

The Commonwealth of Massachusetts
PAUL GUZZI

Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

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.

Julie S. Ely

56 Corey Colonials
Agawam, Massachusetts 01001

Charles Pezzie

Route 49, Richmond Shores
Pittsfield, MA 01201

Paul J. Mathews, Jr.

93 Shoemaker Lane
Agawam, MA 01001

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:

Massachusetts Society for Respiratory Therapy, Inc. ✓

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

The corporation is organized to encourage, on a regional and statewide basis, educational programs for those persons interested in the field of respiratory therapy; to advance the science, technology ethics and art of respiratory therapy through state, interstate and intrastate institutes, meetings, lectures, newsletters and other materials; and to facilitate cooperation between respiratory therapy personnel and the medical profession, hospitals, service companies, industry and other agencies or organizations interested in respiratory therapy or pulmonary medicine; except that the corporation shall not engage in the unauthorized practice of medicine under the laws of the Commonwealth; and except that no part of the funds, income or property shall be distributed nor inure to the benefit of any private member or individual, nor shall the corporation perform particular services for individual members thereof.

78-296057

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:—

Classes: The membership of the corporation shall include 3 classes: Active Member, Associate Member, and Special Member.

Prerequisites: Each applicant for membership shall meet qualifications of ethical practice and suitable moral standards as determined by the membership committee.

Active members shall be a high school graduate or have evidence of equivalent education.

Active Member: An individual is eligible to be an Active Member if he has had twelve months of consecutive experience or schooling in respiratory therapy and his primary function, within a recognized institution or organization, is directly related to the patient receiving respiratory therapy under medical direction or the education and training of respiratory therapy students. He shall not be an active physician and shall be employed within the Commonwealth.

Associate Member: An individual is eligible to be an Associate Member if he holds a position related to respiratory therapy and does not have the requirements to become an Active Member. Associate Members shall have all of the rights and privileges of the corporation except that they shall not be entitled to hold office or vote.

Foreign Member: An individual is eligible for Associate Membership if he is a resident of any foreign country.

Student Member: An individual is eligible for Associate Membership as a student while he is enrolled in a formal training program in respiratory therapy not to exceed a maximum period of three (3) months immediately thereafter.

SEE #3 CONTINUED ON SEPARATE SHEET.

- 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 SEPARATE SHEET

#3. (CONTINUED)

Special Member:

Life Member: Life Members shall be members who have rendered outstanding service to the corporation. Life membership may be conferred by a majority vote of the Board of Directors, upon recommendation by the membership. They shall pay no dues and shall have all the rights and privileges of an Active Member.

Honorary Member: Honorary membership may be conferred upon persons who have rendered distinguished service in the field of respiratory therapy, upon recommendation by the membership, and confirmation by a majority vote of the Board of Directors. Honorary Members shall have all rights and privileges of the corporation except that they shall not be entitled to hold office, committee chairmanships, or vote; and they shall be exempt from the payment of dues.

Inactive Member: A member is eligible for Inactive Membership provided he is an Active or Associate Member in good standing when he applies for Inactive status. Inactive Members shall have all the rights and privileges of the corporation except that they shall not be entitled to hold office, committee chairmanship or vote.

4. The corporation shall have the following powers in furtherance of its corporate purposes:

(a) The corporation shall have perpetual succession in its corporate name.

(b) The corporation may sue and be sued.

(c) The corporation may have a corporate seal which it may alter at pleasure.

(d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

(e) The corporation may 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 or personal property, or any interest therein, wherever situated, in an unlimited amount.

(f) 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;

(g) The corporation may 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.

(h) 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, pledge, 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.

(i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds 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.

(j) 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.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) Unless the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof.

(m) The corporation may be an incorporator of other corporations of any type or kind.

(n) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(o) 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.

(p) Meetings of the members may be held anywhere in the United States.

(q) 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)(6) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) 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 such a director, officer, employee or agent, 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; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said 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 a disinterested majority of the directors then in office; or (b) by a majority 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 director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent 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 individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(r) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial

part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(s) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.

(t) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(u) The corporation may 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 Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(6) of the Internal Revenue Code.

(v) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

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(v) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

DIRECTORS

Andre Perlo
41 Foundry Street
So. Easton, MA 02375

Deborah Bibbo
179 Chapel Street
Newton, MA 02158

Raymond Hebert
? Bellingham Road
Worcester, MA 01606

Judy Young
67 Old Sudbury Road
Wayland, MA 01973

Dan Hogan, Jr.
15 Wyman Street
Woburn, MA 01801

Randall Sweeney
165 D. Carl Avenue, Apt. 114
Brockton, MA

Paul J. Mathews, Jr.
93 Shoemaker Lane
Agawam, MA 01001

Rebecca A. Brooks
56 Commonwealth Ave. #41
Boston, MA 02116

R. Bradley Potts
808 Memorial Drive #706B
Cambridge, MA 02139

Joan K. Schedin
253 June Street
Worcester, MA 01602

Julie S. Ely
56 Corey Colonials
Agawam, MA 01001

Kathleen M. Hickey
58 Westwood Road
Pittsfield, MA 01201

Charlie Fezzie
Route 49
Richmond Shores
Pittsfield, MA 01201

Thomas Brunelle
P. O. Box 118
Nelson Street
Warren, MA 01083

Charles Cosgrove
151 Michigan Avenue
Holyoke, MA 01040

Richard Harry
67 Noblehurst Avenue
Pittsfield, MA 01201

George Noise
Truesdale Union Hospital
Union Unit
Fall River, MA

Philip Primeau
29 Oriole Street
Gardner, MA 01440

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:
 c/o LAMING, SMITH, AUCHTER & ROZENHARD
 55 State Street
 Springfield, MA 01103
 - 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:	Julie S. Ely	Agawam, MA 01001	56 Corey Colonials
Treasurer:	Debbie Bibbo	Newton, MA 02158	179 Chapel Street
Clerk:	Joan Schedin	Worcester, MA 01602	253 June Street

Directors: (or officers having the powers of directors)

See attached list.

- 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:
 Second Friday of December
- 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 seventeenth day of August, 1978
 I/We the below signed INCORPORATORS 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 principal officer(s) have not been similarly convicted. If so convicted, explain.

Charles A. Fozzie

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.

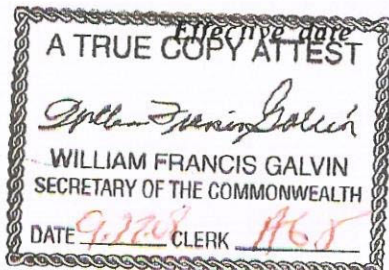
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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

OCT 26 1978

I hereby certify that, upon an examination
of the within-written articles of organization,
duly submitted to me, it appears that the
provisions of the General Laws relative to the
organization of corporations have been com-
plied with, and I hereby approve said articles;
and the filing fee in the amount of \$30.00 having
been paid, said articles are deemed to have been
filed with me this ^{23rd} day
of *October* 19 *78*



PAUL GUZZI

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: John P. Ely
LAMING, SMITH, AUCHTER & BOZENHARD

55 State Street

Springfield, MA 01103

Telephone (413) 736-8381

Filing Fee \$30.00

Copy Mailed 12-4-78

Springfield 10-25-78

OK
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