

D

The Commonwealth of Massachusetts

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

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

Future Focus Media Cooperative, Inc.

ARTICLE II

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

Future Focus Media Cooperative, Inc. hereby elects to be governed as an employee cooperative under G.L. 157A.

Future Focus Media Cooperative, Inc. is hereby organized to engage in media production and youth training.

C ■
P ■
M ■
R.A. ■

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.

P.C.

**ARTICLE
III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Membership Shares	100,000	Common:		
Capital Stock	150,000			
Preferred:		Preferred:		

**ARTICLE
IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

- 1. Membership Shares:** Membership Shares have equal and exclusive voting rights. Issuance of Membership Shares is strictly limited to employees pursuant to G.L. 157A §6. Value and other limitations are determined from time to time by the Board of Directors and/or by a Member vote pursuant to the Bylaws.
- 2. Capital Stock:** Capital Stock Shares are strictly capital stock with no voting rights pursuant to G.L. 157A §7. Value and other limitations on Capital Stock are determined from time to time by the Board of Directors and/or by a Member vote pursuant to the Bylaws.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

- 1. Membership Shares:** Membership Shares are non-transferable and may only be issued to employees of Future Focus Media Cooperative, Inc. Future Focus Media Cooperative, Inc. has the exclusive right to repurchase or redeem Membership Shares from Members.
- 2. Capital Stock:** Capital Stock Shares are strictly limited to transfer between Members, unless otherwise determined by a Member vote pursuant to the Bylaws.

**ARTICLE
VI**

**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 stockholders, or of any class of stockholders:

Governed as an Employee Cooperative: Future Focus Media Cooperative, Inc. hereby elects to be governed as an employee cooperative under G.L. 157A.

Personal Liability of Directors to Future Focus Media Cooperative, Inc.: No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit.

Authorization of directors to make, amend or repeal bylaws: The Board of Directors may make initial bylaws for Future Focus Media Cooperative, Inc. Any repeal and/or amendments to said bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in G.L. 156D, G.L. 156B and/or G.L. 157A requires action by the Members.

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

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.

N/A

ARTICLE VIII

The information contained in Article VIII 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:

4 King Street, Worcester, Massachusetts 01610

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:	Sergio Castillo	4 King Street, Worcester, MA 01610	4 King Street, Worcester, MA 01610
Treasurer:	Matthew Feinstein	4 King Street, Worcester, MA 01610	4 King Street, Worcester, MA 01610
Clerk:	DeJongh Wells	4 King Street, Worcester, MA 01610	4 King Street, Worcester, MA 01610
Directors:	Cedric Arno	4 King Street, Worcester, MA 01610	4 King Street, Worcester, MA 01610

c. The fiscal year (i.e., tax 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, if any, of the corporation is:
Sergio Castillo 4 King Street, Worcester, MA 01610

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

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 156B and do hereby sign these Articles of Organization as incorporator(s) this 16 day of April, 2015,



Sergio Castillo

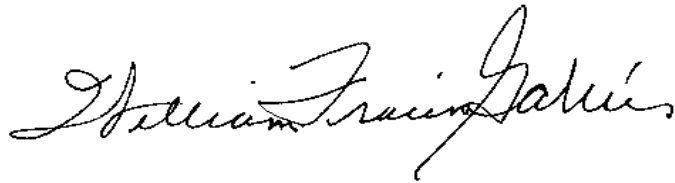
4 King Street
Worcester, MA 01610

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.

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:

April 17, 2015 12:53 PM

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