

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

SECRETARY OF THE
COMMONWEALTH

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CORPORATION DIVISION

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 21st day of September ~~10~~ 2001.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Mark S. Gold, Esq.

Grinnell, Dubendorf & Smith, LLP

P.O. Box 576

Williamstown, MA 01267

Telephone: (413) 458-9601

PKT
Examiner

W.F.G.
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)

01238176

ARTICLE I

The exact name of the corporation is:
BTCF Resources, Inc.

ARTICLE II

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

The corporation is organized exclusively for the following charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended:

The purpose of the corporation shall be (i) to operate exclusively for the benefit of, (ii) to perform the functions of, and (iii) to carry out the purposes of, Berkshire Taconic Community Foundation, Inc., a public charity. The corporation may not engage in activities not in furtherance of the purposes referred to above, nor operate in support of or benefit any organization other than the public charity named above.

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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.

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

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 Continuation Sheet 4A attached hereto.

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.

Continuation Sheet 4A

4. 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 power of the corporation, or of its directors, officers or members, are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of Massachusetts General Laws, Chapter 156B.
 - (b) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.
 - (c) 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 section 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.
 - (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, private shareholders or individuals, 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. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (e) 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 General Laws 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 law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to

Berkshire Taconic Community Foundation, Inc., and, if said public charity shall cease to exist or be so qualified, then to one or more educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of Berkshire Taconic Community Foundation, Inc., 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 of cy pres in all respects as a court having jurisdiction in the premises may direct.

- (f) No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director'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 officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits with respect to any act or omission occurring prior to such amendment or repeal.

ARTICLE VII

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:	Jennifer Dowley	222 Water Farm Road Sheffield, MA 01257	P. O. Box 883 Gt. Barrington, MA 01230
Treasurer:	Mark Macomber	462 Munger Lane Bethlehem, CT 06751	SAME
Clerk:	Mark S. Gold	1401 Green River Road Williamstown, MA 01267	P. O. Box 715 Williamstown, MA 01267
Directors:	Wendy Curtis	572 Sharon Station Road RD 2, Box 354 Millerton, NY 12546	SAME
	John R. H. Blum	Fairfield Farms 406 Sharon Road Lakeville, CT 06039	SAME
	Gail L. K. Cashen	118 Old Ox Road Ghent, NY 12075	SAME
	Mark S. Gold	1401 Green River Road Williamstown, MA 01267	P. O. Box 715 Williamstown, MA 01267
	Lael Locke	62 High Street Chatham, NY 12037	SAME
	Mark Macomber	462 Munger Lane Bethlehem, CT 06751	SAME
	David McKearnan	21 Interlaken Crossroads Stockbridge, MA 01262	P. O. Box 1358 Stockbridge, MA 01262

ARTICLE VII (Continued)

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Hamilton W. Meserve	415 Leavitt Road RD#1, Box 121 Millbrook, NY 12545	SAME
John P. Tuke	RD 2, Box 345 Millerton, NY 12546	

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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:

271 Main Street, Great Barrington, MA 01230

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:			
Treasurer:			
Clerk:			

Directors: SEE SCHEDULE OF DIRECTORS AND OFFICERS ATTACHED HERETO
(or officers having the powers of directors)

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: Not applicable

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 17th day of September, XX 2001.

BERKSHIRE TACONIC COMMUNITY FOUNDATION, INC.
a Connecticut non profit corporation

By:

Jennifer Dowley, President
271 Main Street
Great Barrington, MA 01230

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.