissions of such director or officer occurring prior to such amendment or repeal.
- I. The Corporation shall indemnify directors, officers, employees and agents of the Corporation and persons who serve at its request in any capacity with respect to any employee benefit plan, against expenses incurred in defending any civil or criminal action or proceeding, including amounts paid in settlement thereof. The Corporation may pay such expenses as may be incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such amounts if he shall be adjudicated to be not entitled to indemnification under this section. Indemnification shall be provided even though the person to be indemnified is no longer an officer, director, employee or agent of the Corporation or no longer serves with respect to any employee benefit plan. No indemnification shall be provided with respect to any matter as to which such person

**CONTINUATION SHEET 4A
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shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of said plan. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or other agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another organization, or with respect to any employee benefit plan, against any liability incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE V

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.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is: 46 South Orleans Road,
P.O. Box 236, Orleans, MA 02653

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:	Richard A. Laraja	21 Uncle Ben's Way Orleans, MA 02653	P.O. Box 236 Orleans, MA 02653
Treasurer:	Daniel E. Ortolani	RR #2 Brockville, Ontario K6V5V8	P.O. Box 610 Brockville, Ontario K6V 5V8
Clerk:	John Ingwersen	39 Anchor Drive Orleans, MA 02653	P.O. Box 186 Orleans, MA 02653

Directors: (or officers having the powers of directors).

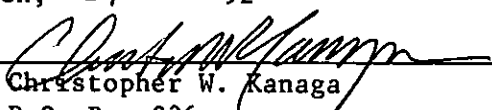
	NAME	RESIDENCE	POST OFFICE ADDRESS
	Richard A. Laraja	21 Uncle Ben's Way Orleans, MA 02653	P.O. Box 236 Orleans, MA 02653
	Daniel E. Ortolani	RR #2 Brockville, Ontario K6V5V8	P.O. Box 610 Brockville, Ontario K6V 5V8
	John Ingwersen	39 Anchor Drive Orleans, MA 02653	P.O. Box 186 Orleans, MA 02653

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

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is: Not Applicable

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.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names 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 March, 31 19 92



 Christopher W. Kanaga
 P.O. Box 236
 Orleans, MA 02653

NOTE: If an already-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.

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SECRETARY OF
THE COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

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CORPORATION DIVISION

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 \$35.00 having been paid, said articles are deemed to have been filed with me this 3rd day of APRIL 1992

Effective date



MICHAEL JOSEPH CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Christopher W. Kanaga
Laraja, Kanaga and Bott, P.C.
46 South Orleans Road
P.O. Box 236
Orleans, MA 02653

Telephone: (508) 255-5500