

Examiner

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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)

ARTICLE I

The exact name of the corporation is:

Friends of myradio, Inc.

ARTICLE II

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

- a. This Corporation is formed as a Massachusetts charitable corporation for the purpose of operating one or more public radio stations to broadcast non-commercial, educational, cultural and entertainment radio programs.
- b. This Corporation shall operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"), and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax thereunder.
- c. This Corporation shall do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes and to engage in any lawful activity for which a corporation may be organized under Chapter 180 of the Massachusetts General Laws, as amended, or the corresponding provisions of any future statute enacted in substitution, subject to all restrictions applicable to 501(c)(3) organizations under the Code.

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.

P.C.

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:

This Corporation shall have no Members.

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:

Please see Attachment Sheet.

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.

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Friends of myradio, Inc.

Articles of Organization

Attachment Sheet

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:*

(a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.

(b) Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to and among any existing nonprofit corporations organized for educational, scientific, charitable, religious, or literary purposes, which would then qualify under the provisions of Section 501(c)(3) of the Code in such manner and in such proportions as the Board of Directors shall prescribe.

(c) No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the officer's or director's duty as an officer or director; provided that the foregoing shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or director's duty of loyalty to the Corporation or its members; (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.

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:

121 Carrolls Way, Vineyard Haven, MA 02568

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:	Joseph V. Gallagher, III	27 Chastellux Ave., Newport, RI 02840	Same
Treasurer:	James Attwood	376 Harris Ave., Bedford Hills, NY 10507	Same
Clerk:	DIAnn Ray	37 Pasture Gate Road Vineyard Haven, MA 02568	P.O. Box 1967 Vineyard Haven, MA 02568
Directors: (or officers having the powers of directors)	Joseph V. Gallagher, III	27 Chastellux Ave., Newport, RI 02840	Same
	James Attwood	376 Harris Ave., Bedford Hills, NY 10507	Same
	Barbara Dacey	80 Dunham Avenue Vineyard Haven, MA 02568	P.O. Box 490 Vineyard Haven, MA 02568
	DIAnn Ray	37 Pasture Gate Road Vineyard Haven, MA 02568	P.O. Box 1967 Vineyard Haven, MA 02568
	Marc Hand	27 San Rafael Avenue San Anselmo, CA 94960	Same

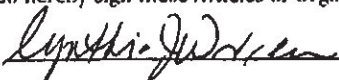
c. The fiscal year of the corporation shall end on the last day of the month of: **December**

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

Registered Agent Solutions, Inc., 10 Milk Street, Suite 1055, Boston, MA 02108

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 30th day of July, 20 13.



Cynthia J. Warren

Cameron & Mittleman LLP
301 Promenade Street

Providence, RI 02908

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.



July 25, 2013

Secretary of the Commonwealth
Commonwealth of Massachusetts
One Ashburton Place
Boston, MA 02108-1512

Attn: Corporations Section

Ladies and Gentlemen:

The undersigned **Friends of mvradio, LLC**, a Colorado limited liability company qualified to do business in the Commonwealth of Massachusetts, hereby consents to the formation by Cynthia J. Warren, as Incorporator, of a Massachusetts corporation to be known as **Friends of mvradio, Inc.**

If you should have any questions or need any further information, please do not hesitate to contact the undersigned at 303-781-5101.

Very truly yours,

Marc Hand
Managing Director and
Authorized Representative

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

79906

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 \$ 35⁰⁰ having been paid, said articles are deemed to have been filed with me this 12th day of August 20 13.

1204131

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECRET
COMMONWEALTH OF MASSACHUSETTS
2013 AUG 12 PM 2:33
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Contact information:

Cynthia J. Warren, Cameron & Mittleman LLP

301 Promenade Street

Providence, RI 02908

Telephone: 401-331-5700

Email: cwarren@cm-law.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.