

FEE: \$15.00

The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2104849 ✓

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

041  
042

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$15.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Andrew G. Rosenberger, President/~~Vice President~~, and Robert K. Crabtree, Clerk/~~Assistant Clerk~~ of

THE PROTESTANT GUILD FOR THE BLIND, INC.

(Name of Corporation)

located at 411 Waverly Oaks Road, Waltham, Massachusetts 02154

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on June 9, 1993, by vote of ten (10) members/shareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

1. That Article I of the Restated Articles of Organization is amended to change the name of the corporation to:

THE PROTESTANT GUILD FOR HUMAN SERVICES, INC.

2. That Article II of the Restated Articles of Organization is amended by deleting it in its entirety and substituting the following purposes for which the corporation is formed:

To provide high quality human services for persons with special needs.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 3 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. 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.

Examined

Name Approved

MJ

3

P.C.

MJ

188750

21267

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$ 15.00  
having been paid, said articles are deemed to have been  
filed with me this 28<sup>th</sup>  
day of July, 1993

RECEIVED  
SECRETARY OF STATE  
1993 JUL 27 AM 9:57  
CORPORATION DIVISION

MICHAEL J. CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF AMENDMENT TO BE SENT

TO: Robert K. Crabtree  
Kotin, Crabtree & Strong  
.....  
One Bowdoin Square  
.....  
Boston, MA 02114  
.....  
Telephone (617) 227-7031  
.....

Copy Mailed

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

9<sup>th</sup> day of June, in the year 1993

Andrew G. Rosenberger ..... President / ~~VICE PRESIDENT~~  
Andrew G. Rosenberger

Robert K. Crabtree ..... Clerk / ~~SECRETARY~~  
Robert K. Crabtree

The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2104849 ✓

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

041  
042

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$15.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Andrew G. Rosenberger  
Robert K. Crabtree

, President/Vice President, and  
Clerk/Assistant Clerk of

THE PROTESTANT GUILD FOR THE BLIND, INC.

(Name of Corporation)

located at 411 Waverly Oaks Road, Waltham, Massachusetts 02154

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on June 9, 1993, by vote of ten (10) members, shareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

1. That Article I of the Restated Articles of Organization is amended to change the name of the corporation to:

THE PROTESTANT GUILD FOR HUMAN SERVICES, INC.

2. That Article II of the Restated Articles of Organization is amended by deleting it in its entirety and substituting the following purposes for which the corporation is formed:

To provide high quality human services for persons with special needs.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 3 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. 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.

Examined

Name Approved

P.C.

MJB

MJB

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$ 15.00  
having been paid, said articles are deemed to have been  
filed with me this 28<sup>th</sup>  
day of July, 1993

SECRETARY OF STATE  
RECEIVED  
1993 JUL 27 AM 9:57  
CORPORATION DIVISION

*Michael Joseph Connolly*

MICHAEL J. CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF AMENDMENT TO BE SENT

TO: Robert K. Crabtree  
Kotin, Crabtree & Strong.....  
One Bowdoin Square.....  
Boston, MA 02114.....  
Telephone (617) 227-7031.....

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this  
9th day of June, in the year 1993

Andrew G. Rosenberger ..... President / ~~Vice President~~  
Andrew G. Rosenberger  
Robert K. Crabtree ..... Clerk / ~~Assistant Clerk~~  
Robert K. Crabtree

FILED 44  
06-10-87 042  
043  
044

# The Commonwealth of Massachusetts

OFFICE OF THE SECRETARY OF STATE  
ONE ASHBURTON PLACE, BOSTON, MA 02108

FEDERAL IDENTIFICATION  
NO. 042-104849 ✓

Michael Joseph Connolly, *Secretary*

## RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Andrew G. Rosenberger, President/~~Secretary~~, and  
Eleanor T. Cooley, Clerk/~~Assistant Clerk~~ of

The Protestant Guild for the Blind, Inc.

(Name of Corporation)

located at 130 Common Street, Belmont, Massachusetts 02178

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on November 11, 1986, by vote of 79 members ~~shareholders~~ being at least two thirds of its members legally qualified to vote in meetings of the corporation (or ~~in the case of a corporation having capital stock by the holders of such capital stock having the right to vote thereon~~)

- The name by which the corporation shall be known is:-  
The Protestant Guild for the Blind, Inc.
- The purposes for which the corporation is formed are as follows:-

The corporation shall engage in activities and programs which contribute to the well-being and the spiritual, social, moral, educational, housing, and health care needs of blind, visually impaired, severely handicapped, and older persons.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/4" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

RECEIVED

JUN 10 1987

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF STATE  
CORPORATION DIVISION

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of organization and, the filing fee in the amount of *30.00* having been paid, said articles are deemed to have been filed with me this *10<sup>th</sup>* day of *June* 19*87*

*Michael J. Connolly*  
**MICHAEL JOSEPH CONNOLLY**

*Secretary of the Commonwealth*

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO  
Robert K. Crabtree, Esq.  
Kotin, Crabtree & Strong  
61 Chatham Street  
Boston, MA 02109

In order to assist the Corporations Division process your restated Articles as quickly as possible, please address all documents to:

Office of the Secretary of State  
ATT: In-put Section  
One Ashburton Place, Room 1717  
Boston, MA 02108

Copy Mailed



The Commonwealth of Massachusetts

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATIC

Secretary of State

NO. 04-2104849

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$15.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Andrew G. Rosenberger

, President, ~~Vice President~~ and

Philip Brykman

, Clerk/~~Assistant Clerk~~ of

PROTESTANT GUILD FOR HUMAN SERVICES, INC.

(Name of Corporation)

located at 411 Waverly Oaks Road, Waltham, MA 02154

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on December 15, 19 93, by vote of 9 members/~~XXXXXXXXXXXXXXXXXXXX~~ being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon):

1. That Article 3 of the Restated Articles of Organization, dated April 1, 1987, is amended by deleting it in its entirety and substituting the following provision eliminating all members:

The Corporation shall have no members or classes of members. Any action or vote required or permitted by Chapter 180 of the Massachusetts General Laws, as the same now exists or may hereafter be amended, or by any other law, rule, or regulation, to be taken by members of the corporation shall be taken by action or vote of the same percentage of the ~~XXXXXXXXXX~~ Trustees of the corporation.

2. That Article 4, of the Restated Articles of Organization dated April 1, 1987, is amended by deleting it in its entirety and substituting the following, for the purpose of eliminating all references to members:

(2. is continued on Additional Page)

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. 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.

Examined

Name Approved

P.C.

4. Other Lawful Provisions

(a) The corporation shall have, and may exercise in furtherance of its corporate purpose, the following powers:

- (1) The corporation shall have perpetual succession in its corporate name.
- (2) The corporation may sue and be sued.
- (3) The corporation may have a corporate seal which it may alter at pleasure.
- (4) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (5) The corporation may 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, in an unlimited amount.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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 by mortgage, pledge or encumbrance of,

or security interest in, all or any of its property or any interest therein, wherever situated.

- (10) The corporation may lend money, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
  - (11) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, 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.
  - (12) The corporation may make donations, in such amounts as the directors shall determine, for religious, charitable, scientific, literary and educational purposes.
- (b) The by-laws of the corporation may provide that the directors may make, amend or repeal the by-laws in whole or in part.
  - (c) Meetings of the directors may be held anywhere in the United States.
  - (d) 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 of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he 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 interests of the corporation; provided, however, that as to any matter

disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Expenses, including counsel fees, reasonable incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceedings may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this Section, the terms "director," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and in "interested" director or member is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- (e) 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 purpose other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting, to influence legislation, 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 and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- (f) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from taxation under the provision of Section 501(c) (3) of the Internal Revenue Code.
- (g) 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 taxed on undistributed income imposed by Section 4942 of the Internal Revenue Code.


The directors shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code; not 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.
- (h) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided 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 or Section 501(c) (3) of the Internal Revenue Code.
- (i) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or as hereafter amended.
- (j) All references herein to directors shall be deemed to mean trustees as long as the by-laws of the corporation provide for a board of trustees as the managing body of the corporation. .

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this  
15TH day of December, in the year 1993

  
Andrew G. Rosenberger

President ~~XXXX~~ President

  
Philip Brykman

Clerk ~~XXXX~~ Clerk

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment  
and, the filing fee in the amount of \$  
having been paid, said articles are deemed to have been  
filed with me this  
day of \_\_\_\_\_, 19

MICHAEL J. CONNOLLY  
*Secretary of State*

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF AMENDMENT TO BE SENT

TO: Robert J. Crabtree  
Kotin, Crabtree & Strong  
.....  
One Bowdoin Square  
.....  
Boston, MA 02114.....  
.....  
Telephone (617) 227-7031.....

Copy Mailed