

# 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:

Circumcision Resource Center , Inc.

### ARTICLE II

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

To organize, hold, and promote educational seminars, meetings, and symposia.

To issue educational materials pertaining to the objectives set forth herein.

To aid, assist, and support other organizations which share similar purposes with the corporation.

To sponsor and conduct research projects.

To provide an information and research exchange.

To do any acts and things, aid to carry on any business or activity, and to exercise any powers or privileges suitable, convenient, or proper to the conduct, promotion, operation and attainment of any of the purposes herein specified or which at any time may be incidental thereto or expedient for the accomplishment of any such purpose.

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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:

Not applicable.

### 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 Addendum Sheets 4A-4E.

\* 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.

Addendum Sheets 4A-4E to Articles of Organization of  
Circumcision Resource Center

4.1 The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers, and not as restricting or limiting in any way the general powers of this corporation, or their exercise or enjoyment, as they are expressly or implicitly granted by the laws of the Commonwealth of Massachusetts.

4.2 The corporation shall have the following powers in furtherance of its corporate purposes:

- a. The corporation shall have perpetual succession in its corporate name.
- b. The corporation may sue and be sued.
- c. The corporation may have a corporate seal which it may alter at its pleasure.
- d. The corporation may elect or appoint officers, directors, employees and other agents, fix their compensation and define their duties and obligations.
- e. The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

4.3 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 set forth in Article 2 hereof. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Organization, 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 501(c)(3) of the Internal Revenue Code, or
- b. by a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code.

4.4 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 4942 of the Internal Revenue Code. The corporation shall not

- a. engage in any act of self-dealing as defined in 4941(d) of the Internal Revenue Code;
- b. retain any excess business holdings as defined in 4943(c) of the Internal Revenue Code.
- c. make any investments in such manner as to incur tax liability under 4944 of the Internal Revenue Code; or
- d. make any taxable expenditures as defined in 4945(d) of the Internal Revenue Code.

4.5 Upon the dissolution of the corporation the Board of Directors shall, with the authorization of the Massachusetts Supreme Judicial Court as provided by 11A of chapter 180 of the Massachusetts General Laws and after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt from Federal income taxation under 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by said Court exclusively for such purposes or to such organizations organized and operated exclusively for such purposes, as said Court in its judgement shall determine.

4.6 The corporation shall have, and may exercise in furtherance of its corporate purposes, without limitation, each of the following powers:

- a. to purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease, or otherwise acquire, own, hold, improve employ, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- b. to sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- c. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, land, 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;
- d. to make contracts, give guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, 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;
- e. to 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;
- f. to do business, carry on its operations, and have offices and exercise the powers granted by applicable provisions of chapter 180 of the general laws of the Commonwealth of Massachusetts and the powers granted by these Articles

of Organization in any jurisdiction within or without the United States;

- g. to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift, and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers and employees;
- h. to participate as a subscriber in the exchanging of insurance contracts specified in section 94B of chapter 175 of the general laws of the Commonwealth of Massachusetts;
- i. to be an incorporator of other corporations of any type or kind;
- j. to be a partner in any business enterprise which the corporation would have power to conduct itself;
- k. to hold meetings of members anywhere in the United States;
- l. to solicit and receive contributions from any and all sources and to receive and hold, in trust or otherwise, funds received by gift or bequest;
- m. to make donations in such amounts as the members or directors shall determine, 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, provided, however, that, as long as the corporation is entitled to exemption from federal income tax under 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code;
- n. to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provide that no such power shall be exercised in a manner inconsistent with other provisions of these Articles of Organization, or inconsistent with Chapter 180 or other applicable provisions of the general laws of the Commonwealth of Massachusetts, and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under 501(c)(3) of the Internal Revenue Code.

4.7 Except as otherwise provided in Section 4.7 of this Article, the corporation shall, to the extent legally permissible, indemnify each person who is, or shall have been, a Director or officer of the corporation or who is serving, or shall have

served, at the request of the corporation, as a Director or officer of another organization or in any capacity with respect to any employee benefit plan of the corporation, against all liabilities and expenses (including judgements, fines, penalties, and reasonable attorney's fees and all amounts paid, other than to the corporation or such other organization, in compromise or settlement) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such a Director or officer or as a result of his serving or having served with respect to any such employee benefit plan.

The corporation shall provide no indemnification with respect to any matter as to which such Director, officer, or other person shall be finally adjudicated in such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the corporation or, to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, after notice that indemnification is involved, by (i) a disinterested majority of the Board of Directors or, (ii) a majority of the members entitled to elect Directors, exclusive of the votes of any interested Director, officer, or other person.

Indemnification may include payment by the corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under Section 4.7 of this Article.

As used in Section 4.7 of this Article, the terms "Director," "officer," and "person" include their respective heirs, executors, administrators, and legal representatives, and an "interested" Director, officer, or person is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in Section 4.7 of this Article shall not be exclusive of or affect any other rights to which any Director, officer, or other person may be entitled under any agreement, statute, vote of members, or otherwise. The corporation's obligation to provide indemnification under Section 4.7 of this Article shall be offset to the extent of any other source of indemnification

or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person. Nothing contained in Section 4.7 of this Article shall affect any rights to which corporate personnel other than Directors and officers may be entitled by contract or otherwise.

4.8 All references above:

(a) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended;

(b) to the general laws of the Commonwealth of Massachusetts, or to any chapter thereof, shall be deemed to refer to said general laws or chapter as now in force or hereafter amended;

(c) to particular sections or chapters of the Internal Revenue Code or the general laws of the Commonwealth of Massachusetts shall be deemed to refer also to any similar or successor provisions hereafter adopted.

**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:

P.O. Box 232, Boston, MA 02133

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:	Ronald F. Goldman	110 Longwood Ave. Brookline, MA 02146	same
Treasurer:	same		
Clerk:	same		
Directors:	(or officers having the powers of directors).		

NAME	RESIDENCE	POST OFFICE ADDRESS
same	"	"

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 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 17<sup>th</sup> day of December 1991

Ronald F. Goldman

Ronald F. Goldman 110 Longwood Ave. Brookline, MA 02146

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  
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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 \$35.00 having been paid, said articles are deemed to have been filed with me this 17<sup>th</sup> day of December 1991.

Effective date

*Michael J. Connolly*  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

**A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED**

TO: Ronald F. Goldman

P.O. Box 232

Boston, MA 02133

Telephone: (617)523-0088