Dear Sir or Madam:

This is in response to your request of January 19, 2007, regarding your organization's tax-exempt status.

In February 2006 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code until the Advance Ruling Period Ending date indicated in the header above.

Within 90 days from the end of the advance ruling period, your organization must submit to us information needed to determine whether it has met the requirements of the applicable support test during the advance ruling period. This information is currently supplied on the Form 8734, Support Schedule for Advance Ruling Period.

Contributions to your organization are deductible under section 170 of the Code. Grantors and contributors may rely on the determination that your organization is not a private foundation until 90 days after the end of its advance ruling period. If the organization submits the required information within 90 days, grantors and contributors may continue to rely on the advance determination until the Service makes a final determination of your organization's foundation status.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations
The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

We, Walter P. Christian, *President / Vice-President*

and Jennifer Brait, *Clerk / Assistant Clerk*

of National Autism Center, Inc.

(Exact name of corporation)

located at 41 Pacella Park Drive, Randolph, MA 02368

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

3

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 28, 2005, by vote of:

members, directors, or shareholders*,

☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR

☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

That Article III of the Articles of Organization be amended to reflect The May Institute, Inc., a Massachusetts non-profit corporation as the sole member of the corporation.

*Delete the inapplicable words.

*Check only one box that applies.

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 such addition is clearly indicated.
SPECIAL MEETING OF THE DIRECTORS
OF
NATIONAL AUTISM CENTER, INC.

The special meeting of the Board of Directors of National Autism Center, Inc. (the "Corporation"), was held on October 21, 2005 at 9 a.m. at 41 Pacella Park Drive, Randolph, MA 02368, at which two-thirds of the directors were present and voting throughout.

1. Call to Order

The President called the meeting to order.

2. Amendment to Articles and Bylaws

The Board of Directors discussed the amendment of the articles and the bylaws of the corporation to reflect that The May Institute, Inc. as the sole member. On motion, duly made and seconded, upon vote of two-thirds of the directors it was

VOTED: That the Corporation be and hereby is authorized to amend the Articles of Organization and Bylaws of the Corporation to reflect The May Institute, Inc., a Massachusetts non-profit corporation as the sole member of the Corporation.

VOTED: That all of the acts and doings of any officer and of the Board of Directors on behalf of the Corporation regarding the preceding resolution be, and the same are, hereby ratified, approved and confirmed.

5. Adjournment

On motion, duly made and seconded, it was unanimously

VOTED: To adjourn.

Adjourned.

A true copy.

Attest: Jennifer Brait, Clerk

03620159\156077.2
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:

National Autism Center, Inc.

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

See attached Article II.

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.
NATIONAL AUTISM CENTER, INC.

ARTICLES OF ORGANIZATION

Page 2A

ARTICLE II

The corporation is formed to receive and administer funds exclusively for educational and charitable purposes without pecuniary gain or profit, incidental or otherwise. Its purpose shall be to promote evidence-based practices for the treatment of autism and the education of children with autism through the education of the public and of families, practitioners, and organizations serving autistic individuals concerning evidenced based practices.

The corporation is formed solely for the above charitable and educational purposes, provided that it may have such other non-profit purposes as are permissible for a corporation organized under M.G.L. c. 180 and exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code (the “Code”), or corresponding to provisions of any subsequent federal tax laws, and for corporation contributions which are deductible under Section 170(c)(2) of the Code or corresponding provision of any subsequent federal tax laws.
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:

N/A

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 attached Article IV.

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.
NATIONAL AUTISM CENTER, INC.
ARTICLES OF ORGANIZATION

Page 4A

ARTICLE IV

1. 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 its pleasure.
   d. The corporation may elect and appoint directors, officers, employees, and other agents, fix their compensation, and define their duties and obligations.
   e. 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.
   f. The corporation may purchase, receive, take by grant, gift, bequest, lease, or otherwise acquire, own, hold, construct, maintain, operate improvements on, employ, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and in an unlimited amount.
   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, 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, have offices, and exercise all powers granted or permitted by M.G.L.c. 180 (as such chapter may incorporate powers available under other chapters of the Massachusetts General Laws), 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 purpose.

l. The corporation may pay pensions, establish and carry out pension, savings, thrift, and other retirement, incentive, and benefit plans, trusts, and provisions for any or all of its employees.

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 the power to conduct by itself.

o. 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. Neither such power nor any of the powers enumerated above shall be exercised in a manner inconsistent with M.G.L.c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the U.S. Internal Revenue Code.

2. 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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered, and to make payments and distributions in furtherance of its exempt purposes; 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 or in opposition to any candidate for public office.

3. It is intended that the corporation shall be entitled to exemption from federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be a private foundation under Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws. In the event that the corporation is now or ever becomes a private foundation as that term is defined in Section 509 of the Code, or corresponding provisions of any subsequent federal tax laws, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:
a. The corporation shall distribute its 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 Code or corresponding provisions of any subsequent federal tax laws.

b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

e. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

4. a. In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property.

b. Except as otherwise required by law, upon the liquidation, dissolution, or winding up of the affairs of the corporation, after its debts and obligations have been disposed of or due provision therefore has been taken by the corporation, by the board of directors or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, determined by the board of directors or by a court in Massachusetts having jurisdiction in such matters. Dissolution of the corporation will be in accordance with M.G.L. Chapter 180, Section 11A.

5. Except as otherwise required by law, these articles of organization may be amended from time to time; provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational or charitable purposes as qualify the corporation for exemption from taxation under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
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:
   41 Pacella Park Drive, Randolph, MA 02368

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>RESIDENTIAL ADDRESS</th>
<th>POST OFFICE ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Please see attached.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

President:
Treasurer:
Clerk:
Directors:
(or officers having the powers of directors)

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

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

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 16th day of August, 2005.

[Signature]
Walter P. Christian

8 Nancy Road, Unit 3, South Easton, MA 02375

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.
**NATIONAL AUTISM CENTER, INC.**

**ARTICLES OF ORGANIZATION**

Page 7(b)

**ARTICLE VII(b)**

<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
<th>Residential Address</th>
<th>Mailing Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>President and Chairman</td>
<td>Walter P. Christian</td>
<td>8 Nancy Road, Unit 3 South Easton, MA 02375</td>
<td>8 Nancy Road, Unit 3 South Easton, MA 02375</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Michael Milczarek</td>
<td>32 Wildwood Road Danvers, MA 01923</td>
<td>32 Wildwood Road Danvers, MA 01923</td>
</tr>
<tr>
<td>Clerk</td>
<td>Jennifer Brait</td>
<td>31 Laurelwood Drive Stoughton, MA 02072</td>
<td>31 Laurelwood Drive Stoughton, MA 02072</td>
</tr>
</tbody>
</table>

**Director(s)**

<p>| | | | |</p>
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<thead>
<tr>
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<tbody>
<tr>
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<td></td>
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<tr>
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<td></td>
<td>8 Nancy Road, Unit 3 South Easton, MA 02375</td>
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</tr>
<tr>
<td>Michael Milczarek</td>
<td></td>
<td>32 Wildwood Road Danvers, MA 01923</td>
<td>32 Wildwood Road Danvers, MA 01923</td>
</tr>
<tr>
<td>Dennis Russo</td>
<td></td>
<td>51 Indian Hill Road Medfield, MA 02052</td>
<td>51 Indian Hill Road Medfield, MA 02052</td>
</tr>
<tr>
<td>Heidi Howard</td>
<td></td>
<td>216 Brown Street Providence, RI 02906</td>
<td>216 Brown Street Providence, RI 02906</td>
</tr>
</tbody>
</table>

8/2/2005
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

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 $350 having been paid, said articles are deemed to have been filed with me this ___ day of ___ 2005.

Effective date: _________________________________

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Julie Herbst Peabody
Kroikidas & Bluestein LLP
600 Atlantic Avenue, Boston, MA 02210
Telephone: (617) 482-7211
Email: JHP@kb-law.com

A copy this filing will be available online at www.sec.state.ma.us/cor once the document is filed.
AMENDED AND RESTATED BY-LAWS
of
NATIONAL AUTISM CENTER, INC.

Adopted September 6, 2005; amended and restated September 27, 2005

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 be located at 41 Pacella Park Drive, Randolph, MA 02368 on the date of the adoption of these By-laws. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

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

1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30th in each year.

ARTICLE II

MEMBER

2.1 Number, Election and Qualification. The May Institute, Inc., a Massachusetts non-profit corporation, shall be the sole member of the Corporation.

2.2 Powers and Rights. In addition to the power to elect directors as provided in Section 4.1, the member shall have such powers and rights as are vested in it by law, the Articles
of Organization or these By-laws, and such other powers and rights as the directors may 
designate.

2.3 Annual Meeting. The annual meeting of the member shall be held each year 
during the month of March. The annual meeting may be held at the principal office of the 
Corporation or at such other place within the United States as the president, member or directors 
shall determine. Notice of any change of the date fixed in these By-laws for the annual meeting 
shall be given to the member at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the member may 
be held in place thereof with the same force and effect as the annual meeting, and in such case all 
references in these By-laws, except in this Section 2.3, to the annual meeting of the member shall 
be deemed to refer to such special meeting. Any such special meeting shall be called by the 
president or by the directors and notice shall be given as provided in Section 2.5.

2.4 Special Meetings. Special meetings of the member may be held at any time and 
at any place within the United States. Special meetings of the member may be called by the 
president or by the directors. Notice of any special meeting shall be given as provided in Section 
2.5.

2.5 Notice. Except as provided in Section 2.3, it shall be reasonable and sufficient 
notice to send notice by mail at least one (1) week or by telegram, telex, telephone or 
electronic mail at least forty-eight hours before the meeting to the clerk of the member, or to all 
of the directors of the member. In all cases, the clerk or authorized representative shall give 
notice of the special meeting. Any person authorized to give notice of any special meeting may 
make an affidavit of such notice, which as to the facts stated therein shall be conclusive.
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 (as adopted by the directors or otherwise) or (iii) removal or suspension of a director.

Whenever notice of a meeting is required, such notice need not be given (i) to the member if a written waiver of notice, executed by it (or its attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or (ii) to any director of the member who attends the meeting of the member without protesting prior thereto or at its commencement the lack of notice to the member. 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.

2.6 **Quorum.** At any meeting of the member a majority of the directors of the member then in office (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.7 **Action by Writing.** Any action required or permitted to be taken at any meeting of the member shall be evidenced by the unanimous written consent of the directors of the member, or by a certificate of the clerk of the member stating that such action was duly adopted by the directors of the member in accordance with the member's By-laws. All such consents and certificates shall be made a part of the records of the Corporation. Such consent shall be treated for all purposes as a vote at a meeting.
ARTICLE III

PATRONS, SUSTAINING, ASSOCIATES, AND CONTRIBUTING MEMBERS

The directors may designate certain persons or groups of persons as patrons or sustaining, associate, or contributing members in accordance with their contributions to the Corporation. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number and Election. The affairs and business of the Corporation shall be conducted by the directors who shall exercise all of the powers of the Corporation. The Corporation shall have a board of directors, whose number shall consist of not less than three (3) directors. At any special or regular meeting the member may increase the number of directors and elect new directors to complete the number so fixed; or it may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

4.2 Tenure. Each director shall hold office until the expiration of his or her term and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.3 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the
directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.4 **Suspension or Removal.** A director may be suspended or removed with or without cause by vote of the member. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.5 **Resignation.** A director may resign by delivering his or her written resignation to the member, the president, treasurer or clerk of the Corporation, to a meeting of the 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) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.6 **Vacancies.** Any vacancy in the board of directors may be filled by the member. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.7 **Regular Meetings.** The first regular meeting of the board of directors shall be held without call or notice immediately after the annual meeting of the member, unless a quorum of the directors is not then present. Thereafter, regular meetings of the board of directors may be held without call or notice at such place and at such times as the board of directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors.
4.8 Special Meetings. Special meetings of the directors may be held at any time and at any place designated in the call of the meeting when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors. Notice of special meetings shall be provided as set forth in Section 4.9.

4.9 Notice.

a. Regular Meetings. No call or notice shall be required for a regular meeting of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent directors, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the Corporation with interested persons are to be considered at the meeting, and (iii) shall be given as otherwise required by law, the Articles of Organization or these By-laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. 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 contracts or transactions of the Corporation with interested persons.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seventy-two hours, by electronic mail at least forty-eight hours, or by telegram or telex at least twenty-four hours before the meeting addressed to him or her at his or her usual or last known business or residence address, or to give notice to him or her in person or by telephone at
least twenty-four hours before the meeting. A notice of a meeting need not specify the purposes of the meeting unless otherwise required by law or the Articles of Organization.

d. 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) before or after the meeting, is filed with the records of the meeting, or to any 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 by law or the Articles of Organization.

4.10 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.11 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

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

4.13 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a
meeting of such board by means of a conference telephone or similar communications equipment
by means of which all persons participating in the meeting can hear each other at the same time,
and participation by such means shall constitute presence in person at a meeting.

4.14 Compensation. Directors shall serve without compensation for their services but
may be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE V

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president,
treasurer, clerk and such other officers, if any, as the directors may determine. The Corporation
may also have such agents, if any, as the directors may appoint. An officer may but need not be
a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident
agent duly appointed for the purpose of service of process. If required by the directors, any
officer shall give the Corporation a bond for the faithful performance of his or her duties in such
amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, treasurer and clerk shall be elected annually by the
directors. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the annual
meeting of the directors and until his or her successor is chosen and qualified, and each other
officer shall hold office until the first meeting of the directors following the next annual meeting
of the directors unless a shorter period shall have been specified by the terms of his or her
election or appointment, or in each case until he or she sooner dies, resigns, is removed or
becomes disqualified. Each agent shall retain his or her authority at the pleasure of the directors.
5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he or she shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice President. The president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. The president shall preside at all meetings of the directors, except as directors otherwise determine.

If one or more vice president(s) are elected, the vice president or vice presidents shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the directors or the president. He or she shall be in charge of its books of accounts and accounting records and of its accounting procedures. He or she shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the member and directors in a book or series of books kept for that purpose, which book or books
shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of the member or any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of the member and directors and the address of each. If the clerk is absent from any meeting of the directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 **Suspension or Removal.** An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 **Resignation.** An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the 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), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 **Vacancies.** If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.
ARTICLE VI

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer or by the clerk.

ARTICLE VII

PERSONAL LIABILITY

The member, the directors and the officers of the Corporation and the officers and directors of the member shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE VIII

INDEMNIFICATION OF THE MEMBER, THE DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

8.1 Right to Indemnification. The Corporation shall indemnify and reimburse out of corporate funds the member, and may indemnify and reimburse out of the corporate funds, any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the Corporation, or who serves or shall have served at its request as a member, director, officer, employee or other agent of another
organization in which it has an interest, whether or not in office at the time, against and for any
and all claims and liabilities to which he or she may be or become subject by reason of such
service, and against and for any and all expenses necessarily incurred in connection with the
defense or reasonable settlement of any legal or administrative proceeding to which he or she is
made a party by reason of such service, 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. In effecting such
indemnity and reimbursement, the Corporation may enter into such agreements and direct the
officers of the Corporation to make such payment or payments and take such other action
(including employment of counsel to defend against such claims and liabilities) as may in its
judgment be reasonably necessary or desirable. Such indemnifications or reimbursement shall
not be deemed to exclude any other rights or privileges to which such person may be entitled.

8.2 Indemnification in Advance of Final Disposition of Action. Indemnification of
the persons specified in Section 8.1 may include payment by the Corporation of expenses
incurred in defending a civil or criminal action or proceeding in advance of the final disposition
of such action or proceeding upon receipt of an undertaking by the person indemnified to repay
such payment if he or she shall be adjudicated to be not entitled to indemnification under this
By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same
may be amended ("Chapter 180") and upon receipt of a written affirmation of his or her good
faith belief that he or she has met the relevant standard of conduct described in Section 8.1 of
this Article and under Section 6 of Chapter 180.
8.3 **Insurance.** The Corporation shall have authority to purchase and maintain insurance on behalf of the member, and any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by it, him or her in any such capacity, or arising out of its, his or her status as such, whether or not the Corporation would have the power to indemnify it, him or her against such liability.

**ARTICLE IX**

**CONFLICTS OF INTEREST POLICY**

9.1 **Conflict of Interest.** No contract or transaction between the Corporation and its member, or between the Corporation and one or more of its directors, or between the Corporation and any other organization of which one or more of its directors are members, shareholders, directors, trustees or officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates in the meeting of the member or of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts of his or her relationship or interest and as to the contract or transaction are disclosed or are known to the member, the directors or the committee which authorizes, approves or ratifies the contract or transaction, and the member, the directors or the committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested persons, even though the disinterested persons are less than a quorum; and
(b) The contract or transaction is in the best interests of the Corporation as of the time it is authorized, approved or ratified by the member, the directors or a committee thereof.

9.2 Participation of Interested Persons. Common or interested persons may be counted in determining the presence of a quorum at a meeting of the member or directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. However, the common or interested persons must withdraw from the discussion and voting of the interested contract or transaction in which they have a financial interest.

9.3 Annual Disclosure. Each director must provide the Board of Directors with an annual written disclosure of the following:

(i) the director's business involvements with the Corporation;

(ii) the director's other board memberships, whether of for-profit or non-profit corporations; and

(iii) the total amount received by the director from the Corporation for services rendered to the Corporation or as a vendor of goods to the Corporation.

Such annual written disclosure must be circulated to all of the directors of the Corporation and must be updated throughout the year, as necessary.

9.4 Gifts and Gratuities. No member of the Board of Directors shall accept any gift or gratuity from any vendor doing business with the Corporation.
ARTICLE X

Benefactors, Sponsors, Contributors and Friends of the Corporation

The board of directors may designate certain persons or groups of persons as benefactors, sponsors, contributors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the board of directors shall otherwise designate, shall in such capacity have no rights or responsibilities of any kind in the corporation.

ARTICLE XI

AMENDMENTS

These By-laws may be altered, amended or repealed in whole or in part by vote of the member, provided that no amendment may be adopted which is inconsistent with the Articles of Organization.