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Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **January 1**, 2009, and ending **December 31**, 20 **09****B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization**Bobby Marks Jr. Memorial Scholarship Fund, Inc.**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

46 Wellington St.

City or town, state or country, and ZIP + 4

Braintree, MA 02184**D** Employer identification number**26-2907453****E** Telephone number**781-424-9282****F** Group Exemption Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: ☒ Cash ☐ Accrual
Other (specify) ▶**I** Website: ▶ **www.bobbymarksjr.org****J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**H** Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).**K** Check ☒ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **40,869.89****Part I** **Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	3,775.00
	2	Program service revenue including government fees and contracts	2	0
	3	Membership dues and assessments	3	0
	4	Investment income	4	114.89
	5a	Gross amount from sale of assets other than inventory	5a	0
	b	Less: cost or other basis and sales expenses	5b	0
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a	Gross revenue (not including \$ 3,775.00 of contributions reported on line 1)	6a	36,980.00
	b	Less: direct expenses other than fundraising expenses	6b	26,522.25
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	10,457.75	
7a	Gross sales of inventory, less returns and allowances	7a	0	
b	Less: cost of goods sold	7b	0	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0	
8	Other revenue (describe ▶)	8	0	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	14,347.64	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	2,000.00
	11	Benefits paid to or for members	11	0
	12	Salaries, other compensation, and employee benefits	12	0
	13	Professional fees and other payments to independent contractors	13	0
	14	Occupancy, rent, utilities, and maintenance	14	0
	15	Printing, publications, postage, and shipping	15	1,364.26
	16	Other expenses (describe ▶ Form 1023 Application Fee)	16	750.00
	17	Total expenses. Add lines 10 through 16	17	4,114.26
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	10,233.38
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	26,927.75
	20	Other changes in net assets or fund balances (attach explanation)	20	0
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	37,161.13

Part II **Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	26,927.75	22 37,161.13
23 Land and buildings	0	23 0
24 Other assets (describe ▶)	0	24 0
25 Total assets	26,927.75	25 37,161.13
26 Total liabilities (describe ▶)	0	26 0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	26,927.75	27 37,161.13

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

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Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others)

28	The 3rd Annual Bobby Marks, Jr. Memorial Golf Tournament was held on September 19, 2010. The Tournament raised \$10,457.75 that will be invested and grown in a savings account and used to award college scholarships to graduating seniors of Braintree High School. (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	10,233.38
29	The Fund awarded two (2) scholarships in the amount of \$1,000 each at the Braintree High School Scholarship Ceremony on June 3, 2009. They were awarded to Jennifer O'Keefe, now attending the University of Rhode Island, and Brian Downing, now attending Fitchburg State College. (Grants \$ 2,000) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	2,000.00
30	The Fund mails out donation request letters to various local businesses and personal contacts. In 2009 the Fund was able to generate a total of \$3,775.00 in monetary charitable donations. The cost of print collateral production, postage and shipping supplies, and Web hosting fees totaled \$1,364.26. (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	1,364.26
31	Other program services (attach schedule) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	750.00
32	Total program service expenses (add lines 28a through 31a)	32	14,347.64

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0	37a	
b Did the organization file Form 1120-POL for this year?	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	39a 0	
b Gross receipts, included on line 9, for public use of club facilities	39b 0	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	✓
41 List the states with which a copy of this return is filed. ▶ Massachusetts		
42a The organization's books are in care of ▶ O'Connor & Drew Telephone no. ▶ 617-471-1120 Located at ▶ 1515 Hancock Street, Quincy, MA ZIP + 4 ▶ 02169		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	✓
If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	✓
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ **Yes** ☒ **No**
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ **Yes** ☒ **No**
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ **Yes** ☒ **No**
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ **Yes** ☒ **No**
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ **Yes** ☒ **No**
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

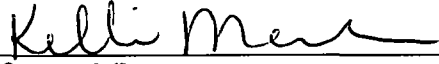
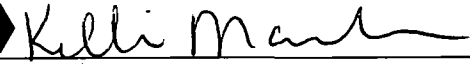

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 **None**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 **None**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		Date 8/10/10	
Paid Preparer's Use Only	 Preparer's signature		Date	
	Firm's name (or yours if self-employed), address, and ZIP + 4 Kellie Marks		Preparer's identifying number (See instructions) 	
	Check if self-employed <input checked="" type="checkbox"/>		EIN 26-2907453	
	Phone no 7814249282		May the IRS discuss this return with the preparer shown above? See instructions <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

BOBBY MARKS JR. MEMORIAL SCHOLARSHIP FUND, INC.
FORM 990-EZ (2009)
PART III: STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

Line 32: Other Program Services

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.		
<i>Program Description</i>	<i>Expenses</i>	<i>Grants</i>
The Robert G Marks Jr Memorial Scholarship Fund Inc. applied for non-exempt 501(c)3 status in order to maximize the volume and quality of charitable donations that the Fund can obtain. The Fund was approved on October 6, 2009. The application submission fee was \$750.	\$ 750.00	\$ 0
Total:	\$ 750.00	\$ 0



MARTHA COAKLEY
ATTORNEY GENERAL

THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE ATTORNEY GENERAL
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION

ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

Office Use Only: Fiscal Year

(617) 727-2200, ext. 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 01/01/2009 to 12/31/2009

Attorney General's Account #: _____

Federal ID #: 26-2907453

When did the organization first engage in charitable work in Massachusetts? 09/14/2007

Has the organization applied for or been granted IRS tax exempt status? ☒ Yes ☐ No

If yes, date of application OR date of determination letter: October 6, 2009

IRS Exemption under 501(c): 03

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? ☒ Yes ☐ No

Check all items attached (if applicable)

☒ Schedule A-1

☒ Schedule A-2

☐ Schedule RO

☐ Probate Account

☐ Copy of IRS Return

☐ Audited Financial Statements/Review

☒ Filing Fee

☐ Amended Articles/By-Laws

Organization Data

Name: Bobby Marks Jr. Memorial Scholarship Fund, Inc.

Mailing Address: 46 Wellington St.

City: Braintree State: MA Zip: 02184

Phone Number: (781) 843-7429 Fax Number: _____

Email: contact@bobbymarksjr.org Website: www.bobbymarksjr.org

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions.
Enter up to 2 codes from Table 3 for your organization's main purpose(s)

Category	Code	Category	Code
County (Table 1)	11	Organization Purpose Code 1	1
Type of Organization (Table 2)	2	Organization Purpose Code 2	6

Please check box if final return prior to dissolution: ☐

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

1. On what date was the organization created? 09/09/2008

2. Where was the organization created? BRAINTREE, MA

3. What is the form of organization? (check one)

Corporation	<input checked="" type="checkbox"/>	Testamentary Trust	<input type="checkbox"/>
Unincorporated Association	<input type="checkbox"/>	Inter Vivos Trust	<input type="checkbox"/>

Other (please describe): _____

4. Was your organization related to any other organization(s) during the reporting year (see definition "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14 ☐ Yes ☒ No

5. Enter your summary of financial data:

	Financial Data	Amounts
A.	Contributions, gifts, grants, and similar amounts received	\$3,775.00
B.	Gross support and revenue	\$36,980.00
C.	Program services and similar amounts paid out	\$26,522.25
D.	Fundraising expenses	\$1,364.26
E.	Management and general expenses	\$750.00
F.	Payments to affiliates	\$0.00
G.	Total expenses	\$4,114.26
H.	Net assets or fund balances at the end of the year	\$36,161.13

6. List the total compensation you provided to your five highest paid employees:

	Name/Title	Hrs/Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	Kelly Marks/President & Clerk & Director	00015	\$0.00	\$0.00	\$0.00
2.	Robert Marks, Sr./Treasurer & Director	00010	\$0.00	\$0.00	\$0.00
3.	Donna Marks/Director	00010	\$0.00	\$0.00	\$0.00
4.					
5.					

7. Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet) ☐ Yes ☒ No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1.	NONE		
2.			
3.			
4.			
5.			

9. Bank(s) in which the organization's funds are deposited (include bank addresses and phone number):

Bank	Address	Phone Number
EASTERN BANK	265 Franklin Street Boston, MA 02110-3113	(617) 897-1100

10. What is the organization's accounting method?

☒ Cash ☐ Accrual

☐ Other specify): _____

11. If organization's mailing address is a P.O. Box, list the organization's full street address:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Contact Person Name: KELLIE MARKS

Street Address: 46 WELLINGTON ST.

City: BRAINTREE State: MA Zip Code: 02184

Phone Number: +1 (781) 843-7429

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? ☒ Yes ☐ No

14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? ☒ Yes ☐ No

If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

a religious organization	<input type="checkbox"/>
an organization which: (a) does not raise more than \$5,000 during a calendar year Or does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. [The conditions at both (a) and (b) must be met for your organization to qualify for this exemption]	<input type="checkbox"/>

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.

17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.

18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.

19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? ☐ Yes ☒ No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted

20. Has this organization or any of its officers, directors, or employees:

If yes, please attach an explanation

- (a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions? ☐ Yes ☒ No
- (b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency? ☐ Yes ☒ No
- (c) Been the subject of a proceeding regarding any solicitation or registration? ☐ Yes ☒ No
- (d) Entered into a voluntary agreement of compliance or consent judgment with, any government agency or in a case before a court or administrative agency? ☐ Yes ☒ No

21. Have any restrictions been removed during the year from donor-restricted funds?

If yes, please attach an explanation.

☐ Yes ☒ No

22. Have donor-restricted funds been loaned to unrestricted funds?

If yes, please attach an explanation.

☐ Yes ☒ No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (*see instructions and definition sections*). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

- (a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above? ☐ Yes ☒ No
- (b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement? ☐ Yes ☒ No

If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement

24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver or interest not otherwise reported).

If the answer to any part of Question 24 is yes, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.

During the year:		
A.	Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
B.	Has your organization leased assets to or leased assets from a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
C.	Has your organization been indebted to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
D.	Has your organization allowed a related party to be indebted to it?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
E.	Has your organization made or held an investment in a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F.	Has your organization furnished goods, services, or facilities to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
G.	Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
H.	Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I.	Has your organization transferred income or assets to or for use by a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J.	Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director or trustee receive anything of value not reported as compensation?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
K.	Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
L.	Is any property of the organization held in the name of or commingled with the property of any other person or organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
M.	Did your organization make a grant award or contribution to any other organization in which any of of this organization's officers, directors or trustees has a relationship?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachment, is true and correct to the best of my knowledge.

Signature: Kellie Marks Date: 8/10/10

Printed Name: KELLIE MARKS

Title: PRESIDENT, CLERK & DIRECTOR

Name of Preparer: Kellie Marks

Address 46 Wellington St.

City Braintree State MA Zip Code 02184

Phone Number +1 (781) 424-9282

Schedule A-1

Solicitation Activities During Fiscal Year Covered By This Report

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Robert G Marks Jr Memorial Scholarship Fund Inc.

Bobby Marks, Jr. Memorial Fund

Types of solicitation activities in which you expect to engage (*check all that apply*):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input checked="" type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input type="checkbox"/>

☐ Other *specify*: _____

Identify the method or methods you expect to use for the fundraising (*check all that apply*):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ Zip Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ Zip Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ Zip Code _____

Schedule A-1 ctd.
Solicitation Activities During Fiscal Year Covered By This Report

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Name and Title: KELLIE MARKS / PRESIDENT, CLERK & DIRECTOR

Address 46 WELLINGTON ST.

City BRAINTREE State MA Zip Code 02184

Name and Title: ROBERT MARKS, SR. / TREASURER & DIRECTOR

Address 46 WELLINGTON ST.

City BRAINTREE State MA Zip Code 02184

Name and Title: _____

Address _____

City _____ State _____ Zip Code _____

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

Name and Title: KELLIE MARKS / PRESIDENT, CLERK & DIRECTOR

Address 46 WELLINGTON ST.

City BRAINTREE State MA Zip Code 02184

Name and Title: ROBERT MARKS, SR. / TREASURER & DIRECTOR

Address 46 WELLINGTON ST.

City BRAINTREE State MA Zip Code 02184

Name and Title: DONNA MARKS / DIRECTOR

Address 46 WELLINGTON ST.

City BRAINTREE State MA Zip Code 02184

Schedule A-2

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Robert G Marks Jr Memorial Scholarship Fund Inc.

Bobby Marks, Jr. Memorial Fund

Types of solicitation activities in which you expect to engage (*check all that apply*):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input checked="" type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input type="checkbox"/>

☐ Other *specify*): _____

Identify the method or methods you expect to use for the fundraising (*check all that apply*):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ Zip Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ Zip Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ Zip Code _____

Schedule A-2 ctd.
Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Name and Title: KELLIE MARKS / PRESIDENT, CLERK & DIRECTOR
Address 46 WELLINGTON ST.
City BRAINTREE State MA Zip Code 02184

Name and Title: ROBERT MARKS, SR. / TREASURER & DIRECTOR
Address 46 WELLINGTON ST.
City BRAINTREE State MA Zip Code 02184

Name and Title: _____
Address _____
City _____ State _____ Zip Code _____

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

Name and Title: KELLIE MARKS / PRESIDENT, CLERK & DIRECTOR
Address 46 WELLINGTON ST.
City BRAINTREE State MA Zip Code _____

Name and Title: ROBERT MARKS, SR. / TREASURER & DIRECTOR
Address 46 WELLINGTON ST.
City BRAINTREE State MA Zip Code 02184

Name and Title: DONNA MARKS / DIRECTOR
Address 46 WELLINGTON ST.
City BRAINTREE State MA Zip Code 02184

Certification by Organization

Two different signatures required. Signers must be organization president or other authorized officer or trustee.

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: Kelli Marks Date: 8/10/10

Printed Name: KELLIE MARKS

Title: PRESIDENT, CLERK & DIRECTOR

Signature: [Signature] Date: 8/10/10

Printed Name: ROBERT MARKS, SR.

Title: TREASURER & DIRECTOR

BOBBY MARKS JR. MEMORIAL SCHOLARSHIP FUND, INC.
FORM PC (2009)
ATTACHMENT FOR PAGE 4, QUESTIONS 16-18

Question 16: Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branch affiliates.

There are no offices/chapters/branch affiliates.

Question 17: Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principle salaried executives of the organization.

The list of officers and directors is as follows:

Name: Kellie Marks
Title: President, Clerk & Director
Address: 46 Wellington St.
Braintree, MA 02184

Name: Robert Marks, Sr.
Title: Treasurer & Director
Address: 46 Wellington St.
Braintree, MA 02184

Name: Donna Marks
Title: Director
Address: 46 Wellington St.
Braintree, MA 02184

The organization has no trustees or salaried executives.

Question 18: Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.

See list of individuals authorized to sign checks on Schedule A1, page 9.

See list of individuals responsible for custody of funds, distribution of funds, fundraising, and custody of financial records to sign checks on Schedule A1, page 9.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Type or print	Name of Exempt Organization BOBBY MARKS JR. MEMORIAL SCHOLARSHIP FUND, INC./C/O O'CONNOR & DREW, P.C.	Employer identification number 26-2907453
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 25 BRAINTREE HILL OFFICE PARK, NO. 102	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRAINTREE, MA 02184	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input checked="" type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► _____
Telephone No. ► _____ FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print	Name of Exempt Organization BOBBY MARKS JR. MEMORIAL SCHOLARSHIP FUND, INC./O O'CONNOR & DREW, P.C.
File by the extended due date for filing the return. See instructions.	Employer identification number 26-2907453
	Number, street, and room or suite no. If a P.O. box, see instructions. 25 BRAINTREE HILL OFFICE PARK, NO. 102
	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRAINTREE, MA 02184

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☒ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of _____
 Telephone No. _____ FAX No. _____
 • If the organization does not have an office or place of business in the United States, check this box ☐
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.
 5 For calendar year 2009, or other tax year beginning _____, and ending _____.
 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 7/26/10

Form 8868 (Rev. 4-2009)



**The Commonwealth of Massachusetts
William Francis Galvin**

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Special Instructions

**Articles of Organization
(General Laws, Chapter 180)**

Federal Identification Number: 000985803

ARTICLE I

The name of the corporation is:

BOBBY MARKS, JR , MEMORIAL SCHOLARSHIP FUND, INC.

ARTICLE II

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

TO ESTABLISH AND ADMINISTER A COLLEGE SCHOLARSHIP FUND IN THE MEMORY OF BOBBY MARKS, JR., FOR GRADUATING HIGH SCHOOL SENIORS, PRIMARILY GRADUATES OF BRAINTREE (MASSACHUSETTS) HIGH SCHOOL, WITH SPECIAL CONSIDERATION GIVEN TO COLLEGE-BOUND SENIORS GRADUATING FROM BRAINTREE HIGH SCHOOL'S ALTERNATIVE EDUCATION PROGRAM.

TO CONDUCT SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AND OTHER ACTIVITIES AS MAY BE CARRIED OUT BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS CHAPTER 180 AND DESCRIBED IN SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE.

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:

SET FORTH IN BY-LAWS

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")*

OTHER LAWFUL PROVISIONS, IF ANY, FOR THE CONDUCT AND REGULATION OF THE BUSINESS AFFAIRS OF THE CORPORATION, FOR ITS VOLUNTARY DISSOLUTION, OR FOR LIMITING, DEFINING, OR REGULATING THE POWER OF THE CORPORATION, OR OF ITS DIRECTORS, OFFICERS, OR MEMBERS, ARE AS FOLLOWS

(A) IN ADDITION TO THE POWERS GRANTED TO THE CORPORATION BY GENERAL LAWS, CHAPTER 180, THE CORPORATION SHALL HAVE AND MAY EXERCISE IN FURTHERANCE OF ITS CORPORATE PURPOSES EACH OF THE POWERS SPECIFIED IN SECTIONS 9A AND 9B OF MASSACHUSETTS GENERAL LAWS CHAPTER 156B.

(B) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART EXCEPT WITH RESPECT TO ANY PROVISION THEREOF THAT BY LAW OR THE BYLAWS REQUIRE ACTION BY THE MEMBERS.

(C) NOTWITHSTANDING ANYTHING ELSE HEREIN PROVIDED, THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EDUCATIONAL, CHARITABLE OR LITERARY PURPOSES, AS SAID TERMS HAVE BEEN AND SHALL BE DEFINED PURSUANT TO SECTIONS 170 (E) AND 501 (C)(3) OF THE INTERNAL REVENUE CODE. ALL POWERS OF THIS CORPORATION SHALL BE EXERCISED ONLY IN SUCH MANNER AS WILL ASSURE THE OPERATION OF THIS CORPORATION EXCLUSIVELY FOR SAID EDUCATION, CHARITABLE OR LITERARY PURPOSES, AS SO DEFINED, IT BEING THE INTENTION THAT THIS CORPORATION SHALL BE EXEMPT FROM FEDERAL INCOME TAX AND THAT CONTRIBUTIONS TO IT SHALL BE DEDUCTIBLE PURSUANT TO SAID SECTIONS OF SAID CODE, AND ALL PURPOSES AND POWERS HEREIN SHALL BE INTERPRETED AND EXERCISED CONSISTENTLY WITH THIS INTENTION.

(D) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, DIRECTORS, OFFICERS, PRIVATE SHAREHOLDERS OF INDIVIDUALS, 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 THE CORPORATION'S PURPOSES SET FORTH IN ARTICLE 2 OF THESE ARTICLES OF ORGANIZATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED IN SECTION 501 (H) OF THE INTERNAL REVENUE CODE), AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

(E) EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW, THE CORPORATION MAY AT ANY TIME AUTHORIZE A PETITION FOR ITS DISSOLUTION TO BE FILED WITH THE SUPREME JUDICIAL COURT OF THE COMMONWEALTH OF MASSACHUSETTS GENERAL LAWS BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION THEN IN OFFICE; PROVIDED, HOWEVER, THAT IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, TERMINATION OR WINDING UP OF THE CORPORATION (WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF THE LAW), THE PROPERTY OR ASSETS OF THE CORPORATION REMAINING AFTER PROVIDING FOR THE PAYMENT OF ITS DEBT AND OBLIGATIONS SHALL BE CONVEYED, TRANSFERRED, DISTRIBUTED AND SET OVER OUTRIGHT TO ONE OR MORE EDUCATIONAL, CHARITABLE OR LITERARY INSTITUTIONS OR ORGANIZATIONS, CREATED AND ORGANIZED FOR NONPROFIT PURPOSES SIMILAR TO THOSE OF THE CORPORATION, WHICH QUALIFY AS EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS A MAJORITY OF THE TOTAL NUMBER OF THE DIRECTORS OF THE CORPORATION MAY BY VOTE DESIGNATE AND IN SUCH PROPORTIONS AND IN SUCH MANNER AS MAY BE DETERMINED IN SUCH VOTE, PROVIDED, FURTHER, THAT THE CORPORATION'S PROPERTY MAY BE APPLIED TO CHARITABLE OR EDUCATIONAL PURPOSES IN ACCORDANCE WITH THE DOCTRINE OR CY-PRES IN ALL RESPECTS AS A COURT HAVING JURISDICTION IN THE PREMISES MAY DIRECT.

(F) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY BY SUCH OFFICER OR DIRECTOR AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT THAT, TO THE EXTENT PROVIDED BY APPLICABLE LAW, THIS PROVISION SHALL NOT

ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (III) FOR ANY TRANSACTION FROM THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT OR APPEAL OF THIS PROVISION SHALL DEPRIVE AN OFFICER OR DIRECTOR OF THE BENEFIT HEREOF WITH RESPECT TO ANY ACT OR OMISSION OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL.

Note: 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.

Later Effective Date:

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: 46 WELLINGTON STREET

City or Town: BRAINTREE **State:** MA **Zip:** 02184 **Country:** USA

b. The name, residential address and post office address of each director and officer is as follows:
(A president, treasurer, clerk, and at least one director are required)

Title: PRESIDENT		Expiration of Term: Until successors are duly elected and qualified
First Name: KELLIE	Middle Name:	Last Name: MARKS
Residential Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Post Office Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Title: TREASURER		Expiration of Term: Until successors are duly elected and qualified
First Name: ROBERT	Middle Name:	Last Name: MARKS
Residential Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Post Office Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Title: CLERK		Expiration of Term: Until successors are duly elected and qualified
First Name: KELLIE	Middle Name:	Last Name: MARKS
Residential Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Post Office Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Title: DIRECTOR		Expiration of Term: Until successors are duly elected and qualified
First Name: DONNA	Middle Name:	Last Name: MARKS
Residential Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Post Office Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Title: DIRECTOR		Expiration of Term: Until successors are duly elected and qualified
First Name: KELLIE	Middle Name:	Last Name: MARKS
Residential Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		
Post Office Address: 46 WELLINGTON STREET		
City: BRAINTREE	State: MA	Zip: 02184
Country: USA		

Title: DIRECTOR		Expiration of Term: Until successors are duly elected and qualified	
First Name: ROBERT	Middle Name:	Last Name: MARKS	
Residential Address: 46 WELLINGTON STREET			
City: BRAINTREE	State: MA	Zip: 02184	
Country: USA			
Post Office Address: 46 WELLINGTON STREET			
City: BRAINTREE	State: MA	Zip: 02184	
Country: USA			

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:

Name: KELLIE MARKS
No. and Street: 46 WELLINGTON STREET

City or Town: BRAINTREE **State:** MA **Zip:** 02184 **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:

KELLIE MARKS

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 beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 9 Day of September, 2008

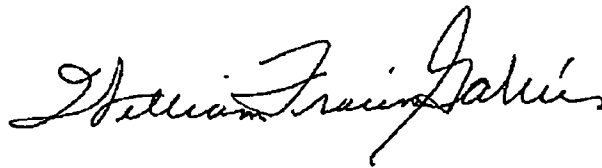
(If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state of other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.)

KELLIE MARKS

THE COMMONWEALTH OF MASSACHUSETTS

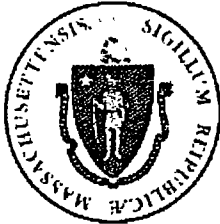
I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:
September 09, 2008 2:50 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



**The Commonwealth of Massachusetts
William Francis Galvin**

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

**BOBBY MARKS, JR., MEMORIAL SCHOLARSHIP FUND, INC. Summary
Screen**



Help with this form

[Request a Certificate](#)

The exact name of the Nonprofit Corporation: BOBBY MARKS, JR., MEMORIAL SCHOLARSHIP FUND, INC.

Entity Type: Nonprofit Corporation

Identification Number: 000985803

Date of Organization in Massachusetts: 09/09/2008

Current Fiscal Month / Day: 12 / 31

The location of its principal office in Massachusetts:

No. and Street

46 WELLINGTON STREET

City or Town:

BRAINTREE

State: MA

Zip: 02184

Country: USA

If the business entity is organized wholly to do business outside Massachusetts, the location of that office:

No. and Street:

City or Town

State:

Zip:

Country:

The name and address of the Resident Agent:

Name:

KELLIE MARKS

No. and Street

46 WELLINGTON STREET

City or Town:

BRAINTREE

State: MA

Zip: 02184

Country: USA

The officers and all of the directors of the corporation:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	KELLIE MARKS	46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA	Until successors are duly elected and qualified
TREASURER	ROBERT MARKS SR.	46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA	Until successors are duly elected and qualified
CLERK	KELLIE MARKS	46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA	Until successors are duly elected and qualified
DIRECTOR	DONNA MARKS	46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA	Until successors are duly elected and qualified
DIRECTOR	KELLIE MARKS	46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET	Until successors are duly elected and qualified

DIRECTOR	ROBERT MARKS SR	BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA 46 WELLINGTON STREET BRAINTREE, MA 02184 USA	Until successors are duly elected and qualified
----------	-----------------	---	---

☐ Consent ☐ Manufacturer ☐ Confidential Data ☐ Does Not Require Annual Report
☐ Partnership ☒ Resident Agent ☐ For Profit ☐ Merger Allowed


Select a type of filing from below to view this business entity filings:

ALL FILINGS	▲
Annual Report	
Application For Revival	
Articles of Amendment	
Articles of Consolidation - Foreign and Domestic	▼

[View Filings](#) [New Search](#)

Comments

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 Help

**BOBBY MARKS, JR, MEMORIAL
SCHOLARSHIP FUND, INC.
(a Massachusetts non-profit corporation)**

CORPORATE BY-LAWS

BOBBY MARKS, JR. MEMORIAL SCHOLARSHIP FUND, INC.
(a Massachusetts non-profit corporation)

CORPORATE BY-LAWS
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BOBBY MARKS, JR. MEMORIAL SCHOLARSHIP FUND, INC.
(a Massachusetts non-profit corporation)

CORPORATE BY-LAWS

ARTICLE 1: NAME, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

- 1.1 **Name.** The name of the corporation is the Bobby Marks, Jr. Memorial Fund, Inc. (the "Corporation").
- 1.2 **Location.** The principal office of the Corporation in the Commonwealth shall be located at the place set forth on the form of the Articles of Organization or on a certificate filed with the Secretary of State. The Board of Directors may change the location of the principal office in the Commonwealth and establish such other offices as it deems appropriate, provided however, said change in principal office is made pursuant to M.G.L. c. 180, as amended.
- 1.3 **Corporate Seal.** The Board of Directors may adopt and alter the seal of the Corporation.
- 1.4 **Fiscal Year.** The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end on the 31st day of December in each year.
- 1.5 **Purpose.** To establish and administer a college scholarship fund in the memory of Bobby Marks, Jr., for graduating high school seniors of Braintree (Massachusetts) High School, with special consideration given to college-bound seniors graduating from Braintree High School's Alternative Education Program.

To conduct such other activities and programs in furtherance of the foregoing purposes and other activities as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2: NONMEMBERSHIP CORPORATION

The Corporation shall operate as a nonmembership corporation, and all corporate rights and powers otherwise granted to or vested in members shall be and hereby are vested in the Board of Directors.

ARTICLE 3: STATUS

The Corporation shall be a Non-Profit Organization, a Corporation organized and existing under the laws of the State of Massachusetts and operated exclusively for the purpose specified in Paragraph 1.5. The Board of Directors will apply to the Tax Department for 501(c)3 status. All Officers and Board of Directors will volunteer their time and will not receive any compensation for their services. No Board Member shall be liable for the acts or failure to act on the part of any other Board Member. Nor shall any Board Member be liable for his act or failure to act under this Constitution and By-Laws, excepting only acts or omission arising from willful misfeasance. Nothing herein shall constitute any liability for acts or omissions committed by anyone associated with the Corporation. The Corporation shall use its funds to accomplish the purpose specified in Paragraph 1.5. No part of such funds shall be beneficial or distributed to an Officer or a Board Member.

ARTICLE 4: THE BOARD OF DIRECTORS

- 4.1 **Number, Tenure and Qualification of Directors.** The number of Directors on the Board of Directors shall be not less than two (2) nor more than seven (7). The number of Directors shall be fixed from time to time by the Board of Directors and the number so fixed shall comprise the entire Board of Directors. Each Director shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign.

4.2 Election and Term. The initial Directors shall be Kellie Marks, Robert Marks, Sr. and Donna Marks. Successor or additional Directors may be appointed by a majority of the Board of Directors then in office.

4.3 Powers. The business of the Corporation shall be managed by the Board of Directors which shall have and may exercise all the powers of the Corporation.

4.4 Meetings and Notice. Meetings of the Board of Directors may be held within or without of the Commonwealth. An annual meeting of the Board of Directors shall be held at the principal office of the Corporation on the second Tuesday in March of each year, if not a legal holiday, and, if a legal holiday, then on the next day that is not a Saturday, Sunday or legal holiday, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors may be held without call or notice at a time and place selected by the Board of Directors; provided, however, that any Director who is absent when such selection is made shall be given written notice by the Clerk of the time and place of such regular meetings.

Special meetings of the Board of Directors may be called by the chairperson of the Board of Directors or by any one or more Directors or the President. The Clerk of the Corporation or, in the case of his death, absence, incapacity, or refusal, any other Officer, shall give written notice of any special meeting to each Director (i) in person or by telegram sent to his or her business or home address at least twenty-four hours before such meeting; or (ii) mailed to his or her business or home address or to his or her last known address at least forty-eight (48) hours before such meeting. Notice of a meeting need not be given to any Director if he or she executes a written waiver of notice before or after the meeting or if he or she attends the meeting without protesting either prior thereto or at its commencement the lack of notice to him or her. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

4.5 Quorum and Voting. A majority of the Directors then in office shall constitute a quorum. A majority of less than a quorum may, from time to time, postpone to a new time or place any meeting and the adjourned meeting may be held without further notice. If a quorum exists, a majority of the Directors present may take any action, except the removal of a Director for cause which shall require a majority vote of all Directors then in office; provided, however, that the removal of either Kellie Marks, Robert Marks, Sr. and Donna Marks shall require a unanimous vote of all Directors then in office.

4.6 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors. The Clerk shall file such written consent with the records of the meeting of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

4.7 Chairperson of the Board of Directors. The Board of Directors may elect from its own number a chairperson. If a chairperson has been elected, he or she shall preside at all meetings of the Board of Directors at which he or she is present and shall have such other duties and powers as the Board of Directors may decide.

4.8 Executive and Other Committees. The Board of Directors may elect from its own number an executive committee and any other committees and may delegate to the committees any or all of its powers except the power (i) to change the principal office of the Corporation; (ii) to amend the By-Laws; (iii) to elect Officers required by law to be elected by the Directors and to fill vacancies in any such offices; (iv) to change the number of the Board of Directors and to fill vacancies in the Board of Directors; or (v) to remove Officers or Directors from office. The Board of Directors may decide the manner in which any such committees shall conduct their business.

4.9 Removal. A Director may be removed from office with or without cause by a majority vote of the Board of Directors, provided, however that Kellie Marks, Robert Marks, Sr. and Donna Marks may be removed only with a unanimous vote of the Board of Directors. Any such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose.

4.10 Resignation. Any Director may at any time resign his or her office by a resignation in writing delivered to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

4.11 Contracts and Services. The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, members, directors, or otherwise; provided, however, (i) that no Director or Officer may participate in any evaluation of any application received from an entity with which the Director or Officer is associated; and (ii) that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or Officers are personally interested as shareholders, members, directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Organization against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

4.12 Compensation. Directors shall not receive any stated salary for their services.

4.13 Duties. The Board of Directors shall present at its annual meeting, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following: (i) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four (4) months prior to such meeting; (ii) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (iii) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report. The annual report of Directors shall be filed with the records of the Corporation.

ARTICLE 5: OFFICERS

5.1 Designation and Qualification. The Officers of the Corporation shall consist of a President, a Treasurer, a Clerk, and such other Officers including one or more Vice Presidents, Assistant Treasurers, and Assistant Clerks as the Board of Directors may elect. A person may hold more than one office at the same time. If required by the Board of Directors, an Officer shall give the Corporation a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors.

5.2 Election and Term. The President, Treasurer, and Clerk shall be elected by the Board of Directors at its first meeting and shall hold office until their successors are chosen and qualified. All other Officers may be elected by the Board of Directors at any time and shall hold office for such term as the Board of Directors decide.

5.3 President. The President shall be the chief executive officer of the Corporation and shall have general supervision and control of the business of the Corporation subject to the direction of the Board of Directors. The President shall also have such other powers and duties as the Board of Directors may decide. In the absence of a chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Unless otherwise ordered by the Board of Directors, the President may waive notice of, and appoint any person to act as proxy or attorney in fact for the Corporation at any meeting of partners, or members of any partnership, association, trust, or other corporation in which the Corporation may hold an interest. The Board of Directors may from time to time confer like powers upon any other Officer.

5.4 Treasurer and Assistant Treasurer. The Treasurer shall have, subject to the direction of the Board of Directors, general charge of the financial affairs of the Corporation and shall keep full and accurate records thereof,

which shall always be open to the inspection of the President or any Director. He or she shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, a statement of the accounts of his or her transactions as Treasurer and of the financial condition of the Corporation. Any Assistant Treasurers shall have such powers and duties as the Board of Directors may decide.

5.5 Clerk and Assistant Clerks. The Clerk shall record the proceedings of all meetings of the Board of Directors in books kept for that purpose. He or she shall notify the Directors of all meetings in accordance with the By-Laws. If the Clerk is absent from any meeting of the Board of Directors, an Assistant Clerk shall be chosen to exercise the duties of the Clerk at such meeting. Any Assistant Clerk shall have such powers and duties as the Board of Directors may decide.

5.6 Vacancies. A vacancy in any office may be filled by the Board of Directors by the election of a successor to hold office for the unexpired term of the Officer whose place is vacant and until his or her successor is chosen and qualified.

5.7 Removal. All Officers may be removed from their respective offices with or without cause by the Board of Directors. An Officer may be removed for cause only after reasonable notice and an opportunity to be heard before the Board of Directors.

5.8 Resignation. Any Officer may at any time resign his or her office by resignation in writing delivered to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE 6: AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE 7: CONTRACTS

Only the Board of Directors, as otherwise provided in these By-Laws, may authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE 8: FINANCIAL

All funds received shall be placed promptly into federally insured account(s) paying the highest available interest or in any mutual fund, etc. deemed appropriate by the Officers and Board of Directors. The Corporation shall be audited and reported annually.

ARTICLE 9: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No part of the net earnings or pecuniary profit of the Corporation shall inure to the benefit of, or be distributed to its Directors or Officers, or to an employee of or a member of a committee of the Corporation, or to a person connected with the Corporation, or to any other private individual from the operations of the Corporation; provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation

shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 10: INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the sole judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 11: AMENDMENTS

The Board of Directors shall have the sole power to make, alter, amend, and repeal the By-Laws of the Corporation by a majority vote of the Board of Directors.

ARTICLE 12: EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Director, Officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 13: SCHOLARSHIP FUNDS

The funds of the Corporation shall be obtained primarily from donations, contribution from family members, friends, corporations and the general public. All funds received must be unconditional.

ARTICLE 14: AWARDS

The total amount awarded annually for scholarships shall be limited to no more than one-half (1/2) of the yearly income until reaching a balance of Ten Thousand Dollars (\$10,000) in the Corporation. Thereafter, the total yearly income may be awarded. Awards of at least Five Hundred Dollars (\$500) is to be given annually.

The Officers and Board of Directors will decide on the number, type, and amount of each scholarship and determine the recipient(s).

Amounts awarded shall take into consideration the amount available for the number of successful applicants.

ARTICLE 15: NON-ELIGIBILITY CLAUSE

Children of Officers, Board of Directors, or Advisors are not eligible to receive scholarships offered by the Corporation. Nor will substantial contributors, fund managers be eligible to receive scholarships.

ARTICLE 16: CONFLICT OF INTEREST

16.1 **Purpose.** The purpose of the conflict of interest policy is to protect the interest of the tax-exempt organization, the Corporation, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

16.2 **Definitions.** For purposes of this Article 16 the following terms shall have the following meanings:

16.2.1 **"Interested Person"** means any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

16.2.2 **"Financial Interest"** means a person has a financial interest if the person has, directly or indirectly, through business, investments, or immediate family members:

16.2.2.1 An ownership or investment in any entity with which the Organization has a transaction or arrangement,

16.2.2.2 A compensation arrangement with the Organization or with any entity or individual with which the Organization has transaction or arrangement, or

16.2.2.3 A potential ownership or investments interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 17: INDEMNIFICATION OF DIRECTORS AND OFFICERS

17.1 **Definitions.** For purposes of this Article 17 the following terms shall have the following meanings:

17.1.1 **"Director/Officer"** means any person who is serving or has served as a Director, Officer or employee or other agent of the Corporation appointed or elected by the Board of Directors of the Corporation, who is serving or has served at the request of the Corporation as a Director, Officer, trustee, principal, partner, member of a committee, employee or other agent of any other organization, or in any capacity with respect to any employee benefit plan of the Corporation or any of its subsidiaries.

17.1.2 **"Proceeding"** means action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.

17.1.3 **"Expense"** means any fine or penalty, and any liability fixed by a judgment, order, decree or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in connection with a Proceeding. The term "Expense" shall include any taxes or penalties imposed on a Director/Officer with respect to any employee benefit plan of the Corporation or any of its subsidiaries.

17.2 Right to Indemnification. Except as limited by law or as provided in Paragraphs 17.3 and 17.4 of this Article 17, each Director/Officer (and his or her heirs and personal representatives) shall be indemnified by the Corporation against any Expense incurred by him or her in connection with each Proceeding in which he or she is involved as a result of serving or having served as a Director/Officer.

17.3 Indemnification not Available. No indemnification shall be provided to a Director/Officer with respect to a Proceeding as to which it shall have been adjudicated that he or she did not act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

17.4 Compromise or Settlement. In the event that a Proceeding is compromised or settled so as to impose any liability or obligation on a Director/Officer or upon the Corporation, no indemnification shall be provided as to said Director/Officer with respect to such Proceeding if such Director/Officer shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

17.5 Advances. The Corporation shall pay sums on account of indemnification in advance of a final disposition of a Proceeding upon receipt of an undertaking by the Director/Officer to repay such sums if it is subsequently established that he or she is not entitled to indemnification pursuant to Paragraphs 17.3 and 17.4 hereof, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

17.6 Not Exclusive. Nothing in this Article 17 shall limit any lawful rights to indemnification existing independently of this Article 17.

17.7 Insurance. The provisions of this Article 17 shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director/Officer against any Expense incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such Expense under this Article 17.

17.8 Amendment. The provisions of this Article 17 may be amended or repealed by the Board of Directors; however, no amendment or repeal of such provisions which adversely affects the rights of a Director/Officer under this Article 17 with respect to his or her acts or omissions prior to such amendment or repeal shall apply to him or her without his or her consent.