

The Commonwealth of Massachusetts

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

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

ENVIRONMENTAL BUSINESS COUNCIL, INC.

ARTICLE II

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

To promote the development of an effective and competitive environmental industry and in so doing, to advance the development and implementation of sound environmental policies and programs.

CONTINUATION SHEET 4A

Subject to the limitations contained in paragraphs (a) through (e) below, the Corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the power to be a partner in any enterprise which the Corporation would have the power to conduct itself.

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law, hereinafter the "Internal Revenue Code").

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and no member, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services in effecting one or more of its purposes.

CONTINUATION SHEET 4B

(c) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office.

(d) In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed to such organization or organizations then described in §501(c)(6) or §501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

(e) Meetings of the members may be held anywhere in the United States.

(f) No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (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. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, by the members of the

CONTINUATION SHEET 4C

Corporation shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

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ARTICLE V

By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out below, have been duly elected.

ARTICLE VI

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

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

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is: c/o Donald L. Connors, Choate, Hall & Stewart, Exchange Place, 53 State Street, Boston, MA 02109

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:	Arthur N. Mabbett	37 Powderhouse Road Extension,	Medford, MA 02155
Treasurer:	G. Mead Wyman	8 Willard Street,	Cambridge, MA 02138
Clerk:	Donald L. Connors	30 Pine Hill Avenue, Box 2350,	Duxbury, MA 02332

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

NAME	RESIDENCE	POST OFFICE ADDRESS
Arthur N. Mabbett	37 Powderhouse Road Extension,	Medford, MA 02155
Daniel K. Moon	9 Old Middlesex Road,	Belmont, MA 02178
Stephen A. Wallis	25 Woodcliffe Road,	Lexington, MA 02173
G. Mead Wyman	8 Willard Street,	Cambridge, MA 02138
Donald L. Connors	30 Pine Hill Avenue, Box 2350,	Duxbury, MA 02332
Rebecca L. Calahan	41 Park Drive, #1A,	Boston, MA 02115

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

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

I/ We the below-signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/ We have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/ We do hereby further certify that to the best of my/ our knowledge the above-named principal officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/ WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 16th day of November 1990.

Donald L. Connors
Donald L. Connors
30 Pine Hill Avenue Duxbury MA

Note: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this 16th day of November, 1990.



Michael J. Connolly
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF
ORGANIZATION SHALL BE RETURNED TO:

Nolly E. Corley
c/o Choate, Hall & Stewart
Exchange Place, 53 State Street
Boston, MA 02109
Telephone: (617) 227-5020