

**FRIENDS OF THE**  
**MARBLEHEAD FIREWORKS, INC.**

A Massachusetts Non-profit Public Benefit Corporation

**ARTICLES OF  
INCORPORATION**

**ARTICLE I  
NAME**

**1.01 Name**

The name of this corporation shall be FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. The business of the corporation may be conducted as FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. or Marblehead Fireworks Forever.

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

**3.01 Purpose**

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. will educate the public about the annual Fourth of July Fireworks in the Town of Marblehead in the Commonwealth of Massachusetts, will conduct various fund-raising activities for those fireworks, and will make charitable donations to the Fireworks Fund at the Town of Marblehead.

**3.02 Public Benefit**

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. is organized exclusively for charitable and educational purposes including, 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. No part of the net earnings of FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the FRIENDS OF THE MARBLEHEAD FIREWORKS, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. hereunder shall be selected by the discretion of a majority of the managing body of the FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Town of Marblehead to be added to the fireworks fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**5.01 Governance**

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. shall be governed by its board of directors.

**5.02 Initial Directors**

The initial directors of the corporation shall be Alexander Falk, Eyal Oren, Charles Gessner, Timothy Green, and Peter Schalck.

**ARTICLE VI**  
**MEMBERSHIP**

**6.01 Membership**

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Corporate Address**

The address of the corporation is:

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC.  
452 Atlantic Ave  
Marblehead, MA 01945

The mailing address of the corporation is:

FRIENDS OF THE MARBLEHEAD FIREWORKS, INC.  
452 Atlantic Ave  
Marblehead, MA 01945

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Alexander Falk  
452 Atlantic Ave  
Marblehead, MA 01945

**ARTICLE X**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Alexander Falk  
452 Atlantic Ave  
Marblehead, MA 01945

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. were approved by the board of directors on February, 7 2014 and constitute a complete copy of Articles of Incorporation of the FRIENDS OF THE MARBLEHEAD FIREWORKS, INC.

President: Alexander Falk  
452 Atlantic Ave, Marblehead, MA 01

Signature:   
Alexander Falk (Feb 8, 2014)

Email: al@falk.us

Vice President: Eyal Oren  
21 Shetland Rd, Marblehead, MA 019

Signature:   
Eyal Oren (Feb 9, 2014)

Email: contact@wednesdaysinmhd.com

Secretary: Timothy Green  
45 Gerald Rd, Marblehead, MA 01945

Signature:   
Timothy R Green (Feb 8, 2014)

Email: tim@greens-acehardware.com

Treasurer: Charles Gessner  
20 Gregory St, Marblehead, MA 0194

Signature:   
Charles Gessner (Feb 8, 2014)

Email: chgessner@icloud.com

Member at large: Peter Schalck  
148 Elm St, Marblehead, MA 01945

Signature:   
Peter Schalck (Feb 10, 2014)

Email: peter@flatrockstudios.com

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Alexander Falk, agree to be the registered agent for FRIENDS OF THE MARBLEHEAD FIREWORKS, INC. as appointed herein.

  
Alexander Falk (Feb 8, 2014)

Alexander Falk, Registered Agent

Date: Feb 8, 2014












# Articles of Incorporation - Friends of Marblehead Fireworks

EchoSign Document History

February 10, 2014

Created: February 08, 2014  
By: Alexander Falk (al@falk.us)  
Status: SIGNED  
Transaction ID: X5INAMW38243R3P

## “Articles of Incorporation - Friends of Marblehead Fireworks” History

-  Document created by Alexander Falk (al@falk.us)  
February 08, 2014 - 8:01 AM PST - IP address: 98.217.218.236
-  Document emailed to Alexander Falk (al@falk.us) for signature  
February 08, 2014 - 8:04 AM PST
-  Document emailed to Peter Schalck (peter@flatrockstudios.com) for signature  
February 08, 2014 - 8:04 AM PST
-  Document emailed to Eyal Oren (contact@wednesdaysinmhd.com) for signature  
February 08, 2014 - 8:04 AM PST
-  Document emailed to Timothy R Green (tim@greens-acehardware.com) for signature  
February 08, 2014 - 8:04 AM PST
-  Document emailed to Charles Gessner (chgessner@icloud.com) for signature  
February 08, 2014 - 8:04 AM PST
-  Alexander Falk (al@falk.us) verified their identity during e-signing using their Google web identity Alexander Falk (<https://www.google.com/profiles/104660245509558814057>)  
February 08, 2014 - 8:05 AM PST
-  Document esigned by Alexander Falk (al@falk.us)  
Signature Date: February 08, 2014 - 8:05 AM PST - Time Source: server - IP address: 98.217.218.236
-  Document viewed by Timothy R Green (tim@greens-acehardware.com)  
February 08, 2014 - 10:45 AM PST - IP address: 72.74.173.140

 Document viewed by Peter Schalck (peter@flatrockstudios.com)

February 08, 2014 - 11:08 AM PST - IP address: 198.228.197.171

 Document viewed by Charles Gessner (chguessner@icloud.com)


February 08, 2014 - 1:08 PM PST - IP address: 166.147.109.30

 Document esigned by Charles Gessner (chguessner@icloud.com)

Signature Date: February 08, 2014 - 1:10 PM PST - Time Source: server - IP address: 166.147.109.30

 Document esigned by Timothy R Green (tim@greens-acehardware.com)

Signature Date: February 08, 2014 - 1:27 PM PST - Time Source: server - IP address: 24.147.221.125

 Document viewed by Eyal Oren (contact@wednesdaysinmhd.com)

February 09, 2014 - 6:21 PM PST - IP address: 108.7.42.241

 Document esigned by Eyal Oren (contact@wednesdaysinmhd.com)

Signature Date: February 09, 2014 - 6:26 PM PST - Time Source: server - IP address: 108.7.42.241

 Document esigned by Peter Schalck (peter@flatrockstudios.com)

Signature Date: February 10, 2014 - 6:04 AM PST - Time Source: server - IP address: 71.233.11.240

 Signed document emailed to Timothy R Green (tim@greens-acehardware.com), Charles Gessner (chguessner@icloud.com), Peter Schalck (peter@flatrockstudios.com), Alexander Falk (al@falk.us) and Eyal Oren (contact@wednesdaysinmhd.com)

February 10, 2014 - 6:04 AM PST