

Form **990-EZ**

Short Form
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
 ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Hearts for Heat, Inc.		D Employer identification number 264796836
		Number and street (or P O box, if mail is not delivered to street address) Room/suite		E Telephone number 978-464-5639
		11 Sam Cobb Lane		F Group Exemption Number ▶
City or town, state or country, and ZIP + 4 Princeton, MA 01541-1801				

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: Cash Accrual
Other (specify) ▶

I Website: ▶ www.heartsforheat.org

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received		1	41120			
	2	Program service revenue including government fees and contracts		2	0			
	3	Membership dues and assessments		3	0			
	4	Investment income		4	0			
	5a	Gross amount from sale of assets other than inventory	5a	0				
	b	Less: cost or other basis and sales expenses	5b	0				
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0				
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>						
	a	Gross revenue (not including \$ reported on line 1) of contributions	6a	0				
	b	Less: direct expenses other than fundraising expenses	6b	0				
6c	Net income of (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0					
7a	Gross sales of inventory, less returns and allowances	7a	0					
b	Less: cost of goods sold	7b	0					
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0					
8	Other revenue (describe ▶)	8	0					
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	41120					
Expenses	10	Grants and similar amounts paid (attach schedule)	10	20058				
	11	Benefits paid to or for members	11	0				
	12	Salaries, other compensation, and employee benefits	12	0				
	13	Professional fees and other payments to independent contractors	13	0				
	14	Occupancy, rent, utilities, and maintenance	14	0				
	15	Printing, publications, postage, and shipping	15	0				
	16	Other expenses (describe ▶ Fund Raise Expense and Filing Fees)	16	378				
	17	Total expenses. Add lines 10 through 16	17	20436				
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	20684				
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	0				
	20	Other changes in net assets or fund balances (attach explanation)	20	0				
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	20684				

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

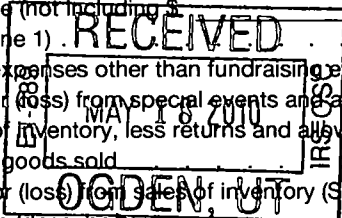
	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	0	22 20684
23 Land and buildings	0	23 0
24 Other assets (describe ▶)	0	24 0
25 Total assets	0	25 0
26 Total liabilities (describe ▶)	0	26 0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	0	27 0

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

SCANNED JUL 07 2010



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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		<input checked="" type="checkbox"/>
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	<input checked="" type="checkbox"/>	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		<input checked="" type="checkbox"/>
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a <u>0</u>		
b	Did the organization file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		<input checked="" type="checkbox"/>
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b _____		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a _____		
b	Gross receipts, included on line 9, for public use of club facilities 39b _____		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ <u>0</u> ; section 4912 ▶ <u>0</u> ; section 4955 ▶ <u>0</u>		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		<input checked="" type="checkbox"/>
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u>0</u>		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ <u>0</u>		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		<input checked="" type="checkbox"/>
41	List the states with which a copy of this return is filed. ▶ <u>Massachusetts</u>		
42a	The organization's books are in care of ▶ <u>Frederic D. Shea</u> Telephone no. ▶ <u>978-464-5639</u> Located at ▶ <u>11 Sam Cobb Lane, Princeton, MA</u> ZIP + 4 ▶ <u>01541-1801</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	<input checked="" type="checkbox"/>
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|--|-------------------------------------|--------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 49b If "Yes," was the related organization a section 527 organization? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 **0**

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 **0**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: *Frederic D. Shea* Date: *5/14/10*

Type or print name and title: *Frederic D. Shea, Clerk*

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: _____ Preparer's identifying number (See instructions): _____

EIN: _____ Phone no: _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Attachment to 990EZ
Line 10
Name: Hearts for Heat, Inc.
EIN#: 26-4796836

Two grants were made that were greater than \$5,000:

1. Grant to North Brookfield Hearts for Heat, Inc. They hold a 501(c)(3) and have agreed to adhere to the operating standards and guidelines that have been set forth by Hearts for Heat, Inc. These funds were granted to North Brookfield Hearts for Heat, Inc. to enable them to operate as a separate entity servicing the North Brookfield, MA community.

Name and address:
North Brookfield Hearts for Heat, Inc.
c/o Suzanne Lewandowski
2 Ayers St
North Brookfield, MA 01535

Grant Value:
\$7,150.


2. Grant to Spencer Hearts for Heat which operates as a ministry of the Hillside Baptist Church. Hillside Baptist Church holds a 501(c)(3) and have agreed to adhere to the operating standards and guidelines set forth by Hearts for Heat, Inc. with respect to the distribution of these funds. These funds were granted to Spencer Hearts for Heat to enable then to operate as a separate entity servicing the Spencer, MA community.


Name and Address:
Spencer Hearts for Heat
c/o Sharon Legasey
13 Old Farm Rd
Spencer, MA 01562

Grant Value:
\$5,428.

Attachment to 990EZ
Line 34
Name: Hearts for Heat, Inc.
EIN#: 26-4796836

Starts next page


Examiner


Name
Approved

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)

ARTICLE I

The exact name of the corporation is:

Hearts for Heat, Inc.

ARTICLE II

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

See attached.

C
P
M
R.A.

12
P.C.

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.

Hearts for Heat, Inc.
Articles of Organization
Article II

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

To serve the people of Princeton, Massachusetts, and other cities and towns in the region, by providing assistance in purchasing or otherwise obtaining fuel to heat their homes, and by providing other assistance to the people of Princeton, Massachusetts, and other cities and towns in the region.

To improve the quality of life for people in Princeton, Massachusetts and other cities and towns in the region.

To conduct, promote and assist in any other educational and charitable activities that may be lawfully carried on by a charitable corporation organized under the laws of the Commonwealth of Massachusetts, and which are also permitted to be carried on by organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and corresponding provisions of any future federal tax code.

This corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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.

Not applicable. The corporation does not have members.

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 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

Hearts for Heat, Inc.
Articles of Organization
Article IV

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:

(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 pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may purchase, receive or 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, in an unlimited amount.

(f) 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.

(g) The corporation may 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.

(h) 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.

(i) The corporation may 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.

(j) 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.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

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

(m) The corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, fraternal, civic or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501 (c) (10) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, literary, educational or fraternal purposes.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(p) The corporation may make contracts of guarantee and suretyship, whether or not in furtherance of the contracting corporation's purposes; provided, however, that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of: (a) a corporation all of the outstanding stock of which is owned, directly or indirectly, by, or the sole member of which is, the contracting corporation, (b) a corporation which owns, directly or indirectly, all of the outstanding stock of, or which is the sole member of, the contracting corporation, or (c) a corporation all of the stock of which is owned, directly or indirectly, by, or the sole member of which is, a corporation which owns, directly or indirectly, all of the outstanding stock of, or which is the sole member of, the contracting corporation; provided, however, that the board of directors of the contracting corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation.

(q) The directors may make, amend or repeal the by-laws in whole or in part.

(r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501 (c) (3) of

the Internal Revenue Code is not affected thereby, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); 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 his or her action was in the best interests of the corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses 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 payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation if he acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

(s) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interest in, any contract, transaction, or other act of this corporation, and

(1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

(3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; and

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(t) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual, or be appropriated for any purposes other than the purposes of the corporation as herein set forth, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article 2 of these Articles of Organization; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(u) 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 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 or cy-pres in all respects as a court having jurisdiction in the premises may direct.

(v) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors 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 Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(w) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter 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 Section 501(c) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permit to be carried on: (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

(x) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

(y) To the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, no director shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct of a knowing violation of law, (iii) under section sixty-one or sixty-two of chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the director derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which this provision becomes effective.

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

11 Sam Cobb Lane, Princeton, MA 01541

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	Cynthia Shea	11 Sam Cobb Ln., Princeton, MA 01541	11 Sam Cobb Ln, Princeton, MA 01541
Treasurer:	Frederic Shea	11 Sam Cobb Ln., Princeton, MA 01541	11 Sam Cobb Ln, Princeton, MA 01541
Clerk:	Fredenc Shea	11 Sam Cobb Ln., Princeton, MA 01541	11 Sam Cobb Ln, Princeton, MA 01541
Directors: (or officers having the powers of directors)	Cynthia Shea	11 Sam Cobb Ln., Princeton, MA 01541	11 Sam Cobb Ln, Princeton, MA 01541
	Frederic Shea	11 Sam Cobb Ln., Princeton, MA 01541	11 Sam Cobb Ln, Princeton, MA 01541
	Linda Lula	270 Ball Hill Rd., Princeton, MA 01541	270 Ball Hill Rd., Princeton, MA 01541
	Martin Holman	325 Bullard St., Princeton, MA 01541	325 Bullard St., Princeton, MA 01541

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:

Cynthia Shea, 11 Sam Cobb Lane, Princeton, MA 01541

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 16TH day of March, 20 09.

Cynthia Shea, 11 Sam Cobb Lane, Princeton, MA 01541

Frederic Shea, 11 Sam Cobb Lane, Princeton, MA 01541

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

RECEIVED
APR 23 2009
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

10056

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 \$ 35 having been paid, said articles are deemed to have been filed with me this 23 day of April 20 09.

1083224

Effective date: April 23 2009



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Henri L. Sans, Jr., Esq.

213 School Street, Suite 201

Gardner, MA 01440

Telephone: (978) 632-0011

Email: henri@leblancandsans.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.