


Examiner


Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Association of Strategic Alliance Professionals, Inc.

ARTICLE II

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

See attached.

C
P
M
R.A.

98278031


P.C.

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

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 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:

N/A

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.

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.

***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.

ARTICLE II

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ARTICLE II

To create a distinct professional identity for strategic alliance managers and executives;

To set and promote standards of professional performance and ethics in strategic alliance formation and management;

To support the professional development of its members by promoting communication and fellowship among its members, through training and education programs, including conferences, workshops and on-line exchanges;

To cause the public awareness of the contributions and methodologies of strategic alliances and strategic alliance professionals;

To publish papers and provide information that will assist its members in understanding the advancements in the field of strategic alliances;

To serve as a repository and exchange for resources to support the professional development of its members;

To promote a legal and regulatory environment that is supportive of the development and management of effective strategic alliances; and

For such other non-profit purposes as are permissible for an association organized under M.G.L. c.180 and exempt from federal income taxation pursuant to Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws.

ARTICLES OF ORGANIZATION

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ARTICLE IV

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 its pleasure.
 - d. The corporation may elect and appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
 - e. The corporation may purchase, receive, take by grant, gift, bequest, or otherwise lease, or otherwise acquire, own, hold, construct, maintain and operate improvements on, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and 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 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 all powers granted or permitted by M.G.L.c. 180 (as such chapter may incorporate powers available under other chapters of the Massachusetts General Laws), 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 purpose.
- l. 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 employees.
- m. The corporation may make contributions or donations to other organizations.
- n. The corporation may participate as a subscriber in the exchange of insurance contracts specified in Massachusetts General Laws, Chapter 175, Section 94B.
- o. The corporation may be an incorporator of other corporations of any type or kind.
- p. The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- q. The directors may make, amend or repeal by-laws of the corporation in whole or in part.
- 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. No such power nor any of the powers enumerated above shall be exercised in a manner inconsistent with M.G.L.c. 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(6) of the Code.

2. 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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purpose.
3.
 - a. In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property.
 - b. Except as otherwise required by law, upon the liquidation, dissolution or winding up of the affairs of the corporation, after its debts and obligations have been disposed of or due provision therefor has been taken by the corporation by the affirmative vote of at least two-thirds of the members of the corporation or by a court in Massachusetts having jurisdiction in such matters, all assets of the corporation shall be transferred to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code or corresponding provisions of any subsequent federal tax laws as the corporation shall determine by the affirmative vote of at least two-thirds of the members of the corporation or by a court in Massachusetts having jurisdiction in such matters. Dissolution of the corporation will be in accordance with M.G.L. Chapter 180, Section 11A.
4. Except as otherwise required by law, these articles of organization may be amended from time to time by the affirmative vote of at least two-thirds of the members of the corporation; provided that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such educational or charitable purposes as qualify the corporation for exemption from taxation under Section 501(c)(6) of the Code or corresponding provisions of any subsequent federal tax laws.

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.

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:

[REDACTED]

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: William T. Lundberg	[REDACTED]	[REDACTED]
Treasurer: Brian Monbouquette		
Clerk: William T. Lundberg		
Directors: Inder Singh (or officers having the powers of directors)		
Chairman - Robert Peter Lynch		
Vice-Chairman - Gerald Okerman		

* ~~Brian Monbouquette~~

c. The fiscal year of the corporation shall end on the last day of the month of December *WT 12/31/98*

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

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 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 2d day of October, 19 98.

William T. Lundberg

William T. Lundberg

[REDACTED]

Note: If an 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.

Directors (cont):
* Sneha Desai

[REDACTED]

[REDACTED]

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SECRETARY OF
THE COMMONWEALTH
98 OCT -5 PM 1:36

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these 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 5th day of October 1998.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Elka T. Sachs, Esq.

Krokidas & Bluestein

141 Tremont Street, Boston, MA 02111

Telephone: (617) 482-7211