

The Commonwealth of Massachusetts

OFFICE OF THE SECRETARY OF STATE
ONE ASHBURTON PLACE, BOSTON, MA 02108

FEDERAL IDENTIFICATION

NO. _____

Michael Joseph Connolly, *Secretary*

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

- This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is \$30. Make check payable to the Commonwealth of Massachusetts.

We, _____

, President/Vice President, and

, Clerk/Assistant Clerk of

Challenge Unlimited, Inc.

(Name of Corporation)

located at 465 Lowell Street, Andover, Massachusetts, 01810

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on March 1, 1994, by vote of unanimous directors/shareholders, being at least two thirds of its members legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote thereon).

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

Challenge Unlimited, Inc.

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

Please see attached.

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:—

As set forth in Bylaws.

- 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, are as follows:—

Please see attached.

Challenge Unlimited, Inc.
Articles of Organization
Article II: Purposes

To provide and promote educational, therapeutic, athletic and recreational services and activities for disabled individuals and to provide education and instruction in horsemanship and riding to both disabled and non-disabled individuals.

To engage in all activities in furtherance of or relating to the above-stated purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

Challenge Unlimited, Inc.
Articles of Organization
Article IV: Other Provisions
Page One (of Two)

The corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts by petition to the Supreme Judicial Court of Massachusetts.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of

Challenge Unlimited, Inc.
Articles of Organization
Article IV: Other Provisions
Page Two (of Two)

the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

*We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles

(*If there are no such amendments, state "None".)

Article II is supplemented and clarified
Article III is clarified
Article IV is expanded

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

1st day of March

in the year 19⁹⁴

..... President/ Vice President

..... Clerk/ Assistant Clerk

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of organization and, the filing fee in the amount of having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO

Jeffrey M. Hurwit
Hurwit Associates
230 Congress Street
Boston, MA 02110

(617) 426-2244

In order to assist the Corporations Division process your Restated Articles as quickly as possible, please address all documents to:

Office of the Secretary of State
ATT: In-put Section
One Ashburton Place, Room 1717
Boston, MA 02108

Copy Mailed