

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

ZUMIX, Inc.

ARTICLE II

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

The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of G.L.ch.180, Section 4, as amended. Without limiting the generality of the foregoing, the corporation may engage in the following activities:

To promote and develop cultural awareness, group cooperation and the individual growth of young people; to stimulate and develop the interest in music and music appreciation of young people; to promote and develop the musical education and performance abilities of young people; to introduce young people to the music of many cultures and to encourage multi-cultural acceptance; to introduce young people to all aspects of music and performance, including but not limited to: songwriting, arrangement, recording, production and presentation; and to increase public awareness and understanding of and access to all of the foregoing.

91-274024

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R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

P.C.

ARTICLE III

If the corporation has one or more classes of members, 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:

The corporation does not have any classes of 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:

See Continuation Sheets IV(A) - IV(C).

* 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

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.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is:

63A Maverick Square, #4, East Boston, MA 02128

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:	Robert A. Grove	63A Maverick Square, #4, East Boston, MA	02128
Treasurer:	Robert A. Grove	63A Maverick Square, #4, East Boston, MA	02128
Clerk:	Madeleine Steczynski	63A Maverick Square, #4, East Boston, MA	02128

Directors: (or officers having the powers of directors).

	NAME	RESIDENCE	POST OFFICE ADDRESS
	Robert A. Grove	63A Maverick Square, #4, East Boston, MA	02128
	Madeleine Steczynski	63A Maverick Square, #4, East Boston, MA	02128

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

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

None

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 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 names 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 _____ day of _____ 19 _____

NOTE: If an already-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.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

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 complied with, and I hereby approve said articles; and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this

day of 19 .

Effective date

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Steczynski/Grove

63A Maverick Square, #4

East Boston, MA 02128

Telephone: 617-568-9777

ZUMIX, Inc.
Continuation Sheet IV(A)

IV. Other lawful provisions:

(a) The Corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers provided that all powers of the Corporation shall be exercised only in furtherance of, and in a manner consistent with, its corporate purposes set forth in Article II of these Articles of Organization:

(i) to solicit and receive gifts, grants, contributions, and bequests from any and all sources, to receive and hold, in trust or otherwise, funds received by gift or bequest, and to engage in fund-raising activities;

(ii) to be a partner in any enterprise which the Corporation would have the power to conduct by itself, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of the Massachusetts General Laws; and

(iii) to make contracts of guarantee and suretyship in accordance with the provisions of Section 6 of the Massachusetts General Laws, Chapter 180 and Section 9B of the Massachusetts General Laws, Chapter 156B.

(b) The By-laws of the Corporation may provide that the Directors may make, amend or repeal the By-laws, in whole or in part.

(c) 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; no contribution shall be made by the Corporation for other than charitable, scientific, literary or educational purposes 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, 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. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ZUMIX, Inc.
Continuation Sheet IV(B)

(d) In the event of the dissolution or liquidation of the Corporation, after making payment or making provision for the payment of all the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of to one or more organizations with similar purposes and exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of by the Corporation shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations(s), as said court shall determine, provided that such organizations(s) have similar purposes and are exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.

(e) 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 of Massachusetts or Section 501(c)(3) of the Internal Revenue Code or in a manner other than in furtherance of the purposes of the Corporation set forth in Article II of these Articles of Organization.

(f) The personal liability of officers and directors to the Corporation and its members for monetary damages for breach of fiduciary duty as such an officer or director is hereby limited to the greatest extent permitted under Section 3 of Chapter 180 of the General Laws, provided that such limitation shall be effective only to the extent that the Corporation's status as an organization exempt under Section 501(c)(3) and described in Section 509(a) of the Internal Revenue Code is not adversely affected thereby.

(g) It is not intended that the Corporation be a private foundation as that term is defined in Section 509 of the Internal Revenue Code. However, in the event that the

ZUMIX, Inc.
Continuation Sheet IV(C)

Corporation is recognized as a private foundation, then notwithstanding any other provisions of these 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.

Any other provisions of this instrument notwithstanding, 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.

(h) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not have the power to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(i) Persons of any race, religion, nationality and of either sex shall be entitled to all the rights, privileges, programs and activities generally made available to participants in the Corporation, its programs and activities, and the Corporation shall not discriminate on the basis of race, religion or sex in administering its policies and programs.

(j) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

BYLAWS OF
ZUMIX, Inc.

ARTICLE I

NAME, PURPOSES, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office of the Corporation in the Commonwealth of Massachusetts and establish such other office or offices as the Directors may deem appropriate, effective upon the filing of a certificate of such change with the Secretary of the Commonwealth of Massachusetts.

1.3 Corporate Seal. The Directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. Unless otherwise fixed by the Directors, the fiscal year of the Corporation shall end on March 31 in each year.

ARTICLE II

DIRECTORS

2.1 Number and Election. The Board of Directors of the Corporation shall consist of not less than two (2) nor more than thirty (30) Directors. The number of Directors (within such limits) constituting the Board of Directors shall be fixed and elected at each annual meeting by the Directors, provided that by vote of a majority of the Directors then in office, the number of Directors may be increased or decreased (subject to said limitation).

2.2 Classes. The Directors shall be divided into two (2) classes: Class A and Class B. Each class of Directors shall initially consist of one member, such that the Corporation shall have a classified Board of Directors consisting of two (2) Directors, which number may be increased in accordance with these By-laws.

2.3 Term. The Directors shall serve for a term of two (2) years. The Directors shall hold office, except as otherwise hereinafter provided, until the second annual meeting of the Directors following the annual meeting at which they are elected and until their respective successors are chosen and qualified: provided, however, that a Director initially designated as a Class A or Class B Director, as the case may be, shall hold office until, respectively, the second and first annual meeting after such designation.

2.4 Powers. The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and shall exercise all of the powers of the Corporation.

2.5 Executive Committee. The Board of Directors may elect from its number an Executive Committee and other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-laws may not be delegated. Except as the Board of Directors may otherwise determine, any such Executive Committee or other committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, such committee's business shall be conducted so far as possible in the same manner as is provided in these By-laws for the Board of Directors. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors. The members of any such committee shall remain in office at the pleasure of the Directors.

2.6 Standing and Ad Hoc Committees. The Board of Directors may from time to time appoint such standing and ad hoc committees as it deems necessary or desirable with such powers as the Board of Directors may determine. The members of any such committee, who may but need not be members of the Board of Directors, shall hold office subject to the pleasure of the Board of Directors. Each such committee so appointed shall keep regular minutes of its proceedings and report the same to the Board of Directors upon request.

2.7 Vacancies. In case a vacancy shall occur for any cause in the Board of Directors, including a vacancy resulting from enlargement of the Board, the remaining Directors (although less than a quorum) may fill such vacancy by the affirmative vote of a majority of the Directors then in office. Such vote must follow the procedures set forth in Section 2.12 hereof. A Director so elected by the Board of Directors to fill such vacancy shall hold office only until the next meeting of the Directors at which the office would regularly be filled and until a successor is chosen and qualified.

2.8 Removal. Any Director may be removed from his or her office by the vote at a meeting of a majority of the Directors then in office.

2.9 Resignation. Any Director may resign for any reason, upon delivering written notice to the President, Treasurer or Clerk of the Corporation, to a meeting of the Board of Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time or upon the occurrence of some other event, and acceptance thereof shall not be necessary to make it effective unless it so states. Any Director who shall be absent from three (3) consecutive meetings without prior notification to the Board may be regarded, at the discretion of the Board, as thereby resigning from the Board.

2.10 Meetings.

(a) Annual Meetings. An annual meeting of the Board of Directors shall be held every year on a date within six months of the end of the fiscal year of the Corporation at the principal office of the Corporation within the Commonwealth of Massachusetts, unless the Directors appoint some other time, date or place either within or without the Commonwealth. At such annual meeting, the Directors shall elect Directors and officers, hear the report of the Treasurer, and transact such other business as may properly come before such meeting. In the event that for any reason the annual meeting shall not be held as herein provided, a subsequent special meeting shall be held in lieu of and for the purposes of the annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

(b) Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such time and place as may be fixed in advance by the Board of Directors. Special meetings of the Directors may be held at any time and at any place when called by the Chair or by a majority of the Directors.

2.11 Notice of Meetings.

(a) Annual and Regular Meetings. The first meeting of the Board of Directors following the annual meeting and any other regular meetings of the Board of Directors as fixed in place and time in advance by the Board of Directors may be held without notice, provided that (i) reasonable notice of the first annual meeting and regular meeting following the determination by the Directors of the times and place for annual and regular meetings shall be given to absent Directors,

(ii) reasonable notice of an annual meeting not held at the principal office of the Corporation shall be given to each Director, (iii) reasonable notice specifying the purposes of an annual or regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these By-laws are to be considered at the meeting, and (iv) reasonable notice shall be given as otherwise required by law, the Articles of Organization or the By-laws. Reasonable notice for purposes of this paragraph shall be notice given in accordance with the provisions of Section 2.10(b).

(b) Special Meetings. Reasonable notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director in person or by telephone or by telegram sent to his or her usual or last known business or residential address at least twenty-four (24) hours prior to the meeting, or by written notice mailed to his or her last known business or residential address at least five (5) days prior to the meeting. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-laws, (iii) an increase or decrease in the number of Directors, or (iv) removal of a Director.

(c) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice executed by him or her (or his or her attorney thereunto authorized) is filed with the records of the meeting before or after the meeting. Notice of a meeting need not be given to a Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.12 Quorum and Voting. At any meeting of the Board of Directors, the presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by the By-Laws of the Corporation, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting unless the matter is one upon which by express provision of law or of the Articles

of Organization or By-Laws of the Corporation, a different vote is required or permitted, in which case such express provision shall govern.

2.13 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III

OFFICERS

3.1 Enumeration. The officers of the Corporation shall consist of a President, a Treasurer, a Clerk, and such other officers, if any, as the incorporators at their initial meeting or the Directors from time to time may choose or appoint.

3.2 Election The President, Treasurer and Clerk shall be elected annually by the Directors at their first meeting following the annual meeting or the special meeting held in place thereof. Other officers may be chosen or appointed by the Directors at such meeting or at any other time.

3.3 Vacancies. If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by law, by the articles of organization or by these by-laws.

3.4 Qualification. The President, Clerk and Treasurer must all be members of the Board of Directors. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the corporation shall have appointed a resident agent for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine.

3.5 Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall hold office until the first meeting of the Directors following the annual meeting or the special meeting held in place thereof, and thereafter until his or her successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the annual meeting, unless a shorter term is specified in the vote choosing or appointing them.

3.6 President. The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Directors, have general supervision and control of its business. He or she shall preside, when present, unless otherwise provided by the Directors, at all meetings of the Directors.

3.7 Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial concerns of the Corporation and the care and custody of the funds and valuable papers of the Corporation, except his or her own bond, and he or she shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to the Corporation or its order, and to accept drafts on behalf of the Corporation. He or she shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation. If required by the Board of Directors, he or she shall give bond for the faithful performance of his duty in such form, in such sum, and with such sureties as the Directors shall require.

Any Assistant Treasurer shall have such powers as the directors may from time to time designate.

3.8 Clerk and Assistant Clerk. The Clerk shall record all proceedings of the advisors in a book to be kept therefor and, in case a Secretary is not elected, shall also record all proceedings of the Directors in a book to be kept therefor.

An Assistant Clerk shall have such powers as the Directors may from time to time designate. In the absence of the Clerk from any meeting of Directors an Assistant Clerk, if one be elected, otherwise a temporary clerk designated by the person presiding at such meeting, shall perform the duties of the Clerk.

3.9 Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Directors may from time to time designate.

3.10 Removal. Any officer may be removed from his or her office by the vote at a meeting of a majority of Directors then in office.

3.11 Resignation. Any officer may resign for any reason, upon delivering written notice to the President, Treasurer or Clerk of the Corporation, to the meeting of the Board of Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time or upon the occurrence of some other event and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE IV

MEMBERS

4.1 The Corporation shall have no members with voting rights. The Directors of the Corporation shall have the duties of members as that term is contemplated by Mass.Gen.L. ch. 180.

ARTICLE V

INDEMNIFICATION

5.1 Right to Indemnification. The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or Officer of the corporation, or at its request as a trustee, director, officer, employee or other agent of another organization (hereinafter "Director or Officer") in which the Corporation 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 or her in connection with any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved, with which he or she may be threatened or in which he or she is successfully seeking indemnification under this Article, while serving or thereafter by reason of his or her being or having been such a Director or Officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and, provided, that as to any matter disposed of by a compromise payment, by such Director or Officer, pursuant to a consent decree or otherwise, indemnification either for said payment or for any other expenses shall be provided unless:

- (a) such Director or Officer shall be found by a majority of disinterested Directors not to have acted in a reasonable belief that his or her action was in the best interests of the Corporation, after notice that the matter involves such indemnification; or
- (b) in the absence of action by disinterested Directors, there has been obtained at the request of a majority of the Directors then in office and entitled to vote, an opinion in writing of independent legal counsel (who may be the regular counsel to the Corporation), to the effect that such Director or Officer did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

5.2 Advance Payments. Expenses, including counsel fees, reasonably incurred by any such Director or Officer, in connection with any such action may, with the approval of the Board of Directors, 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 if it is ultimately determined that he or she has been adjudicated to be ineligible for indemnification.

5.3 Non-Exclusivity. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director or Officer may be entitled. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

5.4 Definitions. As used in this Section, the terms "Director" and "Officer" include their respective heirs, executors, administrators and assigns, and an "interested" Director or Officer is one against whom, in such capacity, the proceedings in question or other proceedings on the same or similar grounds are then pending.

5.5 Amendment. The provisions of this Article may be amended or repealed by the Directors; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time before or after such amendment or repeal, shall apply to him or her without his or her consent.

ARTICLE VI

CONFLICTS OF INTEREST

The Corporation may enter into contracts or transact business with one or more of its Directors or officers or with any corporation, organization or other concern in which any one or more of its Directors or officers are members, stockholders, directors, officers or are otherwise interested, and may enter into other contracts or transactions in which any one or more of its Directors or officers is in any way interested; and, in the absence of fraud, no such contract or transaction shall be

invalidated or in any way affected by the fact that such Directors or officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation, even though the vote or action of Directors or officers having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any such Director or Directors may vote or act there with like force and effect as if he or she had no such interest, provided in such case the nature of such interest shall be disclosed or shall have been known to the Directors or a majority thereof. A general notice that a Director is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure as to the nature of such interest of such Director with respect to all contracts and transactions with such corporation or other concern. No Director or officer shall be disqualified from holding office as Director or officer of the Corporation by reason of any such adverse interests, unless the Board of Directors (with respect to a Director or an officer) shall determine that such adverse interest is detrimental to the interests of the Corporation.

ARTICLE VII

MISCELLANEOUS

7.1 Voting of Securities. Unless otherwise provided by the Board of Directors, the President or Treasurer may waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders or shareholders of any other corporation or organization, any of whose securities are held by this corporation or of which this corporation is a member.

7.2 Resident Agent. The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

7.3 Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws and records of all meetings of the incorporators shall be kept in Massachusetts at the principal office of the corporation, or at an office of its Clerk or resident agent, and shall be open at all reasonable times to the inspection of any Director for any proper purpose.

7.4 Articles of Organization. All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation in effect, and as may be amended from time to time.

7.5 Bonds. The Board of Directors may from time to time require from any one or more of the officers or agents of the Corporation that he, she, or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Corporation.

7.6 Execution of Writings. Unless the Board of Directors shall otherwise generally or in any specific instance provide:

(a) any bill or note or check shall be made or signed in the name and on behalf of the Corporation by the President, the Treasurer, or such other officers as shall be authorized to do so from time to time by the Board of Directors; and

(b) any other contract or written instrument shall be signed in the name and on behalf of the Corporation by the President, the Treasurer, or other officer or officers as shall be authorized to do so from time to time by the Board of Directors, and such officer so signing such instrument may also seal, acknowledge and deliver the same.

7.7 Dividend, Profit and Compensation. No Director shall receive by reason of his or her directorship, any dividend, profit, or compensation from the Corporation; provided, however, that there shall be allowed reimbursement by the Corporation of reasonable expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any Director, or officer of the Corporation.

7.8 Corporate Employees. The Board of Directors shall employ or appoint such personnel as may be desirable and necessary to supervise the facilities of the Corporation and to plan and conduct its activities. The Board of Directors may fix reasonable compensation for such personnel so employed or appointed.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-laws may be amended or repealed, in whole or in part, by vote of a majority of the Directors present in person and voting at any annual or special meeting, provided that the substance of any proposed amendment shall have been set forth in a notice of the meeting at which a final vote is to be taken thereon.

YP-1046/B