

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 1

ARTICLE II

The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”, which term shall include any corresponding section of any future federal tax code, if applicable) and §4 of Chapter 180 of the Massachusetts General Laws, as amended (“Chapter 180”), including, for such purposes, the making of distributions to organizations that qualify as exempt under §501(c)(3) the Code. Without limiting the generality of the foregoing, the corporation’s purposes shall be to:

1. Speak as one voice for Montessori education in Massachusetts;
2. Promote knowledge and understanding of the Montessori method of education in Massachusetts;
3. Provide a framework for communication and cooperation among Montessori schools within Massachusetts and other private schools, public schools, government agencies and other organizations concerned with education;
4. Address issues of public policy that may affect education in general and, more specifically, Montessori education; and
5. Engage in such other non-profit purposes as are permissible for a corporation organized under Chapter 180 and exempt from federal income taxation pursuant to §501(c)(3) of the Code and for a corporation, contributions to which are deductible under §170(c)(2) of the Code.

Notwithstanding any other provision in these Articles of Organization to the contrary, the purposes of the corporation will be limited exclusively to exempt purposes within the meaning of §501(c)(3) of the Code.

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 2

ARTICLE IV

1. Powers. The corporation shall have and may exercise in furtherance of its corporate purposes all of the powers specified in §6 of Chapter 180, §9 of Chapter 156B of the Massachusetts General Laws (except the power specified in paragraph (m) thereof), and the powers specified in §9A of said Chapter 156B, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other provision of the Massachusetts General Laws or in a manner which would adversely affect the corporation's exemption from taxation under the Code.

Notwithstanding any other provisions of these Articles of Organization, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

2. No Private Inurement. 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, or be distributable to 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, 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 purpose.
3. Restrictions on Lobbying. 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.
4. Private Foundation Provisions. It is intended that the corporation shall be entitled to exemption from federal income taxation under §501(c)(3) of the Code, and shall not be a private foundation under §509(a) of the Code. In the event that the corporation is now or ever becomes a private foundation as that term is defined in §509 of the Code, then notwithstanding any other provisions of these 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 §4942 of the Code.
 - b. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code.
 - c. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code.

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 3

- d. The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code.
 - e. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code.
5. Dissolution.
- a. Notwithstanding any other provision in these Articles of Organization to the contrary, 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, and all assets remaining after the payment of the corporation's debts and satisfaction of its liabilities shall be conveyed or distributed only for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
 - 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 affirmative vote of the board of directors of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to one or more organizations with similar purposes which qualify for exemption from taxation under §501(c)(3) of the Code at the time of distribution. Dissolution of the corporation will be in accordance with Chapter 180, §11A.
6. Amendment of By-Laws. The members of the corporation shall have the power to make, amend and repeal the By-Laws of the corporation; provided, however, that the By-Laws of the corporation may provide that the directors may also make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law, these Articles of Organization or the By-Laws requires action by the members.
7. Limitation of Liability. The directors and officers of the corporation and the directors and officers of the members of the corporation 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.

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 4

The directors and officers of the corporation and the directors and officers of the members of the corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director or officer notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for any breach of the director's or officer's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit; and provided further that such limitation shall be effective only to the extent that the corporation's status as an organization exempt from taxation under the Code is not adversely affected thereby. No amendment or repeal of this Article shall adversely affect the rights and protection afforded to a director or officer of the corporation or of its members under this Article for acts or omissions occurring prior to such amendment or repeal.

8. Location of Meetings. Meetings of the members of the corporation may be held anywhere in the United States.

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 5

ARTICLE VII(b)

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Martha Torrence	18 Prospect Street Holliston, MA 01746	18 Prospect Street Holliston, MA 01746
Vice President:	Todd Covert	11 Goodrich Street Stockbridge, MA 01262	11 Goodrich Street Stockbridge, MA 01262
Treasurer:	Rosine Hekmat Afshar	51 Presidents Lane #2 Quincy, MA 02169	51 Presidents Lane #2 Quincy, MA 02169
Clerk:	Susan Swift	28 Baker Hill Road Florence, MA 01062	28 Baker Hill Road Florence, MA 01062
Directors:	Martha Torrence	18 Prospect Street Holliston, MA 01746	18 Prospect Street Holliston, MA 01746
	Todd Covert	11 Goodrich Street Stockbridge, MA 01262	11 Goodrich Street Stockbridge, MA 01262
	Rosine Hekmat Afshar	51 Presidents Lane #2 Quincy, MA 02169	51 Presidents Lane #2 Quincy, MA 02169
	Susan Swift	28 Baker Hill Road Florence, MA 01062	28 Baker Hill Road Florence, MA 01062
	Robin Bigwood	589 North Road Sudbury, MA 01776	589 North Road Sudbury, MA 01776
	Renee Duchainey- Farkes	320 Marlborough Street Boston, MA 02116	320 Marlborough Street Boston, MA 02116
	Aline Gery	291 School Street Watertown, MA 02472	291 School Street Watertown, MA 02472
	Deborah Jernegan	24 Robins Nest Edgartown, MA 02539	24 Robins Nest Edgartown, MA 02539
	Donna Milani Luther	132 High Street Norwell, MA 02061	132 High Street Norwell, MA 02061
	Conrad Wildsmith	163 Loring Street Duxbury, MA 02332	163 Loring Street Duxbury, MA 02332
	Laurel Zolfonoon	152 Annursnac Hill Rd. Concord, MA 01742	152 Annursnac Hill Rd. Concord, MA 01742

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 6

The foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the corporation as heretofore amended, except amendments to the following articles:

Article II: Article II has been amended as follows:

- i. The following paragraph has been added before the description of the corporation's specific purposes: "The corporation is organized and shall at all times be operated exclusively for charitable, and educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which term shall include any corresponding section of any future federal tax code, if applicable) and §4 of Chapter 180 of the Massachusetts General Laws, as amended ("Chapter 180"), including, for such purposes, the making of distributions to organizations that qualify as exempt under §501(c)(3) the Code. Without limiting the generality of the foregoing, the corporation's purposes shall be to:".
- ii. The corporation's purposes are presented as an enumerated list.
- iii. The following has been added to the corporation's purposes: "such other non-profit purposes as are permissible for a corporation organized under Chapter 180 and exempt from federal income taxation pursuant to §501(c)(3) of the Code and for a corporation, contributions to which are deductible under §170(c)(2) of the Code."
- iv. The following provision has been deleted and replaced: "provided that notwithstanding any other provision hereof the corporation shall not conduct or carry on its purpose through or by any organization except one that is exempt under section 501(c)(3) of the Internal Revenue Code as it now exists or as it may be amended from time to time, as well as regulations that have been made or may be promulgated pursuant to that section."
- v. A provision prohibiting private inurement has been deleted as it is duplicative of a prohibition inserted in Article IV, Section 2.
- vi. The following provision has been deleted and replaced: "The purpose of the Corporation will not be altered or amended in any what that will cause it to lose its status as a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code as it now exists or as it may be amended from time to time, as well as any regulations that have been made or may be promulgated pursuant to that section." The new language inserted in place of the foregoing provision states: "Notwithstanding any other provision in these Articles of Organization to the contrary, the purposes of the corporation will be limited exclusively to exempt purposes within the meaning of §501(c)(3) of the Code."

RESTATED ARTICLES OF ORGANIZATION
OF
MONTESSORI SCHOOLS OF MASSACHUSETTS, INC.

Continuation Page 7

Article III: The existing provisions of Article III have been deleted and replaced with the following: “The members shall be as described in the By-laws.”

Article IV: Article IV contains entirely new provisions and been updated to: (1) include provisions required for organizations exempt from federal income tax pursuant to Section 501(c)(3) of the Code; (2) conform to current Massachusetts law; (3) include provisions describing powers of the corporation; (4) add provisions related to the powers of the members of the corporation; (5) to provide for certain distributions upon the dissolution of the corporation.