

FEDERAL IDENTIFICATION  
NO. 20-1243969

Examiner

# The Commonwealth of Massachusetts

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

## RESTATED ARTICLES OF ORGANIZATION (General Laws, Chapter 180, Section 7)

Name  
Approved

We, John Slafkosky, \*President / \*\*Vice-President,  
and Dayné Okuhara, \*Clerk / \*\*Assistant Clerk  
of Nashoba Youth Hockey Association, Inc.

(Exact name of corporation)

located at 13 Flagg Road, Westford, MA 01886  
(Street address of corporation in Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting

held on December 15, 20 10, by a vote of: 251 members,  
directors, or \_\_\_\_\_ shareholders\*\*.

- ☐ Being at least two-thirds of the members or directors legally qualified to vote in meetings of the corporation where there is no amendment to the Articles of Organization; OR
- ☒ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation where there is an amendment to the Articles of Organization; OR
- ☐ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3 and there is an amendment to the Articles of Organization; 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 where there is an amendment to the Articles of Organization.

C ☐  
P ☐  
M ☐  
R.A. ☐

\*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 as long as each article requiring each addition is clearly indicated.

**ARTICLE I**

The name of the corporation is:

Nashoba Youth Hockey Association, Inc.

**ARTICLE II**

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

The purpose of the corporation is to operate a youth hockey program for the benefit of children and young adults in the towns of Westford and Littleton, Massachusetts, and the surrounding area (the "Service Area"), and in connection therewith:

To develop character, sportsmanship, and physical fitness among the children and young adults of the Service Area;  
To emphasize the inclusion of new players and foster the mastery of fundamental skills by providing a supportive environment for player education;  
To promote, encourage and improve the standard of amateur ice hockey;  
and as further set forth on Continuation Sheet II, attached hereto.

**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:

The corporation is a membership corporation. The corporation shall have one class of members, the appointment, qualifications and rights of which shall be set forth in the bylaws.

**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:

As set forth on Continuation Sheet IV attached hereto.

*\*\*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.*

**CONTINUATION SHEET II**

**NASHOBA YOUTH HOCKEY ASSOCIATION, INC.**

**Article II (continued)**

To provide and/or promote suitable levels of competition for the children and young adults within the corporation's Service Area;  
To associate with other ice hockey associations;  
To attract and retain players and coaches to participate in sponsored or affiliated leagues, tournaments, clinics and camps;  
To sponsor continuous learning and improvement in each participating player; and  
To engage in such other activities as may be properly carried out by a corporation organized under Massachusetts Laws, Chapter 180, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**CONTINUATION SHEET IV****NASHOBA YOUTH HOCKEY ASSOCIATION, INC.****LIMITATIONS.** Notwithstanding any other provision of these Articles of Organization:

- (A) The corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), or the corresponding provision of any federal law;
- (B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's directors, officers or other private persons, provided that the corporation may pay reasonable compensation for services actually rendered and may reimburse reasonable expenses actually incurred by any such persons, and may make payments and distributions, to the extent reasonable and necessary in furtherance of the purposes set forth in Article II above;
- (C) No substantial part of the activities of the corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including by the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office; and
- (D) The corporation shall not conduct any activities, nor exercise any power, not permitted to be conducted by a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by a corporation the contributions to which are deductible by a contributor under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

**By Laws.** The Directors of the corporation may make, amend or repeal the by-laws in whole or in part, except with respect to any provision which by-law or the by-laws requires action by the members; provided, not later than the time of giving notice of the meeting of the members next following such amendment or repeal by the Directors, notice thereof stating the substance of such amendment or repeal shall be given to all members entitled to vote on amendments of the by-laws.

**Partnership.** The Corporation may be a partner in any general or limited partnership, joint venture or other business enterprise organized for the purposes of accomplishing any of the purposes contained in these Articles of Organization.

**Contributions.** The Corporation may solicit and receive contributions from any and all sources including funds received by gift or bequest.

**CONTINUATION SHEET IV****NASHOBA YOUTH HOCKEY ASSOCIATION, INC.**

**INDEMNIFICATION.** Except as provided herein, the corporation shall indemnify and advance expenses to its directors to the fullest extent permitted by law. Without limiting the foregoing, the corporation shall indemnify its directors against liability to any person for any action taken, or any failure to take any action, as a director, except liability of a sort for which the personal liability of a director or officer may not be limited under Section 3 of Chapter 180 of the General Laws of Massachusetts; provided, however, that the Corporation's duty to so indemnify shall extend to an indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the board of directors of the Corporation. In addition, the Corporation may indemnify and advance expenses to officers, employees and agents of the Corporation who are not directors to the same extent as directors, and may further indemnify such officers, employees and agents to the extent provided by the specific action of the Corporation and permitted by law. The Corporation may also procure insurance providing greater indemnification as provided by law.

**LIMITATION ON LIABILITY.** No officer or director shall be personally liable to this corporation, or to its members, for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of a director or officer, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's or director's duty of loyalty to this corporation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to, or repeal of, this provision shall apply to, or have, any effect on the liability or alleged liability of any director or officer for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

**DISSOLUTION.** The existence of this corporation shall be perpetual unless sooner dissolved. If the corporation is dissolved under applicable law, all of its assets remaining for distribution after payment of obligations or provision for the same shall be distributed (subject to any restrictions imposed by any applicable will, trust, deed, agreement or other document) to one or more organizations organized and operated for religious, charitable, scientific, literary, educational or other purpose set forth in Section 501(c)(3) of the Internal Revenue Code, for the purposes similar to those set forth in these Amended and Restated Articles of Organization, as a court of competent jurisdiction may approve.

**ARTICLE V**

The effective date of the Restated Articles 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 VI**

The information contained in Article VI 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:

c/o John Greenwood, 13 Flagg Road, Westford, MA 01886

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See Attached Exhibit A		
Treasurer:	See Attached Exhibit A		
Clerk:	See Attached Exhibit A		
Directors:	See Attached Exhibit A		
(or officers having the powers of directors)			

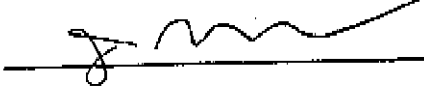
c. The fiscal year of the corporation shall end on the last day of the month of: June

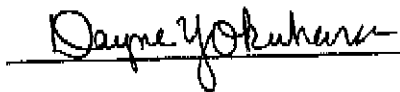
d. The name and business address of the resident agent, if any, of the corporation is:

\*\*We further certify that 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. Briefly describe amendments below:

Article I -- unchanged  
Articles II, III, IV - have been amended and restated in accordance with Massachusetts General Laws, Chapter 180, Section 7

SIGNED UNDER THE PENALTIES OF PERJURY, this 6 day of January, 20 11

\*  John Slafkosky \*President / ~~Vice President~~

\*  Dayne Yokuhara \*Clerk / ~~Assistant Clerk~~

\*Delete the inapplicable words.

\*\*If there are no such amendments, state "None".

## EXHIBIT A TO RESTATED ARTICLES OF ORGANIZATION

## NASHOBA YOUTH HOCKEY ASSOCIATION, INC.

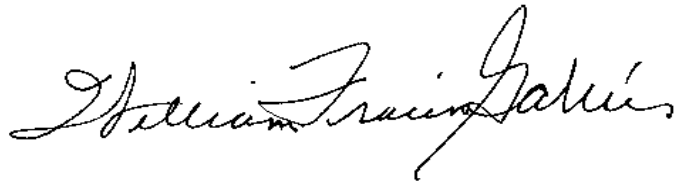
## Article 6b: Officers and Directors:

Name	Title	Residential Address	Post Office Address
John Slafkosky	President Director	50 Tenney Road Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
John Greenwood	Treasurer Director	13 Flagg Road Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Dayne Okuhara	Secretary Director	87 Tadmuck Road Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Scott Gavin	Vice President Director	29 South Chelmsford Road Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Paul McCarthy	Vice President Director	4 Steeple Chase Circle Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Alexia Keefe	Vice President Director	36 Whitetail Way Littleton, MA 01460	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Cathy Mucci	Vice President Director	11 Graniteville Road Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Len Bruskiewitz	Director of Marketing Director	14 Butterfield Lane Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886
Amy Lowe	Director of Initiations Programs Director	16 Butterfield Lane Westford, MA 01886	Nashoba Youth Hockey Association, Inc. P.O. Box 681 Westford, MA 01886

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

January 20, 2011 01:12 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*