

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)

ARTICLE I

The exact name of the corporation is:

Boston Estate Planning Council, Inc.

ARTICLE II

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

SEE CONTINUATION SHEET 2A

Examiner

Name
Approved

C
P
M
R.A.

P.C.

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:

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 SHEETS 4A - 4C

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.

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:

104 Ward Street, Hingham, MA 02043

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: | | | |
| Treasurer: | | | |
| Clerk: | | SEE CONTINUATION SHEET | |

Directors:
(or officers
having the
powers of
directors)

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

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

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 18th day of November, 20 11.



Richard C. Allen, Esq.

Casner & Edwards, LLP, 303 Congress Street

Boston, MA 02210

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.

CONTINUATION SHEET 2A

The Corporation is organized and shall be operated exclusively to promote and represent the common professional interests of and improve professional conditions for members of the estate planning profession, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code"). The Corporation may engage in any activities in furtherance of such purpose which may lawfully be carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth and which is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

CONTINUATION SHEET 4A

Subject to the limitations set forth below, the Corporation shall have the following powers: (1) the powers set forth in Massachusetts General Laws c. 156B, §9 (a) through (k), §9(o) and §9(p); (2) the power to pay pensions and to establish and carry out pension, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees; and (3) the powers set forth in Massachusetts General Laws c. 156B, §§9A and 9B.

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any private individual, and no member, director, officer or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom except reasonable compensation for services in effecting one or more of its purposes.

(c) All persons otherwise eligible for membership shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the Corporation, its programs and activities, and the Corporation shall not, in carrying out its policies and programs, discriminate on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

CONTINUATION SHEET 4B

(d) In the event of any liquidation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall, except as may be otherwise required or prohibited by law, be distributed pursuant to Massachusetts General Laws c. 180, §11 for the common business interests of the members or to one or more organizations exempt from the federal income tax under the Internal Revenue Code.

(e) If the Corporation has members, meetings of the members may be held anywhere in the United States.

(f) No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this paragraph shall not eliminate or limit the liability of a director or officer of the Corporation (i) for any breach of the director's or officer'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 director or officer derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, modification or repeal.

(g) If the Corporation has members, the by-laws may provide that the Directors may make, amend or repeal the by-laws, in whole or in part, except with

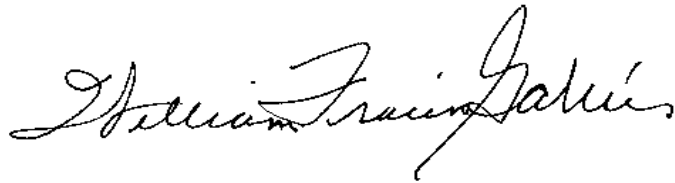
CONTINUATION SHEET 4C

respect to any provision thereof which by law, the articles of organization or the by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any by-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the by-laws. Any by-law adopted by the Directors may be amended or repealed by the members.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

November 18, 2011 03:13 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth