



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$250.00

Secretary of the Commonwealth, Corporations Division  
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[Special Filing Instructions](#)

**Articles of Organization**

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

**Federal Employer Identification Number:** 272757718 (must be 9 digits)

**ARTICLE I**

The exact name of the corporation is:

MSRC, INC.

**ARTICLE II**

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

TO CARRY ON AND CONDUCT THE BUSINESS OF SUPPORTING, PROMOTING , DEVELOPING, IMPROVING, MAINTAINING AND FACILITATING THE SPORT OF SOCCER, INCLUDING THE SAFETY AND WELL BEING OF ITS PARTICIPANTS OF EVERY TYPE, AS WELL AS CARRY OUT THE NATIONAL PROGRAM FOR REFEREE DEVELOPMENT OF THE UNITED STATES SOCCER FEDERATION THROUGH THE ADMINISTRATION, DEVELOPMENT, EDUCATION, AND SUPPORT OF SOCCER REFEREES, INSTRUCTORS, ASSESSORS, AND ASSIGNORS, ASSESSORS, INCLUDING BUT NOT LIMITED TO THE COLLABORATION AND ASSOCIATION WITH SOCCER AND OTHER ORGANIZATIONS THROUGHOUT THE UNITED STATES AND THE WORLD; TO DEVELOP, PROMOTE AND ENCOURAGE PUBLIC PARTICIPATION IN CHARITABLE, SCIENTIFIC OR EDUCATIONAL PUBLIC SERVICES AND PROGRAMS ADDRESSING THE NEEDS OF ALL PARTICIPANTS TO SUPPORT, PROMOTE , DEVELOP, IMPROVE, MAINTAIN AND FACILITATE THE SPORT OF SOCCER, INCLUDING THE SAFETY AND WELL BEING OF ITS PARTICIPANTS OF EVERY TYPE, INCLUDING BUT NOT LIMITED TO SOCCER REFEREES, INSTRUCTORS, ASSESSORS, AND ASSIGNORS, AND TO MAKE, ENTER INTO, PERFORM AND CARRY OUT CONTRACTS AND SERVICES FOR THE PURPOSE OF CARRYING ON AND CONDUCTING THE BUSINESS OF SUPPORTING, PROMOTING , DEVELOPING, IMPROVING, MAINTAINING AND FACILITATING THE SPORT OF SOCCER, INCLUDING THE SAFETY AND WELL BEING OF ITS PARTICIPANTS OF EVERY TYPE, AS WELL AS CARRY OUT THE NATIONAL PROGRAM FOR REFEREE DEVELOPMENT OF THE UNITED STATES SOCCER FEDERATION THROUGH THE ADMINISTRATION, DEVELOPMENT, EDUCATION, AND SUPPORT OF SOCCER REFEREES, INSTRUCTORS, ASSESSORS, AND ASSIGNORS, OR DOING ANY OTHER WORK IN CONNECTION WITH ALL CATEGORIES OF THE SPORT OF SOCCER AND THE NATIONAL PROGRAM FOR REFEREE DEVELOPMENT; TO ADVANCE MONEY TO MAKE CONTRACTS OF ALL KINDS WITH VENDORS, CONTRACTORS, ORGANIZATIONS OR ASSOCIATIONS, PRIVATE PARTIES, STATE, LOCAL AND FEDERAL GOVERNMENT AGENCIES AND OTHERS, AND TO PREPARE PROPOSALS, PLANS AND SPECIFICATIONS AND ACT AS A CONSULTANT AND IN CONSULTATION WITH SOCCER ORGANIZATIONS, ADMINISTRATORS, MANAGEMENT OR EXECUTIVES, AND GENERALLY TO PERFORM ANY AND ALL WORK IN CONNECTION WITH THE ACTIVITIES DESCRIBED ABOVE; AND TO THIS END TO MANUFACTURE, BUY, SELL, TRADE AND DEAL IN ANY AND ALL KINDS OF MATERIAL USED IN THE BUSINESS OF PROVIDING FOR THE SUPPORT, PROMOTION , DEVELOPMENT, IMPROVEMENT,

MAINTENANCE AND FACILITATION OF THE SPORT OF SOCCER, INCLUDING THE SAFETY AND WELL BEING OF ITS PARTICIPANTS OF EVERY TYPE, AS WELL AS CARRY OUT THE NATIONAL PROGRAM FOR REFEREE DEVELOPMENT OF THE UNITED STATES SOCCER FEDERATION BY THE ADMINISTRATION, DEVELOPMENT, EDUCATION, AND SUPPORT OF SOCCER REFEREES, INSTRUCTORS, ASSESSORS, AND ASSIGNORS, AND TO PURCHASE PROPERTY FOR INVESTMENT OR RESALE, AND GENERALLY TO SELL AND DEAL IN LAND AND PROPERTY BOTH REAL AND PERSONAL, AND ANY INTEREST THEREIN. TO DO EVERYTHING NECESSARY, SUITABLE AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES, OR ATTAINMENT OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS HEREIN BEFORE SET FORTH, EITHER ALONE OR IN ASSOCIATION WITH OTHER CORPORATIONS, FIRMS, BUSINESSES, OR INDIVIDUALS, AND TO DO EVERY OTHER ACTOR ACTS, THINGS OR THINGS, INCIDENTAL OR APPURTENANT TO OR GROWING OUT OF OR CONNECTED WITH THE AFORESAID BUSINESS OR POWERS, OR ANY PART OR PARTS THEREOF, PROVIDED THE SAME BE NOT INCONSISTENT WITH THE LAWS UNDER WHICH THE CORPORATION IS ORGANIZED.

### ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	
CNP	\$0.00000	1,000	\$0.00	1,000

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

### 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 Business Entity 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.

### ARTICLE V

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

NONE

### ARTICLE VI

Other lawful provisions, and if there are no provisions, this article may be left blank.

THE CORPORATION SHALL HAVE AND MAY EXERCISE IN THE FURTHERANCE OF ITS CORPORATE PURPOSES: (A) THE CORPORATION MAY CARRY ON ANY BUSINESS, OPERATION OR ACTIVITY REFERRED TO IN ARTICLE 2 TO THE SAME EXTENT AS MIGHT AN INDIVIDUAL, WHETHER AS PRINCIPAL, AGENT, CONTRACTOR OR OTHERWISE, AND EITHER ALONE OR IN CONJUNCTION OR A JOINT VENTURE OR OTHER ARRANGEMENT WITH ANY CORPORATION, ASSOCIATION, TRUST, FIRM OR INDIVIDUAL. (B) THE POWER TO SOLICIT AND RECEIVE GIFTS GRANTS, CONTRIBUTIONS, AND BEQUESTS, AND TO ENGAGE IN FUND-RAISING ACTIVITIES

(C) THE CORPORATION MAY CARRY ON ANY BUSINESS, OPERATION OR ACTIVITY THROUGH A WHOLLY OR PARTLY OWNED SUBSIDIARY. (D) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF, PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH CHAPTER 180 OR ANY OTHER CHAPTER OF THE GENERAL LAWS. (E) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BY LAWS, RULES OR REGULATIONS REQUIRES ACTION BY THE ENTIRE MEMBERSHIP OR THE UNITED STATES SOCCER FEDERATION. (F) EXCEPT AS OTHERWISE PROVIDED BY LAW, NO DIRECTOR SHALL HAVE ANY RIGHT TO EXAMINE ANY PROPERTY OR ANY BOOKS, ACCOUNTS OR OTHER WRITINGS OF THE CORPORATION IF THERE IS REASONABLE GROUND FOR BELIEF THAT SUCH EXAMINATION WILL FOR ANY REASON BE ADVERSE TO THE INTERESTS OF THE CORPORATION, AND A VOTE OF THE OFFICERS REFUSING PERMISSION TO MAKE SUCH EXAMINATION AND SETTING FORTH THAT IN THE OPINION OF THE OFFICERS SUCH EXAMINATION WOULD BE ADVERSE TO THE INTERESTS OF THE CORPORATION SHALL BE PRIMA FACIE EVIDENCE THAT SUCH EXAMINATION WOULD BE ADVERSE TO THE INTERESTS OF THE CORPORATION. EVERY SUCH EXAMINATION SHALL BE SUBJECT TO SUCH REASONABLE REGULATIONS AS THE OFFICERS MAY ESTABLISH IN REGARD THERETO. (G) THE OFFICERS MAY SPECIFY THE MANNER IN WHICH THE ACCOUNTS OF THE CORPORATION SHALL BE KEPT, WHAT AMOUNTS, IF ANY, SHALL BE RESERVED FOR ANY CORPORATE PURPOSE. (H) THE OFFICERS SHALL HAVE THE POWER TO FIX FROM TIME TO TIME THEIR COMPENSATION, OR DISTRIBUTE TO ITS MEMBERS, OFFICERS, OR OTHER PRIVATE PERSONS REASONABLE COMPENSATION, FOR SERVICES RENDERED OR TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ANY PROPER PURPOSE SET FORTH IN ARTICLE II OR IV. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE BY REASON OF ANY INTEREST. IN THE ABSENCE OF FRAUD, ANY DIRECTOR, OFFICER, MEMBER OF THIS CORPORATION INDIVIDUALLY, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY CONCERN OF THIS CORPORATION, OR ANY CONCERN IN WHICH ANY OF SUCH DIRECTORS, OFFICERS, MEMBERS, OR INDIVIDUALS HAS ANY INTEREST, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT, TRANSACTION OR OTHER ACT OF THIS CORPORATION, AND, (1) SUCH CONTRACT, TRANSACTION OR ACT SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT; (2) NO SUCH DIRECTOR, OFFICER, MEMBER, OR INDIVIDUAL SHALL BE LIABLE TO ACCOUNT TO THIS CORPORATION FOR ANY PROFIT OR BENEFIT REALIZED THROUGH ANY SUCH CONTRACT, TRANSACTION OR ACT; AND (3) ANY SUCH DIRECTOR OF THIS CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE DIRECTORS OR OF ANY COMMITTEE THEREOF WHICH SHALL AUTHORIZE ANY SUCH CONTRACT, TRANSACTION OR ACT, AND MAY VOTE TO AUTHORIZE THE SAME; PROVIDED, HOWEVER, THAT ANY CONTRACT, TRANSACTION OR ACT IN WHICH ANY DIRECTOR OR OFFICER, MEMBER OF THIS CORPORATION IS SO INTERESTED INDIVIDUALLY OR AS A DIRECTOR, OFFICER, TRUSTEE OR MEMBER OF ANY CONCERN WHICH IS NOT A SUBSIDIARY OR AFFILIATE OF THIS CORPORATION, OR IN WHICH ANY DIRECTORS OR OFFICERS ARE SO INTERESTED AS HOLDERS, COLLECTIVELY, OF A MAJORITY OF SHARES OF CAPITAL STOCK OR OTHER BENEFICIAL INTEREST AT THE TIME OUTSTANDING IN ANY CONCERN WHICH IS NOT A SUBSIDIARY OR AFFILIATE OF THIS CORPORATION, SHALL BE DULY AUTHORIZED OR RATIFIED BY A MAJORITY OF THE DIRECTORS WHO ARE NOT SO INTERESTED, TO WHOM THE NATURE OF SUCH INTEREST HAS BEEN DISCLOSED AND WHO HAVE MADE ANY FINDINGS REQUIRED BY LAW; THE TERM "INTEREST" INCLUDING PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OFFICER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN; THE TERM "CONCERN" MEANING ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION; AND THE PHRASE "SUBSIDIARY OR AFFILIATE" MEANING A CONCERN IN WHICH A MAJORITY OF THE DIRECTORS, TRUSTEES, PARTNERS OR

CONTROLLING PERSONS IS ELECTED OR APPOINTED BY THE DIRECTORS OF THIS CORPORATION, OR IS CONSTITUTED OF THE DIRECTORS OR OFFICERS OF THIS CORPORATION. TO THE EXTENT PERMITTED BY LAW, A VOTE OF THE BOARD OF DIRECTORS SHALL VALIDATE ANY CONTRACT, TRANSACTION OR ACT OF THIS CORPORATION, OR OF THE BOARD OF DIRECTORS OR ANY COMMITTEE THEREOF, WITH REGARD TO ALL BOARD OF DIRECTORS, OFFICERS, OR MEMBERS OF THIS CORPORATION, WHETHER OR NOT OF RECORD AT THE TIME OF SUCH VOTE, AND WITH REGARD TO ALL CREDITORS AND OTHER CLAIMANTS UNDER THIS CORPORATION; PROVIDED, HOWEVER, THAT A. WITH RESPECT TO THE AUTHORIZATION OR RATIFICATION OF CONTRACTS, TRANSACTIONS OR ACTS IN WHICH ANY OF THE DIRECTORS, OFFICERS, MEMBERS OF THIS CORPORATION HAVE AN INTEREST, THE NATURE OF SUCH CONTRACTS, TRANSACTIONS OR ACTS AND THE INTEREST OF ANY DIRECTOR, OFFICER OR MEMBER THEREIN SHALL BE SUMMARIZED IN THE NOTICE OF ANY SUCH ANNUAL OR SPECIAL MEETING, OR IN A STATEMENT OR LETTER ACCOMPANYING SUCH NOTICE, AND SHALL BE FULLY DISCLOSED AT ANY SUCH MEETING; B. THE BOARD OF DIRECTORS SO VOTING SHALL HAVE MADE ANY FINDINGS REQUIRED BY LAW; C. BOARD OF DIRECTORS SO INTERESTED MAY VOTE AT ANY SUCH MEETING EXCEPT TO THE EXTENT OTHERWISE PROVIDED BY LAW; AND D. ANY FAILURE OF THE BOARD OF DIRECTORS TO AUTHORIZE OR RATIFY SUCH CONTRACT, TRANSACTION OR ACT SHALL NOT BE DEEMED IN ANY WAY TO INVALIDATE THE SAME OR TO DEPRIVE THIS CORPORATION, ITS DIRECTORS, OFFICERS OR EMPLOYEES OF ITS OR THEIR RIGHT TO PROCEED WITH OR ENFORCE SUCH CONTRACT, TRANSACTION OR ACT. NO CONTRACT, TRANSACTION OR ACT SHALL BE AVOIDED BY REASON OF ANY PROVISION OF THIS PARAGRAPH (H) WHICH WOULD BE VALID BUT FOR SUCH PROVISION OR PROVISIONS. (I) A DIRECTOR, OFFICER, OR MEMBER OF THIS CORPORATION SHALL NOT BE LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR EXCEPT TO THE EXTENT THAT EXCULPATION FROM LIABILITY IS NOT PERMITTED UNDER THE MASSACHUSETTS BUSINESS CORPORATION LAW AS IN EFFECT AT THE TIME SUCH LIABILITY IS DETERMINED. NO AMENDMENT OR REPEAL OF THIS PARAGRAPH (I) SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY DIRECTOR OF THE CORPORATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. (J) NO PART OF ANY 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 DIRECTOR, OFFICER, MEMBER OR PRIVATE INDIVIDUAL OR BE APPROPRIATED FOR ANY PURPOSES OTHER THAN THE PURPOSES OF THE CORPORATION AS HEREIN SET FORTH; NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION EXCEPT TO THE EXTENT THAT THE CORPORATION MAKES EXPENDITURES FOR THE PURPOSE OF INFLUENCING LEGISLATION IN CONFORMITY WITH THE REQUIREMENTS OF SECTION 501 (H) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED, OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW (HEREINAFTER REFERRED TO AS "CODE"), AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR OTHERWISE INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING ANY STATEMENTS ) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. IT IS INTENDED THE CORPORATION SHALL BE EXEMPTED FORM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND SHALL NOT BE A PRIVATE FOUNDATION UNDER SECTION 509 (A) OF THE CODE. (K) THE CORPORATION SHALL HAVE ALL POWERS GRANTED TO CORPORATIONS BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, PROVIDED THAT NO SUCH POWER SHALL INCLUDE ANY ACTIVITY INCONSISTENT WITH THE BUSINESS CORPORATION LAW OR THE GENERAL LAWS OF SAID COMMONWEALTH. (L) UPON DISSOLUTION OF THE CORPORATION , THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL ASSETS OF THE CORPORATION

EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH A MANNER, OR TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, SCIENTIFIC PURPOSES AS SHALL AT THE TIME QUALIFY AS EXEMPT ORGANIZATION(S) UNDER SECTION 501 (C)(3) OF THE CODE AND AS SHALL BE AFFILIATED WITH THE CORPORATION.

**Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.**

#### ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

**Later Effective Date: Time:**

#### ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

**a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:**

Name: DIANA MCKEE  
No. and Street: 35 DUNBAR ROAD  
City or Town: READING State: MA Zip: 01867 Country: USA

**c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):**

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address (no PO Box)</b> Address, City or Town, State, Zip Code
PRESIDENT	ANDREW WEISS	25 WHITING LANE HINGHAM, MA 02043 USA
TREASURER	ALBERT CORDEIRO	24 EDGEWATER LANE MARION, MA 02738 USA
SECRETARY	DIANA MCKEE	35 DUNBAR ROAD READING, MA 01867 USA
STATE DIRECTOR OF ASSESSMENT	DELFIN RAINHO	180 AUDUBON ROAD WARWICK, RI 02888 USA
STATE YOUTH REFEREE ADMINISTRATOR	BRIAN TREANOR	186 LEXINGTON STREET #3 WATERTOWN, MA 02478 USA
STATE DIRECTOR OF INSTRUCTION	NIGEL BRIGHT	146 SHIPYARD LANE HINGHAM, MA 02043 USA
VICE PRESIDENT	RICHARD FRONGILLO	140 MAPLE STREET FRANKLIN, MA 02038 USA
DIRECTOR	EDWARD RITCHIE	1775 BEACON STREET WABAN, MA 02468 USA
DIRECTOR	CEZAR WISLOCKI-WASECKI	42 PARK AVENUE NATICK, MA 01760 USA

**d. The fiscal year end (i.e., tax year) of the corporation:**

December

**e. A brief description of the type of business in which the corporation intends to engage:**

Soccer Referee Training and Development

**f. The street address (post office boxes are not acceptable) of the principal office of the corporation:**

No. and Street: 35 Dunbar Road  
City or Town: Reading, MA State: MA Zip: 01867 Country: USA

**g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):**

No. and Street: 35 Dunbar Road  
City or Town: Reading State: MA Zip: 01867 Country: USA

**which is**

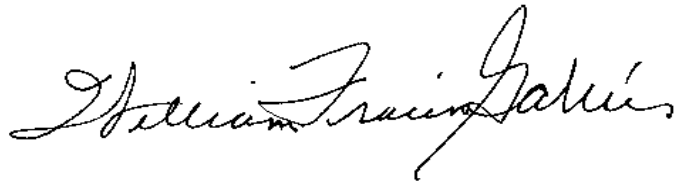
its principal office  
 an office of its secretary/assistant secretary  
 an office of its transfer agent  
 its registered office

**Signed this 24 Day of June, 2010 at 9:00:49 AM by the incorporator(s).** (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

Andrew Weiss

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:

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*