

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS Secretary of the Commonwealth
WILLIAM FRANCIS GALVIN Secretary of the Commonwealth
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

EārthRights International, Inc.

ARTICLE II

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

To promote and carry out the defense of human and civil rights;
to educate the public regarding environmental deterioration;
and to protect and restore environmental quality by instituting
litigation to enforce environmental legislation.

To conduct such other activities and prgrams in furtherance of
the foregoing purposes as may be carried out by a corporation
organized under Massachusetts General Laws Chapter 180 and
described in Section 501(c)(3) of the Internal Revenue Code.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ x 11 sheets of paper leaving a left hand margin of at least 1 inch. 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.

ARTICLE III

If the corporation has one or more classes of members, 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 Continuation Sheet #4A

• 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.

EarthRights International, Inc.

Continuation sheet 4A

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 power of the corporation, or of its directors, officers or members, are as follows:
- (a) In addition to the powers granted to the corporation by General Laws, Chapter 180, the corporation shall have and may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of Massachusetts General Laws, Chapter 156B.
 - (b) 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 required action by the members.
 - (c) Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable or literary purposes, as said terms have been and shall be defined pursuant to sections 170(c) and 501(c)(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said educational, charitable or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
 - (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, private shareholders or individuals, 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 the corporation's purposes set forth in Article 2 of these Articles of Organization. No substantial part of the activities of the corporation shall consist of the

Continuation sheet 4A

carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- (e) Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under section 501(c)(3) of the Internal Revenue Code, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.
- (f) No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (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 officer or director derived an improper personal

Continuation sheet 4A

benefit. No amendment or repeal of these provisions shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

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 street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) y

58 Cottage Street, Wellesley, MA 02181

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:	Katharine J. Redford	58 Cottage St.	Wellesley, MA 02181
Treasurer:	Tyler R. Giannini	1401 South Barton St.,	Apmt. 229, Arlington, VA 22204-4865
Clerk:	Katharine J. Redford	58 Cottage St.	Wellesley, MA 02181

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

	NAME	RESIDENCE	POST OFFICE ADDRESS
	Katharine J. Redford	58 Cottage St.	Wellesley, MA 02181
	Tyler R. Giannini	1401 South Barton St.,	Apmt. 229, Arlington, VA 22204-4865

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

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is: NONE

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 10th day of February 1995

Paul R. Tierney, Jr.

Paul R. Tierney, Jr.
1147 Hancock Street, Quincy, MA 02169

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.

SECRETARY OF
THE COMMONWEALTH

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THE COMMONWEALTH OF MASSACHUSETTS

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CORPORATION DIVISION

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

day of *FEBRUARY* *13th* 19 *95.*

Effective date

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Paul R. Tierney, Jr., Esquire

1147 Hancock Street, P.O. Box 410

Quincy, MA 02269

Telephone: 617-786-9703