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The Commonwealth of Massachusetts

JOHN F.X. DAVOREN

Secretary of the Commonwealth

STATE HOUSE
BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Norman J. Faramelli

29 Harris Street, Waltham, Massachusetts

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

Greater Boston Committee on Citizen Education in
Public Transportation, Inc. ✓

2. The purposes for which the corporation is formed are as follows:

(See Continuation Sheet 2A and 2B)

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.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

None

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 powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

(See Continuation Sheet 4A)

5. 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 below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

56 Boylston Street, Cambridge, Massachusetts 02138

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Charles Turner	63 Beech Glen Street Roxbury, Mass.	same
Treasurer: Arthur Katz	7 Linnaean Street, #14 Cambridge, Mass.	same
Secretary XXXX Susan Clippinger	97 Inmar Street Cambridge, Mass.	same

Directors: (or officers having the powers of directors)

Susan Clippinger	see above	see above
Rev. Thomas Corrigan	65 London St., E. Boston, MA.	same
Norman Faramelli	29 Harris St., Waltham, MA.	same
Arthur Katz	see above	see above
Polly Russell	101 Pelham Island Road, Wayland, Mass.	same
Charles Turner	see above	see above

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

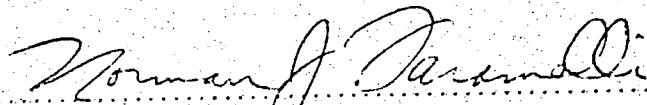
First Thursday in May

e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this

12th day of February 1973



Norman J. Faramelli, sole incorporator

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

CONTINUATION SHEET 2A

The purposes for which the corporation is formed are as follows:

- (1) To engage in education, citizen involvement, planning and research in problems and issues relating to public transportation.
- (2) To have, and exercise in furtherance of the purposes of the corporation, the following specified powers:
 - (a) To have perpetual succession in its corporate name; to sue; to have a corporate seal; to elect or appoint directors, officers, employees and other agents, to fix their compensation and define their duties and obligations, and to indemnify such corporate personnel; to convey land to which the corporation has legal title;
 - (b) To hold real and personal property to an unlimited amount, which property or its income shall be devoted by the corporation to the purposes of the corporation;
 - (c) To 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 and personal property, or any interest therein, wherever situated;
 - (d) To solicit and receive contributions of money and gifts from any and all sources; and to receive and hold, in trust or otherwise, funds received by gift or bequest;
 - (e) To 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;
 - (f) To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes and other obligations, 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;
 - (g) To lend money and invest and reinvest its funds;

- (h) To pay pensions, establish and carry out pension and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and
 - (i) To 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 Chapter 180 of the Massachusetts General Laws or the General Laws of the Commonwealth of Massachusetts.
- (3) The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as it may from time to time be amended, and it is only in furtherance of those purposes that it shall utilize the powers hereinbefore enumerated; no part of any net earnings of the corporation shall inure to the benefit of any private member or individual; no substantial part of the activities of the corporation shall be in the carrying on of 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.

CONTINUATION SHEET 4A

Upon any liquidation or dissolution of the corporation, whether voluntary or involuntary, no private member or individual shall receive any share of the profits, property or funds of the corporation; upon any liquidation or dissolution of the corporation all funds and property of the corporation shall be transferred to or applied for the benefit of one or more corporations or institutions (i) having purposes cognate to the purposes for which this corporation is formed; (ii) formed under Chapter 180 of the Massachusetts General Laws or under similar laws of another jurisdiction, and which is entitled to exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as it may from time to time be amended, or similar provisions of any subsequent legislation; and (iii) as selected and approved by vote of the Board of Directors of the corporation or by any court which may exercise jurisdiction over such liquidation or dissolution.