

# 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:

NATIONAL AUTO BODY COUNSEL, INC.

### ARTICLE II

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

To promote, foster, advance and improve the common interest and condition of the automotive repair industry; to improve the self-esteem of individual members; to promote a positive impression of the automotive collision repair industry; and to do all things permitted by M.G.L., C. 180 as amended and Section 501A and Section 501 C6 of the Internal Revenue Code of 1954 as amended.

94-244081

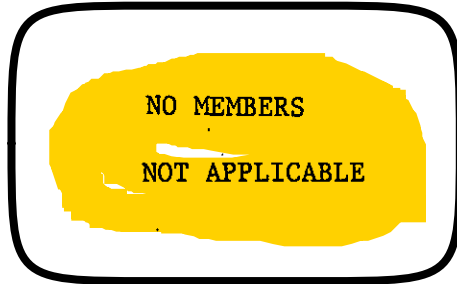
C   
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P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8½ 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:



### 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"

• 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.

## **CONTINUATION SHEET A**

(a) No officer or Director shall be personally liable to the Corporation 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 officer's or Director's duty of loyalty to the Corporation, (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.

(e) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gifts or bequest.

(f) The Corporation may make contracts of guarantee and suretyship, whether or not in furtherance of its purposes, provided, however, that (a) such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly by the Corporation; and (b) the Board of Directors of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.

(g) No part of the net earnings of the assets of the Corporation shall inure to the benefit of any 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 5019(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 Directors shall have the power to fix their compensation from time to time. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, nor shall any Director or officer be under any liability to the Corporation on account of any such contract or transaction if:

(1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified, by the Board of Directors or a committee thereof.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(1) The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, officer, employee or other agent 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 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 or officer (or in any capacity with respect to any employee benefit plan) 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 (or, to the extent that such matter relates to service with respect to an employee benefit plan) in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification thereof shall be approved:

(i) by a majority vote of a quorum consisting of disinterested Directors;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;

(iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person 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 (a) an affidavit of such individual of his good faith belief that he has met the standard conduct necessary for indemnification under this Article, and (b) an undertaking by such individual

to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than the persons designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used herein the terms "person", "Director," "officer," "employee." and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application hereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereof or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

(m) 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 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 street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable)

12 CARRIAGE LANE, WALPOLE, MA 02081

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:	CHARLES S. SULKALA	12 Carriage Lane Walpole, MA 02081	12 Carriage Lane Walpole, MA 02081
Treasurer:	RICHARD EDWALL	2525 Paddock Drive San Ramon, CA 94583	4471 Stoneridge Drive Suite A, Pleasanton, CA 94588
Clerk:	STEPHEN G. MICHAELS	4 Anawan Avenue West Roxbury, MA 02132	4 Anawan Avenue West Roxbury, MA 02132
Directors:	(or officers having the powers of directors).		

	NAME	RESIDENCE	POST OFFICE ADDRESS
	CHARLES S. SULKALA	12 Carriage Lane Walpole, MA 02081	12 Carriage Lane Walpole, MA 02081
	RICHARD EDWALL	2525 Paddock Drive San Ramon, CA 94583	4471 Stoneridge Drive Suite A, Pleasanton, CA 94588
	JEFFREY SILVA	1325 Fairfax Lane Buffalo Grove, IL 60089	1325 Fairfax Lane Buffalo Grove, IL 60089

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

DECEMBER

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

CHARLES S. SULKALA, 12 CARRIAGE LANE, WALPOLE, MA 02081

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 \_\_\_\_\_ day of \_\_\_\_\_ 1994

  
\_\_\_\_\_  
CHARLES S. SULKALA

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.

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SECRETARY OF STATE  
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CORPORATION 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

day of

SEPTEMBER 1<sup>ST</sup>

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Effective date

*Michael Joseph Connolly*

MICHAEL J. CONNOLLY

Secretary of State

**A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED**

TO: STEPHEN G. MICHAELS, ESQUIRE  
LAW OFFICES OF STEPHEN G. MICHAELS  
4 ANAWAN AVENUE  
WEST ROXBURY, MA 02132  
(617) 325-9434

Telephone: \_\_\_\_\_