INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

COPY

DEPARTMENT OF THE TREASURY

Date: DEC 14 2001

GREATER SPRINGFIELD RESIDENCES INC
ONE COMMERCE WAY
NORWOOD, MA 02062

Employer Identification Number:
04-3330930
DLN:
17053328711021
Contact Person:
RYAN HIRSCH ID# 31245
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
April 1997
Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

COPY

GREATER SPRINGFIELD RESIDENCES INC

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Steven T. Miller

Steven T. Miller
Director, Exempt Organizations

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
G.P.O. BOX 1680
BROOKLYN, NY 11202

DEPARTMENT OF THE TREASURY

Date: APR 16 1997

GREATER SPRINGFIELD RESIDENCE INC
940 MAIN STREET P O BOX 899
SOUTH HARWICH, MA 02661

Employer Identification Number:
04-3330930
Case Number:
117092016
Contact Person:
ROBERT THERRIEN
Contact Telephone Number:
(617) 565-7776
Accounting Period Ending:
June 30
Foundation Status Classification:
509(a)(2)
Advance Ruling Period Begins:
July 30, 1996
Advance Ruling Period Ends:
June 30, 2001
Addendum Applies:
yes

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in section 509(a)(2).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we

will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of $100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

Contributions to you are deductible by donors beginning July 30, 1996.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally $25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return.

If you are required to file a return you must file it by the 15th day of

the fifth month after the end of your annual accounting period. We charge a penalty of $10 a day when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty we charge cannot exceed $5,000 or 5 percent of your gross receipts for the year, whichever is less. We may also charge this penalty if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

In accordance with section 508(a) of the Code, the effective date of this determination letter is July 30, 1996.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your continued exemption, you should keep records to show that funds are spent only for those purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence that the funds will remain dedicated to the required purposes and that the recipient will use the funds for those purposes.

If you distribute funds to individuals, you should keep case histories showing the recipients' names, addresses, purposes of awards, manner of selection, and relationship (if any) to members, officers, trustees or donors of funds to you, so that you can substantiate upon request by the Internal Revenue Service any and all distributions you made to individuals. (Revenue Ruling 56-304, C.B. 1956-2, page 306.)

If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

GREATER SPRINGFIELD RESIDENCE INC

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Herbert J. Huff
District Director

Enclosure(s):
Addendum
Form 872-C

Since you have not indicated that you intend to finance your activities with the proceeds of tax exempt bond financing, in this letter we have not determined the effect of such financing on your tax exempt status.

Form **872-C**

(Rev. June 1993)

Department of the Treasury
Internal Revenue Service

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

(See instructions on reverse side.)

OMB No. 1545-0056

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Greater Springfield Residences, Inc.
(Exact legal name of organization as shown in organizing document)

940 Main Street, P.O. Box 899, South Harwich, MA 02661
(Number, street, city or town, state, and ZIP code)

and the District Director of Internal Revenue, or Assistant Commissioner (Employee Plans and Exempt Organizations)

Consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year June 30, 1997
(Month, day, and year)

Name of organization (as shown in organizing document)	Date
Greater Springfield Residences, Inc.	1/6/97
Officer or trustee having authority to sign Signature ▶ Robert B. Whittlesey	Title ▶ President

For IRS use only

District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date
Robert J. Huff	4/15/97
By ▶ Mark Ross	

Examiner

Name Approved

C ☐
P ☐
M ☐
R.A. ☐

P.C.

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:

GREATER SPRINGFIELD RESIDENCES, INC. PT

ARTICLE II

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

The charitable purposes of:

Providing elderly, disabled and/or handicapped persons of low-income with housing facilities and services specially designed to meet their health, physical, social and psychological needs and to promote their security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis. It is the purpose of the corporation in providing these facilities and services to relieve the poor, distressed, underprivileged and indigent of every race, religion and nationality by enabling them to secure the basic human right to a decent living environment and thus to lessen the burdens of government. It is the purpose of the corporat: to provide those facilities and services in the Greater Springfield, Mass. area (the "Area").

PT

The educational purposes of:

Stimulating by its example and otherwise the improvement of the Area and the surrounding community.

Stimulating by its example and otherwise a concern for the problems of low-income elderly, disabled and/or handicapped people.

The corporation is formed solely for the above charitable and educational purposes; provided that it may have such other non-profit purposes as are permissable for a corporation organized under M.G.L.c. 180 and exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding provisions of any subsequent federal tax laws, and for a corporation contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws.

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. One class of members.

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 CONTINUATION PAGES 4A - 4F)

* 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.

ARTICLE V

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

ARTICLE VI

he 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).

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

ARTICLE VII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) 940 Main Street, P.O. Box 899 South Harwich, MA 02661

. 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:	Robert B. Whittlesey	194 High Street Acton, MA 01720	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Vice Pres:	Georgina Jones	160 Thompson Street Springfield, MA 01109	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Treasurer:	Matthew H. Hobbs	101 Fletcher Road Belmont, MA 02178	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Clerk:	Walter P. Christian	227 Chatham Road Box 678 South Harwich, MA 02661	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Directors:	(or officers having the powers of directors).		

NAME	RESIDENCE	POST OFFICE ADDRESS
Robert B. Whittlesey	194 High Street Acton, MA 01720	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Georgina Jones	160 Thompson Street Springfield, MA 01109	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Matthew H. Hobbs	101 Fletcher Road Belmont, MA 02178	940 Main Street, P.O. Box 899 South Harwich, MA 02661
Walter P. Christian	227 Chatham Rd., Box 678 South Harwich, MA 02661	940 Main Street, P.O. Box 899 South Harwich, MA 02661

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

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

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 o 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 18 day of JUNE 1996.

Peter Troy 114 BAY VIEW RD. So. CHATHAM MA 02659

Peter Troy, Incorporator

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

day of 19

Effective date

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: James L. Buechl
Krokidas & Bluestein
141 Tremont St.
Boston, MA 02111
(617) 482-7211

Telephone:

ARTICLES OF ORGANIZATION

ARTICLE IV

a. The corporation shall have the following powers in furtherance of its corporate purposes.

1. The corporation shall have perpetual succession in its corporate name.

2. The corporation may sue and be sued.

3. The corporation may have a corporate seal which it may alter at its pleasure.

4. The corporation may elect and appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.

5. The corporation may purchase, receive, take by grant, gift, bequest, or otherwise lease, or otherwise acquire, own, hold, construct, maintain and operate improvements on, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and in an unlimited amount, but solely in connection with any project owned by the corporation and financed with funds borrowed from the U.S. Department of Housing and Urban Development ("HUD") under Section 811 of the National Affordable Housing Act, as amended ("Section 811"), for such period as HUD may hold an outstanding mortgage on any such project.

6. The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

7. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated, but solely in connection with any project owned by the corporation and financed with funds borrowed from HUD under Section 811 for such period as HUD may hold an outstanding mortgage on any such project.

8. The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities, but solely in connection with any project owned by the corporation and financed with funds borrowed from HUD under Section 811 for such period as HUD may hold an outstanding mortgage on any such project.

9. The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated, but solely in connection with any project owned by the corporation and financed with funds borrowed from HUD under Section 811 for such period as HUD may hold an outstanding mortgage on any such project.

10. The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested but solely in connection with any project owned by the corporation and financed with funds borrowed from HUD under Section 811 for such period as HUD may hold an outstanding mortgage on any such project.

11. The corporation may do business, carry on its operations and have offices and exercise all powers granted or permitted by M.G.L.c. 180 (as such chapter may incorporate powers available under other chapters of the Massachusetts General Laws), as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purpose.

12. The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its employees.

13. The corporation may make contributions or donations to other organizations.

14. The corporation may participate as a subscriber in the exchange of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B.

15. Only for such period as HUD is not the holder of an outstanding mortgage on any project owned by the corporation, the corporation may be an incorporator of other corporations of any type or kind.

16. Only for such period as HUD is not the holder of an outstanding mortgage or any project owned by the corporation, the corporation may be a partner in any business enterprise which it would have power to conduct by itself.

17. The directors may make, amend or repeal by-laws of the corporation in whole or in part. So long as a mortgage on the corporation's

property is held by the Secretary of HUD, by-laws of the corporation so adopted shall not be inconsistent with the provisions of these Articles or with the Regulatory Agreement between the corporation and the Secretary of HUD.

18. So long as HUD holds an outstanding mortgage or any property owned by the corporation, the following provisions shall apply:

    (i) Directors shall serve without compensation; and

    (ii) Directors at all times shall be limited to individuals who are members of The May Institute, Inc., a Massachusetts non-profit corporation, or appointees of the directors of The May Institute, Inc. In the event a director of the corporation ceases to be a member of The May Institute, Inc., or if the aforesaid appointment is withdrawn by the directors of The May Institute, Inc., then in either event, such shall constitute automatic resignation as a director of the corporation.

19. The corporation may perform all acts reasonably necessary to accomplish the purposes of the corporation.

20. The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed. No such power nor any of the powers enumerated above shall be exercised in a manner inconsistent with M.G.L.c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Code.

21. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of HUD, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of financing including capital advances and/or project rental assistance, under Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the corporation, its successor and assigns, so long as a mortgage on the corporation's property is held by the Secretary of HUD.

22. 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 any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 any candidate for public office.

23. It is intended that the corporation shall be entitled to exemption from federal income taxation under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, and shall not be private foundation under Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws. In the event that the corporation is now or ever becomes a private foundation as that term is defined in Section 509 of the Code, or corresponding provisions of any subsequent federal tax laws, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

i. 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 Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

iv. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

24. Unless prohibited by HUD during the period while HUD holds a mortgage on any property owned by the corporation, the corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction, suit or other proceedings, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with

respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office, or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such directors, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under G.L.c. 180, §6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law. As used in this paragraph, the terms "director", "officer", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

25. i. 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 shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, other than one created for religious purposes; PROVIDED, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of HUD.

ii. 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 at least two-thirds of the directors of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to The May Institute, Inc., a Massachusetts

non-profit corporation, or if such corporation is then no longer in existence, then to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws as the corporation shall determine by the affirmative vote of at least two-thirds of the dirctors of the corporation or by a court in Massachusetts having jurisdiction in such matters.

26. Except as otherwise required by law, these articles of organization may be amended from time to time by the affirmative vote of at least two-thirds of the directors of the corporation; provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational or charitable purposes sa qualify the corporation for exemption from taxation under Section 501(c) of the Code or corresponding provisions of any subsequent federal tax laws; and further provided that, so long as a mortgage on the corporation's property is held by the Secretary of HUD, these articles may not be amended without the prior written approval of the said Secretary.

27. As authorized by G.L.c. 180, §3, no officer or director of the corporation shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director (i) for any 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 benefit.

28. This corporation shall have all power and authority set forth within its organizational documents to the extent such power and authority do not conflict with the rules, regulations, requirements and objectives of the U.S. Department of Housing and Urban Renewal ("HUD") with respect to a capital advance by HUD to this corporation pursuant to Section 811 of the National Affordable Housing Act of 1990. In the event that any of the provisions of this corporation's organizational documents should conflict with the

GREATER SPRINGFIELD **RESIDENCES, INC.**
ACTION BY CONSENT OF INCORPORATOR

The undersigned, intending to act as incorporator and to form a corporation under Chapter 180 of the Massachusetts General Laws (the "Corporation"), hereby consents to the following action and adopts the following votes, in lieu of the first meeting of the incorporator:

VOTED: That the by-laws attached hereto be and hereby are adopted as the by-laws of the Corporation.

VOTED: That the post office address of the initial principal office of the Corporation in the Commonwealth of Massachusetts, until changed in accordance with the by-laws, be and hereby is designated at 940 Main Street, P.O. Box 899, South Harwich, MA 02661.

VOTED: That the number of classes of members of the Corporation, until changed in accordance with the by-laws, be and hereby is fixed at one, and that the following named corporation be and hereby is elected as the member of the Corporation to hold office in accordance with the by-laws:

The May Institute, Inc.
940 Main Street
P.O. Box 899
South Harwich, MA 02661

VOTED: That the number of classes of directors of the Corporation, until changed in accordance with the by-laws, be and hereby is fixed at one, and that the following named persons be and hereby are elected Directors of the Corporation to hold office in accordance with the by-laws:

Robert B. Whittlesey
Matthew H. Hobbs
Walter P. Christian
Georgina Jones

VOTED: That the following persons be and hereby are elected to the office set forth opposite their respective names to hold office in accordance with the by-laws:

Robert B. Whittlesey	President
Georgina Jones	Vice-President
Matthew H. Hobbs	Treasurer
Walter P. Christian	Clerk

VOTED: That the Articles of Organization of the Corporation attached hereto be and are hereby adopted as the Articles of Organization of the Corporation, and that the Articles of Organization be submitted to the Secretary of the Commonwealth of Massachusetts for his approval and filing.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the corporation, and shall be treated for all purposes as votes taken at a meeting.

By: Peter Troy
Peter Troy, Incorporator

Date: June 18, 1996

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BY-LAWS
of
GREATER SPRINGFIELD RESIDENCES, INC.

ARTICLE 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Names and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

ARTICLE II

VOTING MEMBERS

For purposes of this Article, the term "member," unless otherwise specified, shall mean voting member.

2.1 Number, Election and Qualification. The May Institute, Inc., a corporation organized under c. 180 of the General Laws of Massachusetts ("MAY"), acting through its Board of Directors, shall be the sole member of the Corporation.

2.2 Powers and Rights. In addition to the power to elect directors as provided in Section 4.1, the member shall have such powers and rights as are vested in it by law, the Articles of Organization or these by-laws, the member shall have such other powers and rights as the directors may designate.

2.3 Annual Meeting. The annual meeting of the member shall be held during the month of December on a date that is not a legal holiday in the place where the meeting is to be held. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the president, member or directors shall determine. No change in the date fixed in these by-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to the member at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the member may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.3, to the annual meeting of the member shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.5 and 2.6.

2.4 Regular Meetings. Regular meetings of the member may be held at such places within the United States and at such times as the member may determine.

2.5 Special Meetings. Special meetings of the member may be held at any time and at any place within the United States. Special meetings of the member may be called by the president or by the directors, and shall be called by the clerk, or in the case of the death,

absence, incapacity or refusal of the clerk, by any other officer, upon written application of the president of the member.

2.6 Call and Notice.

a. Annual and Regular Meetings. No call or notice shall be required for annual or regular meetings of the member, provided that reasonable notice (i) of the first regular meeting following the determination by the member of the times and places for regular meetings shall be given to the clerk of the member, (ii) of an annual meeting not held at the principal office of the corporation shall be given to the clerk of the member, (iii) specifying the purpose of an annual or regular meeting shall be given to the clerk of the member if either contracts or transactions of the corporation with interested persons or amendments to these by-laws (as adopted by the directors or otherwise) are to be considered at the meeting and (iv) shall be given as otherwise required by law, the Articles of Organization or these by-laws (including Section 2.3).

b. Special Meeting. Reasonable notice of the time and place of special meetings of the member shall be given to the clerk of the member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws (as adopted by the directors or otherwise), (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to the member to send notice by mail at

least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to it c/o of its clerk at the usual or last known business of the member or to give notice to him in person or by telephone at least twenty-four hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to the member if a written waiver of notice, executed by it (or its attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.7 Quorum. At any meeting of the member a majority of the directors of the member then in office (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.8 Action by Writing. Any action required or permitted to be taken at any meeting of the member may be taken without a meeting if the member consents to the action in writing and the written consent executed by a duly authorized officer of the member is filed with the records of the meetings of the member. Such consent shall be treated for all purposes as a vote at a meeting.

2.9 Corporate Action of Member. Any action required or authorized to be taken pursuant to the Articles of Organization or these by-laws by a member shall be evidenced, if the member is a corporation, by a certificate of the clerk of such corporation stating that such

action was duly adopted by the directors of the member in accordance with the member's by-laws. All such certificates shall be made a part of the records of the corporation.

ARTICLE III

PATRONS, SUSTAINING, ASSOCIATES, AND CONTRIBUTING MEMBERS

3.1 Qualification, Powers and Rights. The directors may designate certain persons or groups of persons as patrons or sustaining, associate, or contributing members in accordance with their contributions to the corporation. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number and Election. At the annual meeting of the corporation, the member, acting through its board of directors, shall fix the number of directors, which number shall not be less than three (3) nor more than fifteen (15), and shall elect the number of directors so fixed.

4.2 Tenure. Each director shall hold office until the next annual meeting of the member and until his successor is elected and qualified, or until he sooner dies, resigns, is removed by the member or becomes disqualified.

4.3 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the member by law, the Articles of Organization or these by-laws.

4.4 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 Suspension or Removal. A director may be suspended or removed with or without cause by the member. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 Resignation. A director may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the member or directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the board of directors may be filled by the member. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed by the member or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

4.10 Call and Notice.

a. Regular Meetings. No call or notice shall be required for a regular meeting of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent directors (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these by-laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed

to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver or notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these by-laws.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

4.14 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a

meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.15 Compensation. Directors shall serve without compensation for their services but may be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE V

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. With the exception of the President and the Treasurer, an officer may but need not be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting of the member. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the first meeting of the directors following the next annual meeting of the member and until his

successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the member unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice President. The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the member and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the member or directors otherwise determine.

The vice president or vice presidents, if any, shall have duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall be in

charge of its books of accounts and accounting records and of its accounting procedures. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the member and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of the member or any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and by-laws and names of the member and directors and the address of each. If the clerk is absent from any meeting of member or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VI

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, by-laws, resolutions or votes of the corporation.

ARTICLE VII

PERSONAL LIABILITY

The member, directors and officers 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.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

8.1 Right to Indemnification. Unless otherwise prohibited by the U.S. Department of Housing and Urban Development ("HUD"), while HUD holds a mortgage on any property owned by the corporation, the corporation shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the corporation, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he is made a party by reason of such service, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. In effecting such indemnity and reimbursement, the corporation may enter into such agreements and direct the officers of the corporation to make such payment or payments and take such other action

(including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

8.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 8.1 may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this by-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts.

8.3 Insurance. The corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee at the request of the corporation as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

ARTICLE IX

AMENDMENTS

These by-laws may be altered, amended or repealed in whole or in part by vote of a majority of the directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these by-laws requires action by the member provided further, however, no amendment may be adopted which is inconsistent with (a) the Articles of Organization or (b) while the U.S. Department of Housing and Urban Development ("HUD") is the holder of an outstanding mortgage on any property owned by the corporation, the regulatory agreement between the corporation and HUD with respect thereto. Not later than the time of giving notice of the meeting of member next following the naming, amending, or repealing by the directors or the Directors of any by-laws, notice thereof stating the substance of such change shall be given to the member. The member may alter, amend or repeal any by-laws adopted by the directors or otherwise adopt, alter, amend or repeal any provisions which by law, the Articles of Organization or these by-laws requires action by the member.

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