

ARTICLES OF ORGANIZATION
CAPE COD BRITISH CAR CLUB, LTD.
effective as of _____, 2019

Article I

The exact name of the corporation is CAPE COD BRITISH CAR CLUB, LTD.

Article II

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

This organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of these purposes, the organization shall specifically devote its activities to:

- promoting the preservation, restoration, and maintenance of antique, classic and contemporary British automobiles;
- promoting an understanding and appreciation for the artistic and mechanical design of British automobile engineering; and
- promoting an understanding of the history of British automobiles, the British automobile industry, and the impact of British auto manufacturing in the world.

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:

There shall be one class of members. The qualifications, rights, and obligations of members shall be set forth in the bylaws of the organization.

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 attached continuation page.

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.

(No change)

Article VI

(No change.)

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:

(No change)

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

(No change)

Article IV (continued)

** 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:

- A. Notwithstanding any other provisions of these bylaws, no member, officer, Board of Governors member, employee, or representative of this corporation shall take any action or carry on any activity for or on behalf of this corporation not permitted to be taken or carried on by an organization exempt under the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Governors, 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 the Articles of Organization. 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 distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on by a corporation except from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law.
- B. No member, officer, or Governor of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Governors be subject to the payment of the debts or obligations of this corporation.
- C. No member, officer, or Governor of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty by such officer or Governor notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate the liability of an officer or Governor: (i) for any breach of the officer's or Governor's duty of loyalty to the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) for any transaction from which the officer or Governor derived an improper personal benefit. No amendment or repeal of this provision shall deprive

an officer or Governor of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

- D. Upon dissolution of the corporation and after the corporation has paid or made provision for payment of all liabilities of the corporation, any remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.
- E. The Articles of Organization may be amended by a two-thirds majority vote of the members entitled to vote.

Approved by the members of the corporation on May ____, 2019.