

The Commonwealth of Massachusetts

PAUL GUZZI

FEDERAL IDENTIFICATION

Secretary of the Commonwealth

NO. 04-26341-3

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

RESTATED ARTICLES OF ORGANIZATION

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 restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, Kathleen H. Wade, President, and Suanne C. St. Charles, Secretary, of

MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

(Name of Corporation)

located at P. O. Box 423, Boston, MA. 02102

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on October 16, 1978, by vote of 69 members, 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):

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

MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

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

To promote high professional and ethical standards in the education, training and employment of paralegals;

To serve as a source of educational information for members, the legal community and the general public;

To provide opportunity for the mutual association of paralegals to promote the general professional interests of paralegals;

To engage in any activity related to the foregoing; and

To engage in any lawful act or activity permitted under the General Laws of the Commonwealth of Massachusetts to corporations organized under Chapter 180 of said laws.

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.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

VOTING MEMBER - Any individual paralegal may become a voting member of the Association upon acceptance by the Board of Directors of the required dues. Voting members shall be the only class of members entitled to vote on any matter put before the membership of the Association.

STUDENT MEMBER - Open to all individual students currently enrolled in a paralegal education program who apply for membership and pay the required dues.

SUSTAINING MEMBER - Open to all organizations and individuals concerned with the betterment of the paralegal profession who apply to the Association for membership and pay the required dues.

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

See Continuation Sheets 4A, 4B and 4C.

* If there are no provisions state "None".

CONTINUATION SHEET 4A

A. Additional Corporate Powers

The corporation shall have the following powers in furtherance of its corporate purposes in addition to those provided by law:

(1) to 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 any property, real or personal, or any interest therein, wherever situated;

(2) to 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, whether real or personal, or any interest therein, wherever situated;

(3) to 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;

(4) to 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;

(5) to 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;

(6) to carry on its operations, and have offices and exercise its powers in any jurisdictions within or without the United States, though the corporation's operations are principally to be conducted in the United States;

(7) to be a partner in any business enterprise which it would have power to conduct by itself; and

(8) to 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 general laws of the Commonwealth of Massachusetts, or with section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the Code).

B. Prohibited Activities

(1) The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

(2) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, 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 the purposes set forth in Article 2. hereof.

(3) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

(4) The corporation shall not operate for the purpose of carrying on a trade or business for profit.

(5) The corporation in each taxable year shall distribute its income at such times and in such manner as not to subject the corporation to tax under Section 4942, and the corporation may not engage in any act of self-dealing as defined in Section 4941(d), retain any excess business holdings as defined in Section 4943(c), make any investments in such manner as to subject the corporation to tax under Section 4944, or make any taxable expenditure as defined in Section 4945(d), all referring to Sections of the Internal Revenue Code of 1954.

C. Amendment of By-Laws

The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the members.

D. Meetings of Members

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

E. Dissolution

Upon the dissolution of the corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to such one or more organizations, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954, as the Board of Directors may determine, and, if required by state law, subject to an order of a justice of the Supreme Judicial Court of the Commonwealth of Massachusetts. Any of such assets not so distributed within a reasonable period of time after the dissolution of the corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation last was located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the corporation was organized.

G. References

All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles

2,3,4

(*If there are no such amendments state "None".)

- Article 2 Amendment of Purpose
- Article 3 Amendment of Membership
- Article 4 Amendment of Other Lawful Provisions

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

ninth day of November in the year 1978

Kathleen H. Wade

President/ ~~Vice President~~

Suzanne C. St. Charles

Secretary ~~and Treasurer~~

THE COMMONWEALTH OF MASSACHUSETTS

RECEIVED

RESTATED ARTICLES OF ORGANIZATION

NOV 17 1978

(General Laws, Chapter 180, Section 7)

REGISTRATION DIVISION
SECRETARY'S OFFICE

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$50.00 having been paid, said articles are deemed to have been filed with me this 16th day of Nov 1978

P. L. Guzzi

PAUL GUZZI

Secretary of the Commonwealth

State House Boston Mass

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO:

Suanne C. St. Charles
MASSACHUSETTS PARALEGAL ASSOCIATION, INC.
P. C. Box 423
Boston, MA. 02102

MASSACHUSETTS PARALEGAL ASSOCIATION, INC.

Secretary's Certificate

The undersigned, being the duly elected and acting Secretary of Massachusetts Paralegal Association, Inc., hereby certifies that:

(i) attached hereto are true and correct copies of the by-laws of the Corporation; and

(ii) said by-laws have not been rescinded or amended and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have executed this certificate this 19th day of January, 1978.

(SEAL)



Susan Russell, Secretary