

The Commonwealth of Massachusetts :

Secretary of the Commonwealth

ONE ASHURTON PLACE

BOSTON, MASS.

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME
Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

POST OFFICE ADDRESS

Edward J. King

The New England Council
1052 Statler Office Building
Boston, Massachusetts 02116

Joseph E. Mullaney

Gillette Company
Prudential Tower Building
Boston, Massachusetts 02199

Dale W. VanWinkle

United Technologies Corporation
Hartford, Connecticut 06101

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

NEW ENGLAND LEGAL FOUNDATION

2. The purposes for which the corporation is formed are as follows:

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are: To receive, administer and expend funds for charitable and educational purposes in connection with the following:

1. To provide legal representation for the citizens of the New England region, corporate or individual, and citizens of the United States on matters of public interest at all levels of the administrative and judicial process;
2. To engage in nonpartisan analysis, study, research, and consultation for the benefit of the general public on those questions affecting the public interest, both with respect to the public and private sectors; and for no other purposes, to the express exclusion, however, of any participation in or intervention in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall also have the following powers:

(a) Sue and be sued;

(b) Make contracts;

(See Attachment 2 A)

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

ATTACHMENT 2 A

- (c) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) Act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) Convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) Borrow money, contract debts and issue bonds, notes and debentures, and secure the payment of and performance of its obligations; and
- (g) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

The corporation will have one class of members. The manner of election or appointment, the duration of membership and the qualifications and rights including voting rights of the members, shall be set forth in the by-laws of the corporation.

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, of its directors or members, or of any class of members, are as follows:—

This corporation is a non-profit organization. The property of this corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this organization shall inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all its debts and liabilities shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (referred to herein as "Code").

During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code; the corporation shall distribute its income, and principal, if necessary, at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, and the corporation shall not engage in any act of self-dealing (as defined in Section 171(d) of the Code); retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject the corporation to tax under section 4944 of the Code, nor make any taxable expenditures (as defined in section 4945(d) of the Code).

BOARD OF DIRECTORS - NEW ENGLAND LEGAL FOUNDATION

CONNECTICUT

Wallace Barnes
President
Barnes Group, Inc.
Bristol, Connecticut 06010

Tel. 203-583-1331

James B. Curtin
General Attorney, Legal Dept.
The Southern New England Telephone Company
Hartford, Connecticut 06101

Tel. 203-771-4407

Francis L. Kinney
Vice President
Secretary and Senior Counsel
Northeast Utilities
P. O. Box 270
Hartford, Connecticut 06101

Tel. 203-666-6911

Dale W. Van Winkle
Vice President
United Technologies Corporation
Hartford, Connecticut 06101

Tel. 203-728-7000, Ext. 357

MAINE

MASSACHUSETTS

Louis W. Cabot
Chairman of the Board
The Cabot Corporation
125 High Street
Boston, Mass. 02110

Tel. 617-423-6000

John Dane, Jr.
Choate, Hall and Stewart
28 State Street
Boston, Mass. 02109

Tel. 617-227-5020

Daniel E. Hogan
Chairman and Chief Executive
Standex International Corporation
Andover, Mass. 01810

Tel. 617-475-5220

Edward J. King
President
New England Council
1032 Statler Office Building
Boston, Mass. 02116

Tel. 617-542-2580

Joseph E. Mullaney
Vice President and General Counsel
The Gillette Company
Prudential Tower Building
Boston, Mass. 02199

Tel. 617-421-7868

Oliver Ward
President
Germanium Power Devices Corp.
Shetland Industrial Center
Building 4 - York Street
Andover, Mass. 01810

Tel. 617-475-5982

NEW HAMPSHIRE

Marc I. Stern
Vice President and General Counsel
Wheelabrator-Frye Inc.
Liberty Lane
Hampton, New Hampshire 03842

Tel. 603-926-5911

RHODE ISLAND

Philip W. Noel
Governor
State of Rhode Island and Providence Plantations
Executive Chamber
Providence, Rhode Island 02904

Tel. 401-277-2397

VERMONT

Thomas M. Debevoise
Dean and Associate Professor
Vermont Law School
South Royalton, Vermont 05068

Tel. 802-763-8303

or other presiding, human, or recording officers whose names are set out below, have been duly elected.

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

7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

1032 Statler Office Building
Boston, Massachusetts 02116

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
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President:

Treasurer:

Clerk:

Directors: (or officers having the powers of directors)

See Attached List

c. The date initially adopted on which the corporation's fiscal year ends is: December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is: the second Thursday in November

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

C T CORPORATION SYSTEM, 10 Post Office Square, Boston, Massachusetts 02109

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this _____ day of _____ 19____

.....
.....
.....

The signature of each incorporator which is not a natural person must be by an individual who shall show the

The Commonwealth of ~~Massachusetts~~

MICHAEL J. CONNOLLY

FEDERAL IDENTIFICATION

Secretary of State

NO. 04-2609210

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF AMENDMENT

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the amendment. The fee for filing this certificate is \$10.00 as prescribed by General Laws, Chapter 180, Section 11C(b). Make check payable to the Commonwealth of Massachusetts.

We, Edward A. Schwartz
Stephen S. Ostach

, President/~~SECRETARY~~, and
~~CLERK~~ Assistant Clerk of

New England Legal Foundation

(Name of Corporation)

located at 150 Lincoln Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on May 16, 19 90, by vote of 13 members/
~~stockholders~~, being at least two thirds of its members legally qualified to vote in meetings of the corporation (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 thereon):

Article 3 of the Foundation's Articles of Organization shall be amended by deleting the words "one class" in the next to last sentence of that Article and substituting therefore the words "two classes."

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. 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.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

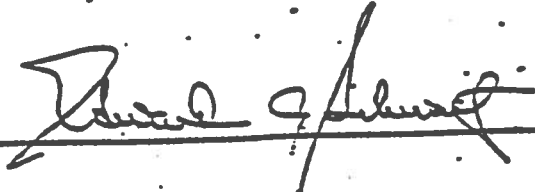
IN WITNESS WHEREOF AND UNDER ~~THE PENALTIES OF PERJURY~~, we have hereto signed our names this

29.

day of

May

, in the year 19 90



President/Vice President

Clerk/Assistant Clerk

ARTICLE I

Offices

The principal office of the corporation shall be located in the City of Boston in the Commonwealth of Massachusetts. The corporation may have such other offices, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as affairs of the corporation may require from time to time.

ARTICLE II

Members

Section 1. Classes of Members. The corporation shall have the following two classes of members:

a. Class A members shall consist exclusively of those persons constituting the Board of Directors of the Corporation and shall be elected in the manner and for the term prescribed in provisions of these By-Laws applicable to the Board of Directors. Each Director shall be a Class A member only for such time as he shall remain a Director of the corporation.

b. Class B members shall consist of each individual, corporation, or other business entity which subscribes to purposes and basic policies of the corporation and which has contributed money, property, services or has paid dues to the corporation in an amount established by the Board of Directors as a minimum qualifying contribution for Class B membership during any calendar year. Such Class B membership shall be assumed immediately upon receipt by the corporation of the qualifying dues or contribution. The Board of Directors may establish for each calendar year the amount of dues or contribution and date or dates upon which they shall be payable in accordance with Article VIII of these By-Laws. All members shall promptly pay all dues or qualifying contributions which may be required of them, and any member who shall be two months in arrears in any such payment shall, upon the vote of a majority of the Board of Directors present at any meeting having a quorum, automatically lose membership.

Section 2. Voting Rights of Members. The voting rights of all members shall be vested exclusively in the Class A members and shall be exercised in accordance with the provisions of these By-Laws. Class B members shall be non-voting members of the corporation and shall have no voting rights with regard to any matter.

Section 3. Rights, Privileges and Duties of Members. Membership in the corporation shall at all times be subject to review and revocation by the Board of Directors. A member may be expelled for any conduct which, in the opinion of a majority of the Board of Directors, is improper or otherwise injurious to the good order, peace, or interest of the corporation. Class A members shall have all rights, privileges, and duties accorded to Directors of the corporation in applicable provisions of the Articles of Organization and these By-Laws. Class B members shall not be entitled to attend any meeting of the corporation or its Board of Directors except by invitation of the Board. Class B members shall be entitled to receive publicity releases and other publications which are circulated generally by the corporation. Certificates of membership shall not be issued, and the Articles of Organization and these By-Laws shall together constitute the exclusive statement of the rights, privileges, and duties of members of this corporation. Such rights, privileges, and duties may not be assigned or transferred. Membership in the corporation shall be available without regard to race, color, creed, or national origin.

Section 4. Retroactive Effect of Membership. Provisions of this Article of the corporate By-Laws shall be applied retroactively to each person serving on the Board of Directors on the date of enactment of this Article and to each person, corporation or other business entity qualified for Class B membership. Such Class B membership shall be considered to have been assumed as of the date of the most recent qualifying contribution from each Class B member.

ARTICLE III

Board of Directors

Section 1. General Powers. Affairs of the corporation shall be managed by its Board of Directors who need not be residents of the Commonwealth of Massachusetts.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be not less than twelve (12). Each Director shall hold office for two years and until a successor shall have been elected and qualified. A Director may serve successive terms. There shall be at least one Director from each New England state.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors for any reason and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4. Termination. A Director shall cease to act in that capacity by resignation or upon removal by the vote of a majority of Directors.

Section 5. Regular Meetings. A regular annual meeting of the Board shall be held without other notice than this By-Law. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings may be called by or at the request of the Chairman, President or any two Directors. Such meetings may be held at the corporation's principal office or such other place as may be agreeable to a majority of the Board.

Section 7. Notice. Notice of any special meeting of the Board shall be given at least two days previously thereto by notice delivered personally, sent by mail or telegram, or conveyed by telephone to each Director at his address as shown by the corporation records. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to have been delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of a meeting.

A Director's attendance at any meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor purpose of any regular or special Board meeting need be specified in a notice or waiver of such meeting, unless specifically required by law or these By-Laws.

Section 8. Quorum. One-third of the Board shall constitute a quorum for transaction of business at any Board meeting. If less than a quorum of the Directors is present, a majority may adjourn the meeting without further notice.

Section 9. Manner of Acting. The act of a majority of Directors present at a meeting, at which a quorum is present, shall be an act of the Board, unless the act of a greater number is required by law or these By-Laws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, except that by resolution of the Board each Director may be paid a fixed sum and expenses of attendance at each regular or special Board meeting, but nothing herein contained shall be construed to preclude a Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Directors. Any action, required by law or otherwise, of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV

Trustees

Section 1. The Board shall select from those Foundation members who are not currently Directors a number of individuals who shall be known as Trustees. The Trustees shall be selected from those persons who have previously been Directors or otherwise made or will make a significant contribution to achievement of the Foundation's mission.

Section 2. Trustees shall be elected at each annual meeting of the Board, and each Trustee shall serve after election until the second annual meeting of Directors. Trustees shall meet with the Board of Directors at each annual meeting and have such other rights and duties as the Board may provide.

ARTICLE V

Officers

Section 1. Officers. Officers of the corporation shall be a Chairman, one or more Vice Chairmen (the number thereof to be determined by the Board of Directors), a President, a Treasurer, and a Clerk elected from among the Directors. The Board may elect or appoint such other officers, including one or more Assistant Clerks and Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform duties prescribed by the Board of Directors. Any two or more offices may be held by the same person except that neither a Chairman nor a President shall simultaneously hold the office of Clerk.

Section 2. Election and Term of Office. Officers of the corporation shall be elected annually by Directors at the regular annual Board meeting. If the election of officers shall not be held at such meeting, an election shall take place as soon thereafter as it conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for an unexpired portion of the term.

Section 5. Chairman. The Chairman shall be Chairman of the Board and the Executive Committee of the Board, shall preside at all meetings of the Directors and Executive Committee, and shall act as the corporation's principal executive officer subject to the general supervision and control of the Directors during such time periods that the office of President may be vacant, in the President's absence, or in the event of inability or refusal to act.

Section 6. Vice Chairman. In the absence of the Chairman or the event of his inability or refusal to act, the Vice Chairman or, if there is more than one, the Vice Chairmen in of their election) shall perform duties of the Chairman and, when so acting, shall have all powers of and be subject to all restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as may be assigned by the Chairman or Board of Directors.

Section 7. President. The President shall be the corporation's principal executive officer, subject to general supervision and control of the Board. The President shall report to the Directors and, during intervals between meetings of the Board, shall report to the Executive Committee of Directors. The President is authorized to sign all checks, drafts, or orders for payment, notes, or other evidences of indebtedness in the corporation's name, and all other casual contracts for goods or services, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors, by these By-Laws, or by statute to some other officer or agent of the corporation.

The President may sign with the Clerk or any other proper corporation officer authorized by the Board of Directors any deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these By-Laws, or by statute to some other officer or agent of the corporation. In general the President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws, and in general perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Chairman, President or Board of Directors.

Section 9. Clerk. The Clerk shall keep minutes of meetings of the members and Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records and of the corporation seal and see that it is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with provisions of these By-Laws, keep a register of the post office address of each member which shall be furnished to the Clerk by such member, and in general perform all duties incidental to the office of Clerk and such other duties as may be assigned by the Chairman, President or Board of Directors.

Section 10. Assistant Treasurers and Assistant Clerks. If required by the Board of Directors, Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Clerks, in general, shall perform such duties as shall be assigned to them by the Treasurer, Clerk, Chairman, President, or the Board of Directors.

ARTICLE VI

Committees

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee which shall consist of four or more Directors, including the Chairman and President, and which, to the extent provided in said resolution, shall have and exercise authority of the Directors in management of the corporation, except that no such committee shall have authority of the Board of Directors in reference to amending, altering, or repealing By-Laws, electing, appointing or removing a member of any such committee or a Director or officer of the corporation, amending the Articles of Incorporation, restating Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all corporation property and assets, authorizing the voluntary dissolution of the corporation or evoking proceedings therefor, adopting a plan for the distribution of corporation assets, or amending, altering or repealing any resolution of the Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law.

Section 2. Other Committees. Committees not having and exercising the authority of the Board of Directors in management of the corporation may be appointed as designated by a resolution adopted by a majority of the Directors at a meeting where a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the Board of Directors, and the Chairman shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever the best interest of the corporation shall be served by such removal.

Section 3. Term of Office. Each committee member shall continue as such until a successor is appointed, unless the committee shall be sooner terminated or such member ceases to qualify as a member thereof.

Section 4. Chairman. One member of each committee other than the Executive Committee shall be appointed as chairman by the person or persons authorized to appoint members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members at a meeting, where a quorum is present, shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these By-Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in the corporation name shall be signed by such officer or officers, agent or agents of the corporation and in such manner as authorized by these By-Laws. In the absence of such specific authorization, such instruments shall be signed by the President, Chairman or a Vice Chairman of the corporation, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors, these By-Laws, or statute to some other officer or agent of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation a contribution, gift, bequest, or devise for general purposes or any special purpose of the corporation.

ARTICLE VIII

Fiscal Year

The corporation's fiscal year shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Dues and Qualifying Contributions

The Board of Directors may establish for each calendar year dues or a minimum contribution as a qualification for Class B membership in the corporation and may prescribe a date or dates upon which such dues or contributions shall become payable.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the corporation name and the words, Corporate Seal.

ARTICLE XI

Amendments to By-Laws

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority of the Directors present at any regular or special meeting, if at least ten days written notice is given of intention to alter, amend, repeal, or adopt new By-Laws at such meeting.

ARTICLE XII

Indemnification

The Board of Directors may authorize the corporation to pay any expenses (whether or not yet paid) incurred by, or to satisfy a judgment or fine rendered or levied against, present or former Directors, officers, employees, or other agents of the corporation, as provided in the General Laws of the Commonwealth of Massachusetts. Provisions of this Article shall also apply to the estate, executor, administrator, heirs, legatees, or devisees of a Director, officer, employee, or other agent of a Director, officer, employee, or other corporation.

Through amendment of September 21, 1994.