





## **ARTICLE I**

The name of the corporation is:

**Newburyport Maritime Society, Inc.**

## **ARTICLE II**

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

Exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and with the meaning of MCL Ch. 180, §4, as amended, including the preservation and protection of the maritime heritage of the Merrimack Valley, through the maintenance and operation of an educational institution and museum and through any programs or services which would further same, or for any other charitable or educational purpose, and to conduct any business that may be lawfully carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and that is not inconsistent with this corporation's qualification as an organization described in Section 501 (c) (3) of the Internal Revenue Code.

## **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.

## **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:

1. No officer or director shall be personally liable to the corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of the law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law: **(a)** for a breach of the director's duty of loyalty to the corporation, or its members; **(b)** for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; or **(c)** for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which the foregoing provision become effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (i) which restricts or limits the limitation on liability provided thereunder to officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.
2. The Corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.
3. The Corporation may be a partner to a maximum extent permitted by law in any business enterprise which it would have power to conduct by itself.
4. The Directors may make, amend, or repeal the By-Laws in whole or in part.
5. 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.
6. The Corporation may make contracts of guarantee and suretyship, whether or not in furtherance of its purposes; provided, however, that (a) such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly by the Corporation; and (b) the Board of Directors of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.
7. No part of the net earnings or the assets of the Corporation shall inure to the benefit of any officer or Director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in payment of its obligations and in furtherance of its exempt purposes set forth in Article II of the Restated Articles of Organization.
8. In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

*\*\*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.***

## ARTICLE V

The effective date of the Restated Articles 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 VI

**The information contained in Article VI 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:

25 Water St., Newburyport, MA 01950

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:	Robert Cronin	126 Merrimac St. #58 Newburyport, MA 01950 USA	126 Merrimac St. #58 Newburyport, MA 01950 USA
Treasurer:	Charles Tontar	29 Jefferson Street Newburyport, MA 01950 USA	29 Jefferson Street Newburyport, MA 01950 USA
Clerk:	Jennifer Germain	46 Turkey Hill Road West Newbury, MA 01985 USA	46 Turkey Hill Road West Newbury, MA 01985 USA
Vice President:	Nita Lamborghini	1 Oakland Street, Unit 3 Newburyport, MA 01950 USA	1 Oakland Street, Unit 3 Newburyport, MA 01950 USA
Directors: (or officers having the powers of directors)	Thom Gould	8 Guild Street Newburyport, MA 01950 USA	8 Guild Street Newburyport, MA 01950 USA
	Ellie Bailey	3 First Street Salisbury, MA 01952 USA	3 First Street Salisbury, MA 01952 USA
	Susan Finneran	38 Old Pine Island Road Newbury, MA 01951 USA	38 Old Pine Island Road Newbury, MA 01951 USA
	Mary Leen	300 Bunker Hill St., #2 Charlestown, MA 02129 USA	300 Bunker Hill St., #2 Charlestown, MA 02129 USA
	Sharon Spieldenner	15 Parsons Street, Unit 2 Newburyport, MA 01950 USA	15 Parsons Street, Unit 2 Newburyport, MA 01950 USA
	Nita Lamborghini		
	Thomas Coleman		
	John Mauger		
	Charlie Moore		
	Kathleen Schoonmaker		

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:

**\*\*We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

**Deleting** in its entirety the following: Voted: To amend the by-laws and Attachment A.

SIGNED UNDER THE PENALTIES OF PERJURY, this \_\_\_\_\_ day of March, 2026 ,

\_\_\_\_\_, \*President / ~~\*Vice President~~,

\_\_\_\_\_, \*Clerk / ~~\*Assistant Clerk~~.

*\*Delete the inapplicable words. \*\*If there are no such amendments, state "None".*

THE COMMONWEALTH OF MASSACHUSETTS

**RESTATED ARTICLES OF ORGANIZATION**  
(General Laws, Chapter 180, Section 7)

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I hereby approve the within Restated Articles of Organization and,  
the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said  
articles are deemed to have been filed with me this \_\_\_\_\_ day of  
\_\_\_\_\_, 20 \_\_\_\_\_.

*Effective Date:* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**

**Contact information:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.