

Attachment A

To further the primary purposes of this corporation, this corporation shall be empowered to, but not limited to, do the following:

4.1 Powers. Subject to all limitations set forth in, or referred to by, other provisions of these Articles of Organization, this corporation shall have, and may exercise in furtherance of its corporate purposes:

- a) all powers granted to the corporation by Massachusetts General Laws Chapter 180, and in addition, the corporation may exercise in furtherance of its corporate purposes each of the powers specified in Sections 9A and 9B of Massachusetts General Laws Chapter 156B;
- b) the power to borrow money and to give promissory notes, mortgages or other instruments or undertakings incidental thereof; and
- c) all other lawful powers necessary or convenient to effect any or all of the purposes for which the corporation was formed;
- d) the power to provide cooperative housing facilities in perpetuity for its members, and in connection with such activity, the power to (i) acquire, lease, use, operate and maintain one or more buildings located on or near Boston, Massachusetts as cooperative apartments; (ii) to sell, transfer, convey, lease, mortgage or otherwise dispose of same or any part thereof or any interest therein; (iii) to make such housing facilities available to Members for residential purposes under Terms and Conditions Agreements; and (iv) to acquire, own, sell, transfer or otherwise dispose of and deal in real property or any interest therein, and all activities directly and indirectly related thereto;

provided, however, that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of the Massachusetts General Laws.

4.2 Categories of Membership. Members of the Corporation shall be classified as either Current Members or Former Members as defined in the By-Laws of the Corporation.

4.3 Equity Contributions. Neither interest nor dividends shall be paid upon any Member contribution or any other equity contribution to the capital of this corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its directors, officers or individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the corporation's purposes set forth in Article 2 of these Articles of Organization.

4.4 Meetings. Meetings of the Members of the Corporation shall be held in accordance with the By-Laws of the Corporation from time to time.

4.5 Indemnification. The Corporation may provide, either in the Corporation's By-Laws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the fullest extent presently permitted by law, provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the fullest extent permitted by such law as amended.

4.6 Transactions with Interested Persons. The By-Laws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or Member of the Corporation may have held an interest therein, provided that such transactions must be disclosed and approved by the independent members of the Board of Directors.

4.7 Division of Directors Into Classes. The By-Laws may contain provisions providing for the division of directors into classes and prescribe the tenure of office of the directors in each of the classes.

4.8 Elimination of Personal Liability for Officers and Directors. No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omission 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. No amendment to or repeal of this paragraph shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to the date upon which such amendment or repeal becomes effective. Each officer and director of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account of the Corporation, reports to the Corporation by its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors, or upon other records of the Corporation.

4.9 Amendment of the Articles of Organization. Unless otherwise required by law, a vote of sixty-seven percent (67%) of the Current Members shall be required to amend these Articles of Organization; provided that any change that impairs or diminishes the preference voting powers, restrictions, qualifications, special or relative rights or privileges of any Member, or any amendment to this Section 4.9 shall require approval of eighty-percent (80%) of the Current Members. In the event that a decision requiring such eighty percent (80%) supermajorities is to come before a meeting of the Current Members, two statements approved by the Board, one representing opinion in favor of the decision and one opposed to the decision, shall be distributed with the notice for the meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty percent (20%) of the Current Members.

4.10 Tax matters. Paid in surplus in excess of par value and capital improvements shall not be deemed to be income to the Corporation.