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RICHARD J. MCCARRON (1930-2009)
SEAN E. MURPHY (1961-2021)

June 5, 2023

Email: zba@westtisbury-ma.gov

West Tisbury Zoning Board of Appeals
1059 State Road
West Tisbury, Massachusetts 02575
Attn: Kim Leaird, Administrator

Re: Stillpoint Martha's Vineyard Inc. ("Stillpoint")

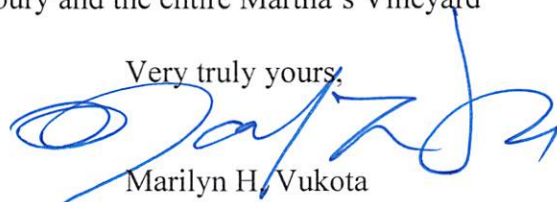
Dear Board Members,

This letter is submitted to clarify the anticipated scope of review for Stillpoint's special permit application and presentation to the ZBA on Thursday.

Stillpoint is a charitable (501(c)(3)) non-profit corporation created for the purpose of providing a gathering space for educational offerings. Stillpoint acquired title to 20 Stillpoint Rd., West Tisbury (the "Premises") to further this exempt purpose. While the Application (filed with the ZBA almost a year ago) indicates that Special Permits are sought under Sections 3.1.1, 8.5.2, 8.5.3, and 11.1-3(A), we see the scope of this Special Permit application as being limited by the Dover Amendment (G.L. c.40A, §3), so called, to Site Plan Review pursuant to Section 8.5-3 of the Bylaw. Moreover, because the proposed use is one that would conform with current zoning, it does not appear that a Special Permit under Section 11.1-3 of the Bylaw, or any relief pursuant to G.L. c.40A, §6, is required.

Stillpoint is eager to provide the Town of West Tisbury with information concerning the Premises, parking, noise, lighting, and other property specific details within the zone of concern of Site Plan Review so that it can move ahead with providing a critical educational resource to West Tisbury and the entire Martha's Vineyard community.

Very truly yours,



Marilyn H. Vukota

Stillpoint Application for Use

This a quiet campus - users must abide by all West Tisbury noise bylaws.

Maximum capacity of the barn is 100 people (including staff).

All applicants must provide proof of liability insurance.

Sale of alcohol is not allowed.

Smoking is prohibited in the barn.

Stillpoint reserves the right to decline applications for use due to a lack of fit with our mission and core values, permit limitations, or for any other reason, at our sole discretion.

Before applying to use the space at Stillpoint, please review our mission and core values to see if your project might be a fit.

Standard user fees apply. However, if the user fee is a barrier for you and if your work falls within our mission, please describe your situation, so that Stillpoint can consider assisting you with fundraising.

MISSION:

Stillpoint is an educational non-profit providing a community space for classes, conversation, and contemplation.

CORE VALUES:

community—public enjoyment of nature, gardens, walking trails

classes—lifelong learning in a variety of disciplines

conversation—connecting people regardless of beliefs

contemplation—quiet cultivation of beautiful qualities of heart

Name:

Email:

Mailing Address:

Organization affiliated with (if any):

Days/times requested:

How did you hear about us:

Please tell us about your offerings and how they relate to our educational mission and core values.

Stillpoint Policies and Procedures for Educational and Off-Mission Events

Stillpoint is an educational non-profit providing a community space for classes, conversation, and contemplation. Our primary and dominant purpose is educational; at least 80% of our events will be educational. To raise funding for our educational mission, up to 20% of our events may be off-mission.

All events shall comply with all applicable rules, regulations, and bylaws in the Town of West Tisbury and all MVC conditions (attached below). In addition:

Event Policies

We will give priority to events that welcome a diverse range of political, ethnic, and socio-economic viewpoints. Stillpoint will not be available to groups promoting racism or violence.

All events must be accessible to fire, police, and other emergency vehicles.

Event tents no larger than 20x30 feet are permitted on a case-by-case basis.

Stillpoint attendees will adhere to the Land Bank usage policy.

Event Protocol

Any organization or individual using the space must comply with all Stillpoint policy and procedures and pay a deposit if indicated. Any failure to comply will result in termination of any use agreement and loss of any deposit.

Users must submit a plan for load in / load out of all materials and present a plan that shows their best efforts to create zero waste. Composted material can be placed in Stillpoint's compost pile but all recyclables and other trash must be removed from the premises.

All users must ensure that the exterior grounds and interior of the barn are entirely clean upon finishing. Any failure to do so will result in a loss of all or part of the deposit— at Stillpoint's sole discretion.

Accessibility

Stillpoint is fully accessible, with a ramp at the front entrance.

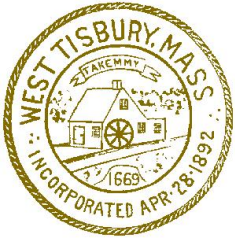
Restroom is handicapped and wheelchair accessible.

Martha's Vineyard Commission Conditions on Events at Stillpoint
(as written in the May 18, 2023 Decision of the MVC on DRI 279-M)

1. Events held on the property shall be subject to the following conditions:
 - a. Events with 35 attendees or fewer – not more than 5 in any one day.
 - b. Events with 36 to 100 attendees – not more than 3 in any one week.
 - c. No more than 20% of all events may be off-mission.
 - d. No more than 38,000 attendees per year.
 - e. No weddings will be permitted.

An “event” is a gathering of ten or more attendees for a common purpose. An “attendee” includes staff, guests, and any other person on the premises for an event. Events include sponsored events and other activities occurring on the premises.

2. The Applicant shall keep records of the frequency of events, including the entity or entities associated with each event, the basic nature of each event, and the number of attendees per event. These records shall be provided to the Commission every six months during the first two years that events occur at the site.
3. There shall be no outdoor amplification, except as may be required to comply with ADA requirements. Indoor amplification shall be limited to that needed for films and people speaking at events, and quiet recorded music. Amplified sound as measured at any property boundary shall not exceed 5 dB(A) above ambient as measured at the same time.
4. As offered, events may be offered daily from 7AM, but shall cease at 10PM.
5. As offered, no overnight accommodations (including tents) may be provided or permitted on lot 4.11.
6. As offered, the sale of alcohol is prohibited on the premises.
7. As offered, Stillpoint will work with the West Tisbury Police Chief to determine if a traffic detail is required and for what duration, based on the timing of events and expected number of attendees.
8. As offered, there shall be no more than 60 vehicles parked onsite at one time. This includes the 40 proposed parking spaces along the access road, plus overflow parking for 20 vehicles. A plan for the 20 overflow spaces, including any required clearing, shall be submitted to the LUPC for review and approval prior to receipt of a Certificate of Occupancy.
9. As offered, Stillpoint shall not permit attendees at activities on the Stillpoint property to enter the Polly Hill Arboretum property from the Stillpoint property unless Stillpoint has received prior written permission from Polly Hill Arboretum for said entry.



Town of West Tisbury Police Department

on

The Island of Martha's Vineyard

West Tisbury, Massachusetts 02575
508-693-0020

Matthew L. Mincone
Chief of Police

January 17, 2023

Dear Mr. Bena,

I've visited the Stillpoint entrance/exit, took photos, and observed the flow of traffic.

If Stillpoint is granted approval, I will work with you to determine if a traffic detail is required and for what duration, based on the timing of events and expected number of attendees. Quoted directly from the town's event permit sign off sheet: "Events that anticipate an attendance of 150 people or more require a police detail; other events with a lower anticipated attendance may also require a detail. Organizers must check with the Police Department".

Thank you.

Chief Matthew L. Mincone

Letter from Fire Chief, Stillpoint

From: <gpachico@westtisburyfire.org>
Date: Thu, Sep 8, 2022 at 9:18 AM
Subject: RE: Stillpoint Update
To: Thomas Bena <thomasbena@gmail.com>

Hi Thomas,

Thank you for the site visit the other day, always makes things easier to understand and get the vision when you can see it.

I feel the layout you are proposing can work very well, the main road in to the barn is already “Fire truck” accessible, the turn into the barn area and drop off section is enough area for trucks to make the turn. The road leaving the barn area will need minor tree work and hardening of the ground. All in all, it will work for the Fire Dept. We talked about leaving an access point at the back of the building, which already exists, this should remain. We also discussed leaving the access point to the back side of the pond, which already exists, this would be helpful if kept and maintained as a secondary access to the pond for a water source if needed. Priority water access would be the hydrant connection at North Road Intersection.

Greg



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
P.O. Box 2508
Cincinnati, OH 45201

STILLPOINT MARTHAS VINEYARD INC
C/O THOMAS BENA
PO BOX 142
CHILMARK, MA 02535

Date:
10/29/2021
Employer ID number:
87-1043229
Person to contact:
Name: Customer Service
ID number: 31954
Telephone: 877-829-5500
Accounting period ending:
December 31
Public charity status:
170(b)(1)(A)(vi)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
May 17, 2021
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053568004481

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

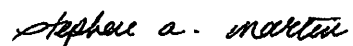
If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001508328

ARTICLE I

The exact name of the corporation is:

STILLPOINT MARTHA'S VINEYARD INC.

ARTICLE II

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

THE PURPOSES FOR WHICH THE CORPORATION IS FORMED, AND THE BUSINESS AND OBJECTS TO BE CARRIED ON AND PROMOTED BY IT ARE AS FOLLOWS: (A) TO DO ALL THINGS RELATED TO CREATING A GATHERING PLACE FOR PEOPLE FROM ALL WALKS OF LIFE FOR EDUCATIONAL OFFERINGS INCLUDING, BUT NOT LIMITED TO, DISCUSSIONS, WORKSHOPS, SILENT RETREATS, AND THE ARTS. (B) THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND/OR EDUCATIONAL PURPOSES; AND IN CONNECTION THEREWITH TO DO ALL THINGS RELATED THERETO. (C) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, OFFICERS, DIRECTORS OR OTHER PRIVATE PERSON, 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 PURPOSES. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF 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 OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. (D) NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITY NOT PERMITTED TO BE CARRIED ON (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), OF THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW; OR (2) BY A CORPORATION THE CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE AS AMENDED, OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW. (E) AND OTHER CHARITABLE AND EDUCATIONAL PURPOSES IN SUCH A MANNER THAT THE CORPORATION SHALL QUALIFY AS AN EXEMPT ORGANIZATION UNDER 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME.

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 qualifications 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:

(If there are no provisions state "NONE")

A. THE CORPORATION SHALL HAVE THE FOLLOWING POWERS IN FURTHERANCE OF ITS CORPORATE PURPOSES: (1) THE CORPORATION MAY ORGANIZE AND PROMOTE ACTIVITIES AND EVENTS IN ANY MANNER NOT INCONSISTENT WITH IT'S CORPORATE PURPOSE, THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS OR SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE; AND IN FURTHERANCE THEREOF TO DO ANYTHING RELATED THERETO. (2) THE CORPORATION MAY SOLICIT, COLLECT, AND RECEIVE BY GRANT, GIFT, DEED BEQUEST OR DEVISE, AND OTHERWISE MAY ACQUIRE MONEY, SECURITIES, PROPERTY, RIGHTS, AND SERVICES OF EVERY KIND OF DESCRIPTION, AND MAY HOLD, INVEST, EXPAND, CONTRIBUTE, USE, SELL OR OTHERWISE DISPOSE OF ANY MONEY, SECURITIES, PROPERTY, RIGHTS OR SERVICES SO ACQUIRED. (3) THE CORPORATION MAY BORROW MONEY AND MAY MAKE, ACCEPT, ENDORSE, EXECUTE, AND ISSUE BONDS, PROMISSORY NOTES, AND OTHER CORPORATE OBLIGATIONS, FOR MONEYS BORROWED, OR IN PAYMENT FOR PROPERTY ACQUIRED OR FOR ANY OF THESE PURPOSES OF THE CORPORATION AND MAY SECURE PAYMENT OF ANY SUCH OBLIGATION BY MORTGAGE, PLEDGE, DEED, INDENTURE, AGREEMENT, OR OTHER INSTRUMENT OF TRUST, OR BY OTHER LIEN UPON, ASSIGNMENT OF OR AGREEMENT IN REGARD TO ALL OR ANY PART OF THE PROPERTY, RIGHTS OR PRIVILEGES OF THE CORPORATION. (4) THE CORPORATION MAY INVEST AND REINVEST ITS FUNDS IN SUCH MORTGAGES, BONDS, NOTES, SHARES OF PREFERRED AND COMMON STOCK, AND ANY OTHER SECURITIES OF ANY KIND WHATSOEVER, AND PROPERTY, REAL, PERSONAL OR MIXED, TANGIBLE OR INTANGIBLE, ALL AS THE CORPORATION'S BOARD OF DIRECTORS SHALL DEEM ADVISABLE AND AS MAY BE PERMITTED BY LAW. (5) THE CORPORATION MAY PROVIDE ADVICE, SUPPORT, CREDIT, FUNDS, CAPITAL, GIFTS AND ALL OTHER LAWFUL FORMS OF ASSISTANCE, FINANCIAL OR OTHERWISE, TO SUPPORT OR FOR USE IN THE IMPLEMENTATION OF PROGRAMS THAT FURTHER ITS PURPOSE. (6) THE CORPORATION MAY OBTAIN INFORMATION AND CONDUCT RESEARCH, STUDIES AND ANALYSES AND MAY PREPARE AND PUBLISH REPORTS AS TO ANY AND ALL MATTERS RELATIVE THERETO. (7) THE CORPORATION MAY AID, SUPPORT AND ASSIST BY MAKING GIFTS, CONTRIBUTIONS, LOANS, INVESTMENTS AND OFFERING OTHER LAWFUL FORMS OF ASSISTANCE TO OTHER PERSONS OR ORGANIZATIONS. (8) THE CORPORATION MAY BE AN INCORPORATOR OF OTHER CORPORATIONS OF ANY TYPE OR KIND. (9) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF. (10) THE CORPORATION MAY PROVIDE FOR ITS MEETINGS TO BE HELD ANYWHERE IN MASSACHUSETTS. (11) THE CORPORATION MAY DEVELOP A SUBSCRIPTION MEMBERSHIP. (12) THE CORPORATION MAY HAVE MEMBERS. (13) THE CORPORATION MAY EXERCISE ALL OTHER RIGHTS AND POWERS CONFERRED UPON CORPORATIONS FORMED UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180, AS NOW IN FORCE OR AS HEREAFTER AMENDED, PROVIDED, HOWEVER, THAT THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS, INCLUDING THOSE SPECIFICALLY MENTIONED HEREIN, THAT ARE NOT IN FURTHERANCE OF THE SPECIFIC AND PRIMARY CHARITABLE AND EDUCATIONAL PURPOSES OF THE CORPORATION. B. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE AND ONLY TO THE EXTENT THAT THE STATUS OF THE CORPORATION AS AN ORGANIZATION EXEMPT UNDER SECTION 501 (C) (3) OF THE CODE IS NOT AFFECTED THEREBY, INDEMNIFY EACH OF ITS DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS (I

NCLUDING PERSONS WHO SERVE AT ITS REQUEST AS DIRECTORS, OFFICERS, EMPLOYEES OR OTHER AGENTS OF ANOTHER ORGANIZATION IN WHICH THE CORPORATION HAS AN INTEREST) AGAINST ALL LIABILITIES AND EXPENSES, INCLUDING AMOUNTS PAID IN SATISFACTION OF JUDGMENTS, IN COMPROMISE OR AS FINES AND PENALTIES, AND COUNSEL FEES, REASONABLY INCURRED BY HIM OR HER IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY ACTION, SUIT OR OTHER PROCEEDING, WHETHER CIVIL OR CRIMINAL, IN WHICH HE OR SHE MAY BE INVOLVED OR WITH WHICH HE OR SHE MAY BE THREATENED, WHILE IN OFFICE OR THEREAFTER, BY REASON OF HIS OR HER BEING OR HAVING BEEN SUCH A DIRECTOR, OFFICER, EMPLOYEE OR AGENT, EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION; PROVIDED, HOWEVER, THAT AS TO ANY MATTER DISPOSED OF BY A COMPROMISE PAYMENT BY SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT, PURSUANT TO CONSENT DECREE OR OTHERWISE, NO INDEMNIFICATION EITHER FOR SAID PAYMENT OR FOR ANY OTHER EXPENSES SHALL BE PROVIDED UNLESS SUCH COMPROMISE SHALL BE APPROVED AS IN THE BEST INTERESTS OF THE CORPORATION, AFTER NOTICE THAT IT INVOLVES SUCH INDEMNIFICATION: (I) BY A DISINTERESTED MAJORITY OF THE DIRECTORS THEN IN OFFICE; OR (II) BY A MAJORITY OF THE DISINTERESTED DIRECTORS THEN IN OFFICE, PROVIDED THAT THERE HAS BEEN OBTAINED AN OPINION IN WRITING OF INDEPENDENT LEGAL COUNSEL TO THE EFFECT THAT SUCH DIRECTOR, OFFICER, EMPLOYEE OR AGENT APPEARS TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS OR HER ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION; OR (III) BY A MAJORITY OF THE DISINTERESTED MEMBERS ENTITLED TO VOTE, VOTING AS A SINGLE CLASS. EXPENSES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY ANY SUCH DIRECTOR, OFFICER, TRUSTEE, EMPLOYEE OR AGENT IN CONNECTION WITH THE DEFENSE OR DISPOSITION OF ANY SUCH ACTION, SUIT OR OTHER PROCEEDING MAY BE PAID FROM TIME TO TIME BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION THEREOF UPON RECEIPT OF AN UNDERTAKING BY SUCH INDIVIDUAL TO REPAY THE AMOUNTS SO PAID TO THE CORPORATION IF HE OR SHE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180, SECTION 6. THE RIGHT OF INDEMNIFICATION HEREBY PROVIDED SHALL NOT BE EXCLUSIVE OF OR AFFECT ANY OTHER RIGHTS TO WHICH ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT MAY BE ENTITLED. NOTHING CONTAINED HEREIN SHALL AFFECT ANY RIGHTS TO INDEMNIFICATION TO WHICH CORPORATE PERSONNEL MAY BE ENTITLED BY CONTRACT OR OTHERWISE UNDER LAW. AS USED IN THIS PARAGRAPH THE TERMS "DIRECTORS", "OFFICER", "EMPLOYEE", OR "AGENT" INCLUDE THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS, AND AN "INTERESTED" DIRECTOR IS ONE AGAINST WHOM IN SUCH CAPACITY THE PROCEEDINGS IN QUESTION OR ANOTHER PROCEEDING ON THE SAME OR SIMILAR GROUNDS IS THEN PENDING. C. NO PERSON SHALL BE DISQUALIFIED FROM HOLDING ANY OFFICE OF THE CORPORATION BY REASON OF HIS OR HER HAVING ANY INTEREST IN ANY CONTRACT, TRANSACTION OR OTHER ACT OF THE CORPORATION AND, IN THE ABSENCE OF FRAUD, ANY DIRECTOR, OFFICER OR MEMBER OF THIS CORPORATION INDIVIDUALLY, OR ANY INDIVIDUAL HAVING ANY INTEREST IN ANY CONCERN IN WHICH ANY SUCH DIRECTOR, OFFICER, MEMBER, OR INDIVIDUAL 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 (I) SUCH CONTRACT, TRANSACTION OR ACT SHALL NOT BE IN ANY WAY INVALIDATED OR OTHERWISE AFFECTED BY THAT FACT; (II) 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 (III) 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. THE TERM "INTEREST" SHALL INCLUDE PERSONAL INTEREST AND INTEREST AS A DIRECTOR, OF

FICER, STOCKHOLDER, SHAREHOLDER, TRUSTEE, MEMBER OR BENEFICIARY OF ANY CONCERN. THE TERM "CONCERN" MEANS ANY CORPORATION, ASSOCIATION, TRUST, PARTNERSHIP, FIRM, PERSON OR OTHER ENTITY OTHER THAN THIS CORPORATION. D. UPON THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION, AFTER PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION OR MAKING DUE PROVISION THEREFOR, ALL OF THE ASSETS OF THE CORPORATION SHALL BE DISPOSED OF TO ONE OR MORE ORGANIZATION EXEMPT FROM TAXATION UNDER THE PROVISIONS OF SECTION 501 (C)(3) OF THE CODE. E. IN THE EVENT THAT THE CORPORATION IS DETERMINED TO BE A PRIVATE FOUNDATION AS DEFINED IN SECTION 509 OF THE CODE, THEN NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF ORGANIZATION OR THE BY-LAWS OF THE CORPORATION, THE FOLLOWING PROVISIONS SHALL APPLY: THE DIRECTORS SHALL DISTRIBUTE THE INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE. THE DIRECTORS SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE; NOR RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943 (C) OF THE CODE, NOR MAKE ANY INVESTMENTS SUCH AS TO INCUR TAX LIABILITY UNDER SECTION 4944 OF THE CODE; NOR MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE CODE. F. ALL REFERENCES HEREIN TO THE INTERNAL REVENUE CODE SHALL BE DEEMED TO REFER TO THE INTERNAL REVENUE CODE OF 1986, AS NOW IN FORCE OR HEREAFTER AMENDED.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

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.

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:

No. and Street: 49 NORTH ROAD
 City or Town: CHILMARK State: MA Zip: 02535 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THOMAS BENA	49 NORTH ROAD CHILMARK, MA 02535 USA PO BOX 142 CHILMARK, MA 02535 USA	2024
TREASURER	SCOTT FISH	18 ALEX WAY WEST TISBURY, MA 02575 USA PO BOX 712 WEST TISBURY, MA 02575 USA	2024

CLERK	THOMAS BENA	49 NORTH ROAD CHILMARK, MA 02535 USA PO BOX 142 CHILMARK, MA 02535 USA	2024
DIRECTOR	THOMAS BENA	49 NORTH ROAD CHILMARK, MA 02535 USA PO BOX 142 CHILMARK, MA 02535 USA	2024
DIRECTOR	SCOTT FISH	18 ALEX WAY WEST TISBURY, MA 02575 USA PO BOX 712 WEST TISBURY, MA 02575 USA	2024

c. The fiscal year (i.e., tax year) of the business entity 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 business entity is:

Name: MARILYN H VUKOTA
No. and Street: 282 UPPER MAIN STREET
City or Town: EDGARTOWN State: MA Zip: 02539 Country: USA

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:

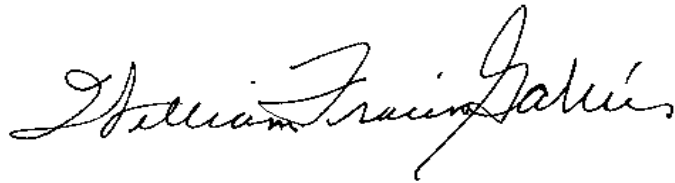
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 17 Day of May, 2021. (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.)

MARILYN H. VUKOTA

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:

May 17, 2021 03:19 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