

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

DELANO KINDRED, INCORPORATED

ARTICLE II

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

See attached sheet 1.

91-295043

- C
- P
- M
- R.A.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

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 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 are set forth in the bylaws of the corporation.

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 sheets 1 through 6.

• 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.

ARTICLES OF ORGANIZATION

ARTICLE I

The name of the corporation is DELANO KINDRED, INCORPORATED.

ARTICLE II

The Corporation is organized exclusively for educational and charitable purposes in order to perpetuate the memory and genealogy of the ancestors and descendants of PHILIPPE DE LA NOYE by combining the resources and efforts of its members and associates in the collecting, compiling, preserving, and publishing of relevant genealogical and historical records; in the support and encouragement of genealogical and historical research; in the memorializing of locations and structures of historic significance; in the support of historical museums and organizations; in acquiring by purchase, gift, devise, or otherwise, title to, or the custody and control of historic real estate and relics and holding them for the use and enjoyment of the members and the public, subject to such regulations as are deemed necessary for protection and display, the proceeds thereof or income therefrom to be used for the Corporation's purposes, and in accepting or acquiring moneys or securities, personal property and other items and holding or using the same for the purposes of the Corporation. This will include, 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 corresponding section of any future federal tax code.

ARTICLE III

Membership as stated in the bylaws of the corporation.

ARTICLE IV

The corporation shall have the following powers in furtherance of its corporate purposes:

- a. The corporation shall have perpetual succession in its corporate name.
- b. The corporation may sue and be sued.
- c. The corporation may have a corporate seal which it may alter at pleasure.
- d. The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- e. The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve,

- employ, use and otherwise deal in and with, real and personal property, or any other interest therein, wherever situated, in an unlimited amount.
- 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. The corporation may 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, or any interest therein, wherever situated.
 - h. The corporation may 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.
 - i. The corporation may make contracts, give guarantees in furtherance of its corporate purposes 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.
 - j. The corporation may 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.
 - k. The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.
 - l. The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.
 - m. The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the

corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than charitable or educational purposes.

- n. The corporation may be an incorporator of other corporations of any type or kind.
- o. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- p. The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law or the bylaws requires action by the members.
- q. Annual Meetings of the members shall be held.
- r. The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected hereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he/she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or effect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors," "officers," "employees" and "agents" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- s. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and
1. such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
 2. no such director, officer, member or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
 3. any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same; the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

- t. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer, director or member of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and 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 that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.
- u. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- v. In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the bylaws of the corporation, the following provisions shall apply:
- The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- The directors shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- w. The corporation shall have and may 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 Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

- x. Notwithstanding anything elsewhere herein provided, the corporation is organized and shall be operated exclusively for charitable and educational purposes, as said terms have been and shall be defined in and pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as said sections may from time to time be amended or added to, or under any successor sections thereto. Powers of this corporation shall be exercised only in such manner as to assure charitable and educational purposes as so defined, it being the intention that this corporation shall be exempt from federal income taxes and that contributions to it shall be deductible pursuant to said section of said code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

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

ARTICLE V

The bylaws of the corporation have been duly adopted and the initial directors, President, Vice President, Treasurer and Executive Secretary, 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 of Massachusetts.

ARTICLE VII

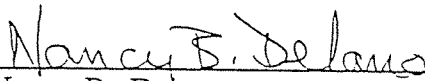
- a. The Post Office address of the principal office of the corporation in Massachusetts is: P.O. Box 2635
Duxbury, Plymouth County, Massachusetts 02331
- b. The name, residence and Post Office address of each of the initial directors and the following officers of the corporation are as follows:

<u>Name</u>	<u>Residence</u>	<u>P.O.</u>
President: George B. DeLano	521 Buffer Drive Virginia Beach, VA 23462	Same
Vice Pres: Robert B. Delano	Rt. 3, Box 1955 Warsaw, VA 22572	Same
Treasurer: Nancy B. Delano	Old Cordwood Path Duxbury, MA 02332	Same
Secretary: Phillip R. Delano	10 Triphammer Road Hingham, MA 02043	Same
Directors:		
Paul W. Delano	7696 Donlee Drive Niagara Falls, Ontario L2H-2N4, Canada	Same
Jonathan W. Delano	254 Inglewood Drive Pittsburgh, PA 15228	Same
David E. Kumpf	15 Liberty Terrace Buffalo, NY 14215	Same
Arthur A. DeLano Jr.	1058E. Donnington Cir. Towson, MD 21204	Same
Frances J. Mitchell	379 Columbia Street Cohoes, NY 12047	Same

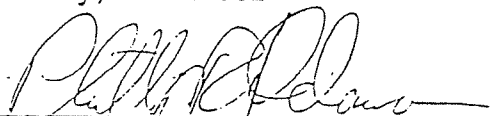
- c. The fiscal year of the corporation shall end on the last day of the month of May.
- d. The name and business address of the resident agent of the corporation, if any, is: none.

We, the below-signed incorporators, do hereby certify under the pains and penalties of perjury that we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. We do hereby further certify that to the best of our knowledge the above-named principal officers, a majority of whom are U.S. citizens, have not been similarly convicted.

IN WITNESS WHEREOF and under the pains and penalties of perjury we, whose signatures appear below, as incorporators and whose names and residential addresses are clearly typed 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 incorporators this 12th day of October, 1991.



Nancy B. Delano
Old Cordwood Path
Duxbury, MA 02332



Phillip R. Delano
10 Triphammer Road
Hingham, MA 02043

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

Effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is:

P.O. Box 2635, Duxbury, Plymouth County, Massachusetts

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

NAME	RESIDENCE	POST OFFICE ADDRESS
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President: See attached sheet 7.

Treasurer:

Clerk:

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

NAME	RESIDENCE	POST OFFICE ADDRESS
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See attached sheet 7.

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

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is: none

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 incorporator(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 12th day of October 19 91

Phillip R. Delano

Phillip R. Delano
10 Triphammer Road
Hingham, MA 02043

Nancy B. Delano

Nancy B. Delano
142 Old Cordwood Path
Duxbury, MA 02332

NOTE: If an already-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.

SECRETARY OF
COMMONWEALTH
OCT 22 PM 3:29
REGISTRATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, 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 22nd day of October, 1991

Effective date

[Handwritten signature of Michael J. Connolly]

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: Nancy B. Delano
142 Old Cardwood Path
Duxbury, MA 02332
Telephone: 617-934-5257



DELANO KINDRED INCORPORATED

Enclosure 2

DELANO KINDRED, INC.
ANNUAL REPORT FY 1992
JUNE 1991 THROUGH MAY 1992

Background. Prior to the beginning of Fiscal Year 1992 in an effort to carry on the enthusiasm generated at the 1990 DELANO KINDRED Reunion, a group of interested descendants of Philippe DE LA NOYE started to form a "pro tempore" organization in January 1991. By June 1991 this organization was formed.

In June 1991, News Letter #1 was published and was mailed to all those who registered at the 1990 Reunion. News Letter #1 gave the names of the pro tempore officers and directors of the Board of the organization and explained that:

- The DELANO KINDRED would hopefully be an international organization.
- The Board was working on Articles of Organization and the Bylaws.
- The annual dues for the year 1992 had been established.
- The Board hoped to reserve half of the funds collected at the 1990 Reunion for a Memorial to Philippe DE LA NOYE.
- There were three regional reunions held or scheduled to be held in the United States and Canada.
- The 1992 Reunion was scheduled for the period 29 July - 1 August 1992 in Duxbury.
- And it was hoped to publish a News Letter quarterly.

This News Letter also asked for help and ideas concerning the organization.

During the summer of 1991, work continued on the Articles of Organization and the Bylaws. On October 2 through 14, 1991, the Officers and Directors met at Nancy B. Delano's home in Duxbury, Massachusetts and accomplished the following:

- Adopted the Articles of Organization, the Bylaws, and a Policy and Organization Manual.

- Accepted the slate of Officers and Directors which were listed in News Letter #1.
- Established a Reunion Committee.
- Recognized Nancy B. Delano and Phillip R. Delano as incorporators and signees for the purpose of incorporating the DELANO KINDRED in the Commonwealth of Massachusetts as a Non-Profit corporation.
- Permitted Nancy B. Delano to make arrangements for advice in filing for tax-exempt status.
- Identified a mail distributors, members to establish a computerized membership/address system, and two "repositories" for genealogical information.
- Appointed the chairman of the Program Committee, a chairman of a Genealogist Search Committee, and a Chairman of the Subordinate Chapter Committee.
- And adopted the DELANO KINDRED INCORPORATED seal, logo and motto--Bonnes Nouvelles (Good Tidings).

In November 1992, after some additional work by Nancy B. Delano and Phillip R. Delano, the DELANO KINDRED Articles of Incorporation were submitted to the Commonwealth of Massachusetts and in December 1992, the DELANO KINDRED was a Massachusetts Not-for-Profit corporation.

In March 1992, the Program Committee met to develop Goals and Plans for the Future. You will be hearing more about that later. During the same period, various committee appointments were made and the search for a membership genealogist was underway. Also, a source for copies of the Genealogy, History and Alliances of the American House of Delano was identified.

In April, the first database of the descendants of Philippe DE LA NOYE known to us was computerized. With its use, News Letter #2 was mailed to over 1,135 addresses.

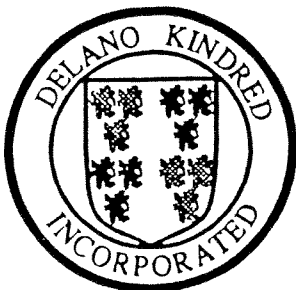
By the end of our Fiscal Year (May 31, 1992) there were approximately 209 addresses of members "in good standing" which conservatively yielded 15 percent response to the appeal for members in News Letter #2. However, more membership forms from News Letter #2 were still being received in June.

This concludes the Annual Report for the Fiscal Year 1992. I would ask you to hold your questions until the Question and Answer Period on the agenda.

Enclosure (3)

DELANO KINDRED, INC.
FY 93 BUDGET

INCOME [Based on Annual Dues and a Projected 15% New Member Response Rate]		\$4,728.00
EXPENDITURES		
Newsletter Publishing	\$2,397.36	
Membership Administration	400.00	
Treasurer Administration	275.00	
Board of Directors Business Meeting	750.00	
Miscellaneous Expenses	<u>300.00</u>	
TOTAL EXPENSES	\$4,122.36	<u>\$4,122.36</u>
PROJECTED SURPLUS [for Educational & Charitable Purposes]		\$605.64



DELANO KINDRED INCORPORATED

Treasurer's Report

10-27-91	Date of Incorporation	Balance	\$794.14
	Income	1990 Collection	\$550.00
		Dues etc	310.00
		Interest	38.72
			\$907.72
	Expenses	Check Printing	\$ 9.04
		Postage	31.00
		Comm of MA Incorporation	35.00
			-\$113.58
11-25-91	Balance to Rockland Trust Company Corporation Checking Account Number 4 088 832		\$794.14
	Income	Dues etc	\$899.00
		Memorial Fund	27.00
		Refund of Chk. Chg.	10.87
		Voided Check	49.05
			\$985.92
	Expenses	Check printing	\$ 9.83
		Check service charges	36.82
		P. O. Box Rent	7.25
		Printing - Name Lists	119.82
		Newsletter #2	439.11
		GeneralBusiness Services	150.00
			\$762.83
5-31-92	Balance in Rockland Trust Company Checking Account Number 4 088-832		\$1017.23

Respectfully submitted,

Nancy B. Delano
Nancy B. Delano, Treasurer