

## [PROPOSED]

# The Commonwealth of Massachusetts

## William Francis Galvin

## Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Name  
Approved

# RESTATEMENT OF ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

We, Robert Cronin, \*President / \*Vice President,

and \_\_\_\_\_, \*Clerk / \*Assistant Clerk,

of Newburyport Maritime Society, Inc.,  
(Exact name of corporation)

25 Water Street, Newburyport, MA 01950  
located at \_\_\_\_\_  
*(Street address of corporation in Massachusetts)*

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on March 19, 2026, by a vote of: N/A members,

\_\_\_\_\_ directors, or N / A shareholders\*\*,

- Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
  - Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
  - Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 therein where there is an amendment to the Articles of Organization.
  - The Corporation is seeking approval of these Articles of Organization from the Secretary of the Commonwealth of Massachusetts pursuant to M.G.L. c. 180, Section 7A.

*\*Delete the inapplicable words.*

*\*\*Check only one box that applies.*

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 as long as each article requiring each addition is clearly indicated.

## 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		
Treasurer:	[To be determined at Annual Meeting]		
Clerk:	[To be determined at Annual Meeting]		
Vice President:	[To be determined at Annual Meeting]		
Directors:	Thom Gould		
(or officers having the powers of directors)	Ellie Bailey Susan Finneran		
	Mary Leen		
	Sharon Spieldennner		
	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: Robert Cronin 25 Water Street Newburyport, MA 01950		

\*\*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 and all other provisions inconsistent with these Restated Articles of Organization.

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:

President \_\_\_\_\_

25 Water Street \_\_\_\_\_

Newburyport, MA 01950 \_\_\_\_\_

Telephone: (978)462-8681 \_\_\_\_\_

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.