

# State of Idaho

## Department of State.

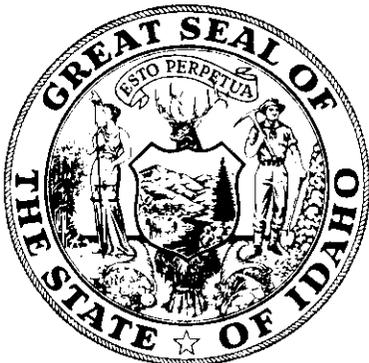
### CERTIFICATE OF AUTHORITY OF

THE INFINITE ODYSSEY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE INFINITE ODYSSEY, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THE INFINITE ODYSSEY, INC. to transact business in this State under the name THE INFINITE ODYSSEY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 15, 19 81



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

MAY 15 9 07 AM '81

(Nonprofit Corporation)

SECRETARY OF STATE

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- The name of the corporation is The Infinite Odyssey, Inc.
- \*The name which it shall use in Idaho is The Infinite Odyssey, Inc.
- It is incorporated under the laws of The Commonwealth of Massachusetts
- The date of its incorporation is September 26, 1972 and the period of its duration is until Directors vote on its termination
- The address of its principal office in the state or country under the laws of which it is incorporated is 25 Huntington Avenue, Suite 312, Boston, MA 02116
- The address of its proposed registered office in Idaho is General Delivery, Driggs, ID 83422  
Mahogany Creek Ranch, and the name of its proposed registered agent in Idaho at that address is Ray Wood
- The purpose or purposes which it proposes to pursue in Idaho are:  
To organize progressive travel camps which teach students about the outdoors through mountaineering and rafting during months of July and August.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Timothy Anderson</u>	<u>National Alliance of Busi.</u>	<u>Boston, MA 02110</u>
<u>Jack Arnow</u>	<u>27 Saddle Club Road,</u>	<u>Lexington, MA 02173</u>
<u>Pam Anderson, J.D.</u>	<u>Powers and Hall</u>	<u>Boston, Ma 02110</u>
<u>Rusty Kellogg</u>	<u>Paine Webber Prop.</u>	<u>Boston, MA 02110</u>
<u>Joseph Mahoney</u>	<u>Babson College</u>	<u>Babson Park, MA 02157</u>
<u>Joseph Mortola, MD</u>	<u>Beth Israel Hosp.</u>	<u>Boston, MA 02215</u>
<u>Regina Ryan</u>	<u>109 Holt Street,</u>	<u>Watertown, MA 02172</u>
<u>Jenny Russell</u>	<u>40 Myrtle Ave,</u>	<u>Newton, MA 02166</u>

(continued on reverse)



# The Commonwealth of Massachusetts

JOHN F.X. DAVOREN

Secretary of the Commonwealth

MAY 15 9 07 AM '81

STATE HOUSE /  
BOSTON, MASS.

APR 1 1980

SECRETARY OF STATE

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

POST OFFICE ADDRESS

*Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.*

Philip Weld Baldwin

14 Union Park St.  
Boston, Mass. 02118

does

The above-named incorporator(s) do hereby associate ~~themselves~~ with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

The Infinite Odyssey, Inc.

2. The purposes for which the corporation is formed are as follows:

The Infinite Odyssey is an educational organization which seeks to promote understanding and brotherhood between the various races and peoples.

Its activities may include, without being limited to, the promotion of travel, agriculture, and crafts, in order to instill self-confidence, responsibility and a sense of trust among the participants, to the benefit both of themselves and those around them.

A TRUE COPY ATTEST	
<i>Michael Joseph Connolly</i>	
MICHAEL JOSEPH CONNOLLY	
SECRETARY OF STATE	
DATE <i>4/15/80</i>	CLERK <i>Am</i>

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

\* 4. 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, ~~which follows~~ are set forth on the attached pages 4A-4D, which are made a part hereof.

• If there are no provisions state "None".

(a) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(b) 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.

(c) 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.

(d) The corporation may make contracts, give guarantees 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.

(e) 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.

(f) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Mass. G.L. c. 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

(g) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of any corporation, fifty per cent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it.

(h) The corporation may participate as a subscriber in the exchanging of insurance contracts specified in Mass. G.L. c. 175, § 94B as now in force or as hereafter amended.

(i) The corporation may be an incorporator of other corporations of any type or kind.

(j) The corporation may be a partner in any business enterprise which said corporation would have power to conduct by itself.

(k) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law or the by-laws require action by the members.

(l) Meetings of the members may be held anywhere in the United States.

(m) 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 thereby, 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 in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, the person being indemnified undertake to repay such payment if he shall be adjudicated to be not entitled to indemnification under Mass. G.L. c. 180, § 6 as now in force or hereafter amended and 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 action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote

for directors, voting as a single class. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. As used in this Section, the terms "director," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Section shall affect any rights to indemnification to which corporate personnel other than directors may be entitled by contract or otherwise under law. In no event shall the corporation make any payment to a director, officer, employee or other agent if such payment would constitute a taxable expenditure under Section 4945 of the Internal Revenue Code.

(n) 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 or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; no contribution shall be made by the corporation for other than religious, charitable, scientific, literary or educational purposes; and no substantial part of the activities of the corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participating in or intervening 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 qualify as a public charity under Section 509(a) of the Internal Revenue Code.

(o) Upon the dissolution of the corporation, the members shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to such organization or organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the members shall determine.

(p) 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.

Any other provisions of this instrument notwithstanding, 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.

(q) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954 and shall be deemed to include statutes which succeed said provisions (i.e., corresponding provisions of future Internal Revenue laws).

(r) The corporation may have and 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 Mass. G.L. c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code.

Francis L. Coolidge	375 Harvard St. Cambridge, Mass.	225 Franklin St. Boston, Mass.
Christine Fowley	8 Sunnyside Ave. Pleasantville, N.Y.	8 Sunnyside Ave. Pleasantville, N.Y.
Walter Hufnagel	8963 Sankt Mang (Allgau) Im Oberweis 18 Kempten, W. Germany	Unilever GmbH Kempten, W. Germany
Joseph F. E. Mortola	Box 85 Croton Falls, N.Y.	36 Myrtle St. Boston, Mass.
Robert F. Perkins	Highland Ave. Manchester, Mass.	Highland Ave. Manchester, Mass.

5. 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.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth ~~with the date in which it specifies a date more than 30 days after date of filing~~
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

Room 2400, 225 Franklin Street, Boston, Mass. 02110

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
President: Philip W. Baldwin	14 Union Park St. Boston, Mass. 02118	Kingsley School 397 Marlborough St. Boston, Mass.
Treasurer: Joseph F. E. Mortola	Box 85 Croton Falls, N.Y.	36 Myrtle St. Boston, Mass.
Clerk: Robert F. Perkins	Highland Ave. Manchester, Mass.	Highland Ave. Manchester, Mass.

Directors: (or officers having the powers of directors)

Philip W. Baldwin	14 Union Park St. Boston, Mass. 02118	Kingsley School 397 Marlborough St. Boston, Mass.
Andrew Bundy	1040 Park Ave. New York, N.Y.	1040 Park Ave. New York, N.Y.

Further directors listed on p. 7a.

c. The date initially adopted on which the corporation's fiscal year ends is:

October 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

The first Monday in February

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

Francis L. Coolidge, 225 Franklin St., Boston, Mass.

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this            26th            day of    September            1972

*Philip W. Baldwin*

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

12310

P.A.

RECEIVED

OCT 2 1972

THE COMMONWEALTH OF MASSACHUSETTS

CORPORATION DIVISION  
SECRETARY'S OFFICE

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

RECEIVED

\$30.00 fee  
OCT 2 1972

CORPORATION DIVISION  
SECRETARY'S OFFICE

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 ~~\$25.00~~ having been paid, said articles are deemed to have been filed with me this 2nd day of October 1972

Effective date

*John F. X. Davoren*

JOHN F. X. DAVOREN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION  
CHARTER TO BE SENT TO

*Med. 12-4-1972  
MAEC*

Francis L. Coolidge

225 Franklin Street

Boston, Mass. 02110

*423-6100*

FILING FEE: \$25.00

CHARTER MAILED  
DELIVERED

Boston & Manchester 10-10-72

*OK  
mf*