



The Commonwealth of Massachusetts
William Francis Galvin

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Special Instructions

Articles of Organization
(General Laws, Chapter 180)

Federal Identification Number: 043555874

ARTICLE I

The name of the corporation is:
ASSOCIATION OF COLLEGE AND UNIVERSITY MAIL SERVICES, INC.

ARTICLE II

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

TO PROVIDE A PROFESSIONAL ASSOCIATION, ON A NON-PROFIT BASIS, FOR COLLEGE AND UNIVERSITY MAIL MANAGERS TO ENHANCE THEIR KNOWLEDGE AND MANAGERIAL ABILITIES, AND TO IMPROVE MAIL AND RELATED SERVICES AT THEIR RESPECTIVE INSTITUTIONS. IN ADDITION, TO ENGAGE GENERALLY IN ANY ACTIVITY THAT MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS AND IS NOT INCONSISTENT WITH THE CORPORATION'S QUALIFICATIONS AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

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 qualifications 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 CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.

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: *(If there are no provisions state "NONE")*

1. 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, AND INDEMNIFY SUCH CORPORATE PERSONNEL.

(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 OR PERSONAL PROPERTY, OR ANY 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 GUARANTIES 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, 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 FOR PROFIT A TRADE OR BUSINESS UNRELATED TO ITS TAX EXEMPT PURPOSES.

(L) THE CORPORATION MAY MAKE DONATIONS IN SUCH AMOUNTS AS THE DIRECTORS SHALL DETERMINE, IRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE OR FOR ANY COMMUNITY FUND, HOSPITAL, CHARITABLE, RELIGIOUS, EDUCATIONAL, SCIENTIFIC, CIVIC OR SIMILAR PURPOSES, AND IN A 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)(6) OF THE INTERNAL REVENUE CODE, IT SHALL MAKE NO CONTRIBUTION FOR OTHER THAN RELIGIOUS, CHARITABLE, SCIENTIFIC, TESTING FOR PUBLIC SAFETY, LITERARY, OR EDUCATIONAL PURPOSES, FOR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS, FOR THE PROMOTION OF SOCIAL WELFARE, OR FOR THE ACTIVITIES OF OTHER ORGANIZATIONS DESCRIBED IN

SAID SECTION 501(C)(6).

(M) THE CORPORATION MAY PAY PENSIONS, 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.

(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 THAT IT WOULD HAVE POWER TO CONDUCT BY ITSELF.

(P) THE BYLAWS MAY AUTHORIZE DIRECTORS TO MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART.

(Q) MEETINGS OF THE DIRECTORS MAY BE HELD ANYWHERE IN THE UNITED STATES.

(R) 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 MEMBER, 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. IT IS INTENDED THAT THE CORPORATION SHALL BE ENTITLED TO EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE.

(S) UPON THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR DUE PROVISION THEREFOR, ALL THE ASSETS OF THE CORPORATION SHALL BE TRANSFERRED TO ONE OR MORE ORGANIZATIONS THAT ARE EXEMPT FROM TAXATION UNDER PARAGRAPH (3), (4) OR (6) OF SUBSECTION 501(C) OF THE INTERNAL REVENUE CODE.

(T) THE CORPORATION SHALL HAVE AND MAY EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY OR ALL THE PURPOSES FOR WHICH THE CORPORATION IS FORMED; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH MASSACHUSETTS GENERAL LAWS, CHAPTER 180, OR ANY OTHER APPLICABLE 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 THAT WOULD DEPRIVE IT OF EXEMPTION FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE.

(U) 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 CHAPTER 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.

2. THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL NOT BE HELD PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT SUCH LIMITATION OF LIABILITY SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT 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.

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

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.

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.

Later Effective Date:

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. and Street: 155 SOUTH PLEASANT ST.

City or Town: AMHERST

State: MA

Zip: 01002

Country: USA

b. The name, residential address and post office address of each director and officer is as follows:
(A president, treasurer, clerk, and at least one director are required.)

Title: VICE PRESIDENT **Expiration of Term:** June 30, 2005

First Name: ALAN **Middle Name:** **Last Name:** ANDERSON

Residential Address: 251 SEAMAN AVE.

City: NEW YORK **State:** NY **Zip:** 10034

Country: USA

Post Office Address: 251 SEAMAN AVE.

City: NEW YORK **State:** NY **Zip:** 10034

Country: USA

Title: SECRETARY **Expiration of Term:** June 30, 2005

First Name: ANTHONY **Middle Name:** **Last Name:** VOTO

Residential Address: 11 GREENWOOD TERRACE

City: SOMERVILLE **State:** MA **Zip:** 02143

Country: USA

Post Office Address: 11 GREENWOOD TERRACE

City: SOMERVILLE **State:** MA **Zip:** 02143

Country: USA

Title: DIRECTOR **Expiration of Term:** June 30, 2005

First Name: MARK **Middle Name:** **Last Name:** GOODRICH

Residential Address: 35 GREYSON RD.

City: ROCHESTER **State:** NY **Zip:** 14623

Country: USA

Post Office Address: 35 GREYSON RD.

City: ROCHESTER **State:** NY **Zip:** 14623

Country: USA

Title: DIRECTOR **Expiration of Term:** June 30, 2005

First Name: ALAN **Middle Name:** **Last Name:** ANDERSON

Residential Address: 251 SEAMAN AVE.

City: NEW YORK **State:** NY **Zip:** 10034

Country: USA

Post Office Address: 251 SEAMAN AVE.

City: NEW YORK **State:** NY **Zip:** 10034

Country: USA

Title: DIRECTOR **Expiration of Term:** June 30, 2005

First Name: ANTHONY **Middle Name:** **Last Name:** VOTO

Residential Address: 11 GREENWOOD TERRACE

City: SOMERVILLE **State:** MA **Zip:** 02143

Country: USA

Post Office Address: 11 GREENWOOD TERRACE

City: SOMERVILLE **State:** MA **Zip:** 02143

Country: USA

Title: PRESIDENT **Expiration of Term:** June 30, 2005

First Name: MARK **Middle Name:** **Last Name:** GOODRICH

Residential Address: 35 GREYSON RD.

City: ROCHESTER **State:** NY **Zip:** 14623

Country: USA

Post Office Address: 35 GREYSON RD.

City: ROCHESTER **State:** NY **Zip:** 14623

Country: USA

Title: TREASURER **Expiration of Term:** June 30, 2005

First Name: BARBARA **Middle Name:** **Last Name:** ST. ONGE

Residential Address: 89 SANDY HILL RD.

City: FLORENCE **State:** MA **Zip:** 01062

Country: USA

Post Office Address: 89 SANDY HILL RD.

City: FLORENCE **State:** MA **Zip:** 01062

Country: USA

Title: DIRECTOR **Expiration of Term:** June 30, 2005

First Name: BARBARA **Middle Name:** **Last Name:** ST. ONGE

Residential Address: 89 SANDY HILL RD.

City: FLORENCE **State:** MA **Zip:** 01062

Country: USA

Post Office Address: 89 SANDY HILL RD.

City: FLORENCE **State:** MA **Zip:** 01062

Country: USA

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month: January

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

Name: BARBARA ST. ONGE

No. and Street: 89 SANDY HILL RD.

City or Town: FLORENCE **State:** MA **Zip:** 01062 **Country:** USA

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:

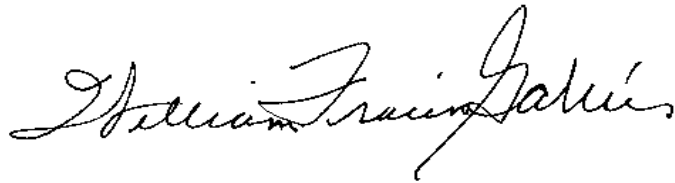
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this [field]

(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of 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.)

BARBARA ST. ONGE

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:

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