



Examiner

The Commonwealth of Massachusetts

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

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)


Name
Approved

ARTICLE I

The exact name of the corporation is:

International Network for the Prevention of Elder Abuse, Inc.

ARTICLE II

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

See Rider "A" attached hereto

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 R.A.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

N/A

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Rider "B" attached hereto.

ARTICLE V

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

***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.

"A"

RIDER ATTACHED TO AND FORMING A PART OF
ARTICLES OF ORGANIZATION OF
INTERNATIONAL NETWORK FOR THE PREVENTION OF ELDER ABUSE, INC.

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

A. To organize as a non-profit corporation under Chapter 180 of the Massachusetts General Laws. The purpose for which the Corporation is to be formed is to establish an organization to increase public awareness of elder abuse and neglect; to promote education and training of professionals and paraprofessionals in identification, treatment and prevention; to further advocacy on behalf of abused and neglected elders; and to stimulate research into the causes, consequences, prevalence, treatment, and prevention of elder abuse and neglect.

B. To manage gifts, bequests, devise and solicit funds and properties, endowment funds, grants, trust funds, and other foundations.

C. To carry on any activity, and to deal with and expand property and income for any of the foregoing purposes, provided always, however, that no such activity shall be such as is prohibited to a corporation exempt from Federal income tax under Internal Revenue Code and provided that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene or participate in any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this corporation shall inure to the benefit of any member or private individual, and no member, director or officer of the corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

"B"

RIDER ATTACHED TO AND FORMING A PART OF
ARTICLES OF ORGANIZATION OF
INTERNATIONAL NETWORK FOR THE PREVENTION OF ELDER ABUSE, INC.

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or its directors or members, or of any class of members are as follows:

A. The corporation may seek and apply for grants, fundings, and such other available source of funds as may be necessary to carry out its program, and may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold improve, employ, use and otherwise deal in and with real and personal property, or any interest therein, where ever situated.

B. The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.

C. 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.

D. The corporation may make contracts, give guarantees and incur liability, borrow money at such rate 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.

E. 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.

F. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereinafter 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 purposes.

G. The corporation may be an incorporator of other corporations of any type or kind.

H. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

I. The corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.

J. The trustees may make, amend, or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law or the by-laws require action by the members.

K. Meetings of the members may be held anywhere.

L. The corporation may, to the extent legally permissible and only to the extent that the status of the corporation as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its trustees, officers, employees or other agents within the limits of the law as the by-laws may from time to time provide.

M. 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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as herein set forth; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publish or distributing of statements), any political campaign on behalf of any candidate for public office.

N. Notwithstanding any other provisions of these Articles of Organization or the By-Laws of the corporation, the following provisions shall apply:

(1) 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

O. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed in such amounts and proportions as the Board of Trustees shall determine to and among such organization as are qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code as organizations to which contributions are deductible for federal income, estate and gift tax purposes pursuant to the provisions of Sections 170(b)(1)(A), 23055(a)(2) and 2522(a)(E) of said Code.

P. 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; provided that no such power shall be exercised in a manner inconsistent with the Massachusetts General Laws, chapter 180, or any chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code.

Q. All reference herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.

"C"

INTERNATIONAL NETWORK FOR THE PREVENTION OF ELDER ABUSE
BOARD OF DIRECTORS

Anne Angel
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Canada

Susan Aziz
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Toshio Tatara, PhD
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Urayasu, Chiba 279-0014
Japan

Rosalie S. Wolf, PhD
25 Ashmore Road
Worcester, Massachusetts 01602
USA

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: Institute on Aging, UMass Memorial Healthcare, 119 Belmont Street, Worcester, MA 01605 USA

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Rosalie S. Wolf	25 Ashmore Road, Worcester, MA	01605
Treasurer:	Toshio Tatara	12-12-703 Akemi Urayasu, Chiba	279-0014 JAPAN
Clerk:	Gerry Bennett	46 Gerrard Road	London N18AX United Kingdom

Directors:
(or officers
having the
powers of
directors)

See Rider "C" attached hereto.

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

December

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

Susan McMurray Anderson SMA Editorial Associates
12 Hadwen Road Worcester, MA 01602

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named 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 name(s) 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 21st day of March 1999

Rosalie S. Wolf 119 BELMONT ST. WORCESTER, MA 01605
 INSTITUTE ON AGING UMass MEMORIAL HEALTH CARE
Lia S. Daichman - Arenales 1391- 8th Floor "B" - (1061) BUENOS AIRES ARGENTINA
Gerry Bennett BRANCROFT ROAD LONDON E1 4DS UK
 DEPT HEALTH & EAD. ROYAL LONDON HOSP (MIKE END)
Hannah Angel, HEALTH CANADA, HPPB ONTARIO, 25 ST. CLAIR AVE. E. 4 FLOOR TORONTO, ON. M4T 1M2

Note: If an 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.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

99 MAY 28 AM 11:24
DEPT. OF HEALTH

I hereby certify that, upon examination of these 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 28th day of May 19 99.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Rosalie S. Wolf

Institute on Aging
UMass Memorial Health Care

119 Belmont Street

Worcester, MA 01605

Telephone: 508-793-6166