



The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

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.

Davis Woo

90 Tyler Street
Boston, MA 02111

00100015

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:

CCBA Realty Corporation

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

The Corporation is formed exclusively for the benefit and to carry out the purposes of Chinese Consolidated Benevolent Association of New England, and in furtherance hereof the purposes of the Corporation shall be to arrange and provide housing which will benefit persons of low and moderate income; to assist persons of modest means in obtaining affordable housing; to assist the City of Boston and the Boston Redevelopment Authority in providing for affordable housing; and generally to seek to meet housing needs of members of the Chinese community.

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R.A.

86-273009

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate sheets of paper leaving a left hand margin of at least 1 inch for binding. 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.

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: -

The sole member of the Corporation is Chinese Consolidated Benevolent Association of New England, a Massachusetts corporation organized under M.G.L. c. 180.

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

4. Other Lawful Provisions, if any, for the Conduct and Regulation of the Business and Affairs of the Corporation, etc.

(a) The Corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:

- (1) The Corporation shall have perpetual succession in its corporate name.
- (2) The Corporation may sue and be sued.
- (3) The Corporation may have a corporate seal, which it may alter at pleasure.
- (4) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.

- (10) The Corporation may lend money, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - (11) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, specifically, but not limited to, 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.
 - (12) The Corporation may make donations, in such amounts as the directors shall determine, for religious, charitable, scientific, literary or educational purposes, but not otherwise.
 - (13) The Corporation may be an incorporator of other corporations of any type or kind.
 - (14) The Corporation may pay pensions, establish and carry out pension, profit-sharing, stock bonus, stock purchase, stock option, savings, thrift, and other retirement, incentive and benefit plans, trusts and provisions for any and all of its directors, officers, and employees, and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.
 - (15) The Corporation may be a partner in any enterprise which it would have the power to conduct by itself.
- (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, except with respect to any provision thereof which by law or the By-Laws requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the Directors.
 - (c) Meetings of the members may be held anywhere in the United States.
 - (d) 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)(3) 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 or any employee benefit plan) 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 the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, 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 or, to the extent that such matter relates to services with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; 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: (i) by a disinterested majority of the directors then in office; or (ii) 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 or her action was in the best interests of the Corporation; or (iii) 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, 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 or she 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 Section, the terms "director", "officer", "employee" and "agent" include their respective heirs, executors and administrators; and an "interested" director or member is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- (e) 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 director or officer 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 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 and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

- (f) 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 Chinese Consolidated Benevolent Association of New England, so long as such corporation exists and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or if such corporation does not exist or is not so exempt then one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.
- (g) 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:
- (1) The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject of the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (2) The Corporation 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) 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
- (i) 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 as hereafter amended.

English name	Address	Phone number
Bing Wong	136 Harrison Avenue Boston, MA 02111	(w) 350-7200 (h) 862-6787
Hong Wee Yong	92 Browne Street Brookline, MA 02146	(w) 426-0512 (h) 734-1606
Chester Lee	184 St. Paul Street Brookline, MA 02146	(h) 566-5566
Harry Mook	4 Tyler Street Boston, MA 02111	(w) 542-0494 (h) 469-9290
Bill Chin	9 Tyler Street Boston, MA 02111	(w) 426-4338
Henry Chin	230 Harrison Avenue, D1203 Boston, MA 02111	(h) 358-2132
Peter Wong	17A Hudson Street Boston, MA 02111	(w) 542-8223
Paul Chan	3 West Pine Street Auburndale, MA 02166	(w) 357-7188
Peter Chin	14 Rodgers Road Stoneham, MA 02180	(w) 223-0247 (h) 435-2778
Davis Woo	5 Buchanan Road West Roxbury, MA 02131	(w) 542-2574 (h) 387-5010
David Wong	18 Oxford Street Boston, MA 02111	(w) 426-6494 (h) 232-6946
Frank Chin	56 Beach Street Boston, MA 02111	(w) 426-7449
Chau Ming Lee	90 Tyler Street Boston, MA 02111	(w) 426-6673 (h) 586-7350
Henry Law	21 Hudson Street Boston, MA 02111	(w) 482-4797
Frank Wong	70 Beach Street Boston, MA 02111	(w) 426-8345 (h) 928-0230
Andrew Chin	53 Harrison Avenue Boston, MA 02111	(w) 426-3377
Soo Lee	230 Harrison Avenue, A707 Boston, MA 02111	(w) 332-9526 (h) 426-9745
George Pan	31 Beach Street Boston, MA 02111	(w) 961-2700 (h) 894-0489

English name	Address	Phone number
Sing Yiu Lam	56 Beach Street, 3/F Boston, MA 02111	(h) 426-5324
Frank Seeto	10 Kneeland Street Boston, MA 02111	(w) 426-6880
Tran Hwa Tang	15 Beach Street Boston, MA 02111	(w) 542-2574 (h) 542-8219
Reginald Wong	885 Dedham Street Newton, MA 02159	(h) 962-8859
Danny Ng	12 Shaller Street Brookline, MA 02146	(w) 327-3934 (h) 782-6500
Hugh Tung Chu	65 St. Botolph Street Boston, MA 02111	(h) 262-3649
Henry Yee	230 Harrison Avenue, B601 Boston, MA 02111	(w) 338-7088 (h) 426-5242
Ralph Fan	242 Shawmut Avenue Boston, MA 02111	(w) 338-8427 (h) 962-8859
Simon Choi	32 Oxford Street Boston, MA 02111	(h) 232-6278
Henry Szeto	10 Searle Avenue Brookline, MA 02146	(w) 426-2067 (h) 738-0155
York Kee Wong	70 Beach Street Boston, MA 02111	(w) 426-8543 (h) 426-5456
Jeffrey Wong	73 Essex Street Boston, MA 02111	(w) 426-0247
Wilson Chu	17 Beach Street Boston, MA 02111	(w) 542-1225
Kwan Pui Leung	1 Hudson Street Boston, MA 02111	(w) 426-8520
Joe Chin	9 Tyler Street Boston, MA 02111	(w) 426-4338
May Chin	54 Tyler Street Boston, MA 02111	(w) 426-2237
Klyster Yen	246 Harrison Avenue Boston, MA 02111	(w) 426-9642
Steven Chin	249 Harrison Avenue Boston, MA 02111	(w) 426-5711

English name	Address	Phone number
Tit Fu Kwong	224 Harrison Avenue Boston, MA 02111	(w) 482-2538
Eng Suey Sun Association	22 Tyler Street Boston, MA 02111	(w) 482-2163
Kew Sing Music Club	2 Tyler Street Boston, MA 02111	(w) 542-7732
American Legion	181 Brighton Street Belmont, MA 02178	(w) 861-7500
See Lun Association	56 Beach Street Boston, MA 02111	(w) 338-8121
Wong's Association	70 Beach Street Boston, MA 02111	(w) 426-4445
Joan's Association	10 Oxford Place Boston, MA 02111	(w) 426-7675
Mui's Association	13 Hudson Street Boston, MA 02111	(w) 426-8154
Lee's Association	10 Tyler Street Boston, MA 02111	(w) 426-5429
Ming Chui	90 Tyler Street Boston, MA 02111	(w) 542-2574
Arthur Wong	20 Hudson Street Boston, MA 02111	(w) 482-3972
Yue Hwa Zhao	90 Tyler Street Boston, MA 02111	(w) 542-2574
Mrs. Won C. Chin	90 Tyler Street Boston, MA 02111	(w) 542-2574
Chi Wing Yuen	58 Beach Street Boston, MA 02111	(w) 426-2341
Tin Yue Wan	271 Tremont Street Boston, MA 02116	(w) 542-5499
Mon Wah Tam	90 Tyler Street Boston, MA 02111	(w) 542-2574
Shui Che Yee	90 Tyler Street Boston, MA 02111	(w) 542-2574
Gen. Man Wong	18 Hudson Street Boston, MA 02111	(w) 542-1548

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:

90 Tyler Street
Boston, MA 02165

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:	Davis Woo	5 Buchanan Road Roslindale, MA	Same
Treasurer:	Hong Wee Yong	92 Browne Street Brookline, MA 02146	Same
Clerk:	Bing L. Wong	20 Oxbow Road Lexington, MA	Same

Directors: (or officers having the powers of directors)

(See attached.)

- 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 Monday in April
- 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 INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of September, 1984

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:

Davis Woo

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.

30089

SECRETARY OF THE
COMMONWEALTH

1986 SEP 23 PM 4:21

CORPORATION DIVISION 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 \$30.00 having been paid, said articles are deemed to have been filed with me this 30th day of September, 1986

Effective date

Michael J. Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 9/23/86 CLERK *VC*

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO: *Hill & Barlow*
225 Franklin St.
Boston MA 02110
Telephone: *423-6200*

Filing Fee \$30.00

Copy Mailed

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