

**The Commonwealth of Massachusetts  
Articles of Organization  
(Under G.L. Ch. 180)**

**ARTICLE I**

**The name of the corporation is: The VHL Family Alliance, Inc.**

**ARTICLE II**

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

1. To disseminate timely and accurate information about von Hippel-Lindau Syndrome to patients, family members, physicians, and other interested parties.
2. To provide means for patients and relatives to share experiences, support one another, and improve their medical care.
3. To encourage, advise, and establish standards for clinics specializing in the diagnosis and treatment of von Hippel-Lindau Syndrome.
4. To encourage and foster biomedical and other pertinent research on von Hippel-Lindau Syndrome.
5. To aid and encourage formation of Chapters and to provide assistance and guidance to enhance their effectiveness.
6. To undertake all actions as deemed appropriate by the Board of Directors to carry out the foregoing purposes to the extent permitted under state and federal law.
7. All other such purposes as are permissible for a corporation under Chapter 180 of the Massachusetts General Laws.

The Corporation is organized exclusively for charitable and educational purposes, including all such purposes permitted under Chapter 180 of the Massachusetts General Laws.

**ARTICLE III**

**If the corporation has one or more classes of members, 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:**

The designation of classes of members, the manner of election or appointment, the duration of membership and the qualification and rights including voting rights, of members of each class are set forth in the By-Laws.

**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 Sheet A

**CONTINUATION SHEET A**

- (a) No officer or Director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the officer's or Director's duty of loyalty to the Corporation or its members, (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 officer or Director derived an improper personal benefit.
- (b) The Corporation shall make no contribution for other than religious, charitable, scientific, literary or educational purposes.
- (c) The Corporation may be a partner to the maximum extent permitted by law in any enterprise which it would have power to conduct by itself.
- (d) 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.
- (e) Meetings of the members may be held anywhere in the United States.
- (f) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) No part of the net earnings or the assets of the Corporation shall inure to the benefit of any member, officer or Director of the Corporation or any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its exempt purposes.
- (h) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (i) In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and at the time qualifying as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. 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.
- (j) The Corporation must act, or refrain from acting, in any manner as is specified in Chapter 68A of the Massachusetts General Laws.
- (k) The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as an officer or director of the Corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may

become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

(l) All references herein to (i) the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) any chapter of the Massachusetts General Laws shall be deemed to refer to said chapter as now in force or hereafter amended, and (iii) particular sections of the Internal Revenue Code or Massachusetts General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

#### **ARTICLE V**

**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 below, have been duly elected.**

#### **ARTICLE VI**

**The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth: April 28<sup>th</sup>, 1993**

#### **ARTICLE VII**

**a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable):**

171 Clinton Road, Brookline, MA 02146

**b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:**

	<b>NAME</b>	<b>RESIDENCE/ POST OFFICE ADDRESS</b>
<b>President:</b>	Joyce Wilcox Graff	171 Clinton Road, Brookline, MA 02146
<b>Treasurer:</b>	Susan Warnick	16 Ridge Lawn Rd., Reisterstown, MD 21136
<b>Clerk:</b>	Rachael Morgenstern	171 Clinton Road, Brookline, MA 02146

**Directors: (or officers having the powers of directors):**

<b>NAME</b>	<b>RESIDENCE / POST OFFICE ADDRESS</b>
Joyce Wilcox Graff	171 Clinton Road, Brookline, MA 02146
Susan Warnick	16 Ridge Lawn Road, Reisterstown, MD 21136

Peggy Graham	32049 Cambridge, Warren, MI 48093
Lois P. Erickson	9532 10 <sup>th</sup> Avenue South, Bloomington, MN 55420
Darlene Young	3 Crestwood Avenue, Plainville, MA 02762

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 of the corporation, if any is:

I/We the below-signed INCORPORATORS 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 principal 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 inforporator(s) and whose names 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

14<sup>th</sup> day of April 1993

/signed/ Joyce W. Graff, President  
VHL Family Alliance  
171 Clinton Road  
Brookline, MA 02146

428106

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to m, 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

28<sup>th</sup> day of April 1993 (effective date)

/signed/ Michael J. Connolly, Secretary of State

# **VHL FAMILY ALLIANCE, INC.**

## ***Incorporator Action by Written Consent***

The undersigned, acting as the sole incorporator of the VHL Family Alliance, Inc., (the "Corporation"), hereby consents to the following actions:

1. The By-laws attached hereto as Exhibit A are hereby adopted as the By-laws of the Corporation.
2. The Articles of Organization of the Corporation, in the form attached hereto as Exhibit B, are hereby adopted and shall be executed and submitted to the Secretary of the Commonwealth of Massachusetts for filing together with the proper fee.
3. The Startup Executive Committee consists of three persons who have agreed to the By-laws and Incorporation documents:

Joyce Wilcox Graff, 171 Clinton Road, Brookline, MA 02146

Susan Warnick, 16 Ridge Lawn Road, Reisterstown, MD 21136

Peggy Graham, 32049 Cambridge, Warren, MI 48093

3. The number of Directors of the Corporation is hereby fixed at five, and the following individuals are hereby elected to serve as Directors of the Corporation. A slate of officers will be proposed to the membership for election in May 1994, to take office at the beginning of the fiscal year in July. In the interim, the following Directors serve in the following interim offices:

Joyce Wilcox Graff, Co-Chair      171 Clinton Road, Brookline, MA 02146

Susan Warnick, Co-Chair      16 Ridge Lawn Road, Reisterstown, MD 21136

Peggy Graham, Co-Chair      32049 Cambridge, Warren, MI 48093

Darlene Young, Secretary      3 Crestwood Ave, Plainville, MA 02762

Lois P. Erickson, Treasurer      9532 10th Ave South, Bloomington, MN 55420