

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:

Waterworks Preservation Trust, Inc.

ARTICLE II

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

The corporation is organized and shall at all times be operated exclusively for charitable, educational, and literary purposes within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") including, but only for such purposes, to: (i) provide the funding/financial support for the holding, preservation, management, and public display of historical artifacts and historical displays involving steam technology, the Boston metropolitan water system, the role of water in the development of the City of Boston and water conservation at the site of the Chestnut Hill Waterworks Project in Chestnut Hill, Massachusetts, and similar themes attractive to both technical and general public audiences and, to the extent of available funds, to make donations for the benefit of the Chestnut Hill Reservoir (as such term is defined in that certain Amended and Restated Land Disposition Agreement dated as of August 5, 2005 by and among The Commonwealth of Massachusetts, acting by and through its Division of Capital Asset Management and Maintenance and Massachusetts Water Resources Authority and Waterworks Park, LLC, a Massachusetts limited liability company (the "**LDA**"), (ii) receive charitable contributions and other funds to be used for the ongoing maintenance, repair and operation of the Public Space Unit, including, without limitation, the Public Space Unit's percentage share of the common area expenses for the High Service Building, and to accumulate and maintain an endowment for the benefit of the Public Space Unit in order to provide funds for the maintenance and operation of the Exhibit Hall/Shared Community Space in accordance with the Deed, the LDA, the Memorandum of Agreement dated September 18, 2002 between DCAM and MHC ("**MHC MOA**") and the Community Access Plan; (iii) provide funding for the perpetual operation, care, maintenance and repair of the Public Space Unit, including without limitation, the Public Space Unit's share of the common area expenses for the High Service Building, and also including, without limitation, the Leavitt, Worthington and Allis steam engines; and (iv) oversee and review the expenditures of the owner or operator of the Public Space Unit for compliance with any plan of operation or budget established or requested by such owner/operator to maintain and operate the Exhibit Hall/Shared Community Space. *Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the LDA.*

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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 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.

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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:

The corporation shall have no members.

ARTICLE IV

****Other lawful provisions, if any, for the conduct regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

Please see Continuation Sheet IV attached hereto and made a part hereof.

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.

Waterworks Preservation Trust, Inc.
Articles of Organization
Attachment IV

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, etc.

(a) The purposes of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Toward this end, the Corporation shall have, in furtherance of its purposes, and only in so far as related to its purposes, all of the powers granted to all non-profit corporations pursuant to the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts as now in effect or hereafter amended, and, in addition, the following powers exercisable in furtherance of its purposes, but only to the extent not inconsistent with Chapter 180 of the General Laws of the Commonwealth of Massachusetts and the requirements contained in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder:

- (i) The Corporation shall have perpetual succession in its corporate name;
- (ii) The Corporation may sue and be sued;
- (iii) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations, and indemnify such corporate personnel;
- (iv) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest

therein, in connection with the Chestnut Hill Waterworks Project, in an unlimited amount;

(v) 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;

(vi) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired, exclusively to, or for the benefit of, the Public Space Unit;

(vii) 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, 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 as more particularly set forth in Section 1(C) of the LDA;

(viii) The Corporation may make contracts, incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm, association, corporation, municipality, county, state or any other entity, 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;

(ix) 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 exclusively in accordance with the LDA and the Investment Policy adopted by the Corporation;

(x) The Corporation may be an incorporator of other corporations of any type or kind related to the purposes of the Corporation for the benefit of the Public Space Unit, the Exhibit Hall/Shared Community Space, and the Landscape (to the extent related to the Public Space Unit) and Chestnut Hill Reservoir, but only to the extent related to the Public Space Unit;

(xi) The Corporation may be a partner in any business enterprise related to the purposes of the Corporation which it would have power to conduct by itself;

(xii) The Corporation may do business, carry on its operations and have offices and exercise the powers granted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts only in the greater Boston area of the Commonwealth of Massachusetts;

(xiii) The Corporation may make donations, in such amounts as the directors shall determine, for charitable, scientific, literary and educational purposes related to the preservation and conservation of the Leavitt, Worthington and Allis steam engines, the Public Space Unit, the Exhibit Hall/Shared Community Space, the High Service Building, the Landscape (to the extent related to the Public Space Unit) and the Chestnut Hill Reservoir as the foregoing terms are defined in the LDA; and

(xv) The Corporation may exercise any or all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.

(b) At all times prior to the date that the initial deed for the conveyance of the fourth residential condominium unit in the High Service Building to a third-party purchaser is recorded, there shall at all times be at least one (1) Director. On or before such time as the initial deed for the conveyance of the fourth residential condominium unit in the High Service Building to a third-party purchaser is

recorded, there shall at all times be seven (7) Directors to be appointed in accordance with the By-Laws of the Corporation.

(c) Meetings of the Directors may be held in the greater Boston metropolitan area.

(d) The By-laws of the Corporation may provide that the directors may make, amend, or repeal the By-Laws in whole or in part.

(e) Notwithstanding any powers granted to the Corporation by these Articles, its By-laws, or by the laws of the Commonwealth of Massachusetts, the following limitations upon said powers shall apply and be paramount:

(i) No part of the assets or of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributable to any director or officer of the Corporation, or any private person, or be appropriated for any purposes other than the purposes of the Corporation as herein set forth, or be paid or distributed in a manner that would subject any person to tax under Section 4958 of the Internal Revenue Code; and no director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation;

(ii) No substantial part of the activities of the Corporation shall be, include or involve the dissemination or carrying on of propaganda, or otherwise attempting to influence legislation;

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(iv) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); and

(v) Upon dissolution, liquidation, or termination of the Corporation or the winding up of its affairs, whether voluntary, involuntary, or by operation of law, the assets of the Corporation remaining after providing for payment of its debts and obligations shall be distributed to such one or more exempt charitable organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the United States or a state or a political subdivision thereof to be used for a public purpose, as the Board of Directors may decide and as may be authorized by the Supreme Judicial Court of Massachusetts or other court of competent jurisdiction, in accordance with M.G.L. c.180.

(f) During any time that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code of 1986, as amended, then notwithstanding any other provisions of these Articles of Organization or the By-laws of the Corporation, the following provisions shall apply:

(i) The directors of the Corporation shall distribute (or cause to be distributed) the income or capital of the Corporation for each taxable year of the Corporation at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as now in effect or as hereafter amended;

(ii) The directors of the Corporation shall not engage in (or allow to be engaged in) any act of self-dealing, as that term is defined in Section 4941(d) of the Internal Revenue Code of 1986, as now in effect or as hereafter

amended; nor retain (or allow to be retained) any excess business holdings within the meaning of Section 4943(c) of said Internal Revenue Code; nor make (or allow to be made) any investments in such manner as to subject the Corporation to tax under Section 4944 of said Internal Revenue Code; or make (or allow to be made) any taxable expenditures within the meaning of Section 4945(d) of said Internal Revenue Code.

(g) No director or officer shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the director's or officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit.

(h) 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 and officers, and any person who serves at the request of the corporation as a director or officer of another organization or who serves at the request of the corporation in any capacity with respect to any employee benefit plan, 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 a director or officer of the corporation or a director or officer of another organization at the request of the corporation or serving in any capacity with respect to any employee benefit plan at

the request of the corporation, 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 or, to the extent that 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; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other 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 five disinterested directors then in office; or (b) by five 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 person appears 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 that 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. Expenses, including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit, or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors" and "officers"

include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

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:

c/o Property Manager, 2430 Beacon Street, Chestnut Hill, MA 02467

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

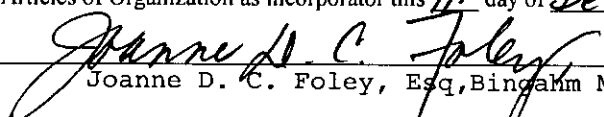
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Catherine A. Hult	42 Tyler Lane Hanover, MA 02339	536 Granite Street Braintree, MA 02184
Secretary:	Doreen Bushashia	57 Chelsea Street Charlestown, MA 02129	536 Granite Street Braintree, MA 02184
Treasurer:	Guy L. Corricelli	12 Franklin Ave Medford, MA 02155	536 Granite Street Braintree, MA 02184
Director:	Dana Angelo	1313 Washington Street, Unit 416 Boston, MA 02118	536 Granite Street Braintree, MA 02184

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: Dana Angelo, 536 Granite Street, Braintree, MA 02184.

We, the below signed incorporators, do hereby certify under the pains and penalties of perjury that we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. We do hereby further certify that to the best of 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, whose signature appears below as incorporator and whose name and business or residential address is clearly typed or printed beneath my 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 this 11th day of December, 2006.


Joanne D. C. Foley, Esq, Bingham McCutchen LLP, 150 Federal Street, Boston 02110

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.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

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 11th day of December 20 06.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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CORPORATION
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TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Attn: Joanne D.C. Foley, Esq. _____

Bingham McCutchen LLP _____

150 Federal Street, Boston, MA 02110 _____

Telephone: 617-951-8000 _____

Email: joanne.foley@bingham.com _____