

**Return of Organization Exempt From Income Tax**

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

Department of the Treasury  
Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning and ending**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Termination  
 Amended return  
 Application pending

**C Name of organization**  
**HARBORLIGHT HOUSE PROPERTIES, INC.**  
 Doing Business As  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**ONE MONUMENT SQUARE**  
 City or town, state or country, and ZIP + 4  
**BEVERLY, MA 01915-4566**

**D Employer identification number**  
**04-2313571**

**E Telephone number**  
**(978) 927-2121**

**F Name and address of principal officer** **MARY MILLER**  
**SAME AS C ABOVE**

**G Gross receipts \$** **777,043.**

**H(a) Is this a group return for affiliates?**  Yes  No  
**H(b) Are all affiliates included?**  Yes  No  
 If "No," attach a list (see instructions)  
**H(c) Group exemption number** ▶

**I Tax-exempt status**  501(c) (3) (insert no)  4947(a)(1) or  527

**J Website:** ▶ **N/A**

**K Type of organization:**  Corporation  Trust  Association  Other ▶ **L Year of formation:** **1965** **M State of legal domicile:** **MA**

**Part I Summary**

Activities & Governance		Prior Year	Current Year
1	Briefly describe the organization's mission or most significant activities <b>PROVISION OF PROGRAM MANAGEMENT, SERVICE COORDINATION, MEALS, PERSONAL CARE, AND OTHER ASSISTED</b>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	8
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	8
5	Total number of employees (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	20
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 39	7b	0.
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	101,870.	63,983.
9	Program service revenue (Part VIII, line 2g)	597,077.	680,541.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	35,451.	32,298.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,069.	221.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	735,467.	777,043.
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	17,851.	
16a	Professional fundraising fees (Part IX, column (A), line 11e)		9,136.
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>14,696.</b>		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	634,294.	723,392.
18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	652,145.	732,528.
19	Revenue less expenses - Subtract line 18 from line 12	83,322.	44,515.
Net Assets or Fund Balances		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	476,758.	579,567.
21	Total liabilities (Part X, line 26)	68,669.	34,890.
22	Net assets or fund balances - Subtract line 21 from line 20	408,089.	544,677.

**Part II Signature Block**

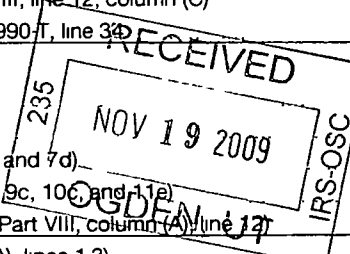
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: *[Signature]* Date: **11/14/09**  
**ANDREW DEFRANZA, EXECUTIVE DIRECTOR**  
 Type or print name and title

**Paid Preparer's Use Only**  
 Preparer's signature: *[Signature]* Date: **12/13/07** Check if self-employed   
 Preparer's identifying number (see instructions):  
 Firm's name (or yours if self-employed), address, and ZIP + 4: **RSM MCGLADREY, INC.**  
**7 NEW ENGLAND EXECUTIVE PARK, SUITE 320**  
**BURLINGTON, MA 01803**  
 EIN ▶  
 Phone no. ▶ **(781) 685-3500**

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

SCANNED DEC 10 2008



Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission
PROVISION OF PROGRAM MANAGEMENT, SERVICE COORDINATION, MEALS, PERSONAL CARE, AND OTHER ASSISTED LIVING SERVICES FOR 35 ELDERLY PERSONS OF LOW/MODERATE INCOME.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes", describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes", describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ) (Expenses \$ 684,181. including grants of \$ ) (Revenue \$ 680,762.)
PROVIDED PROGRAM MANAGEMENT, SERVICE COORDINATION, MEALS, PERSONAL CARE, AND OTHER ASSISTED LIVING SERVICES FOR 45 ELDERLY PERSONS OF LOW/MODERATE INCOME THROUGH ALL 365 DAYS OF THE 2008 CALENDAR YEAR.

4b (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses \$ 684,181. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5 <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U S ?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? <i>If "Yes," complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No", go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>28</b> During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
<b>a</b> Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		<b>X</b>
<b>b</b> Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		<b>X</b>
<b>c</b> Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		<b>X</b>
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		<b>X</b>
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		<b>X</b>
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		<b>X</b>
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		<b>X</b>
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		<b>X</b>
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	<b>X</b>	
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		<b>X</b>
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		<b>X</b>
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		<b>X</b>

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</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)?		X
<b>4b</b>	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		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter N/A		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter N/A		
<b>11a</b>	Gross income from members or shareholders		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A		

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body		
<b>1b</b> Enter the number of voting members that are independent		
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<b>X</b>
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	<b>X</b>	
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	<b>X</b>	
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets?		<b>X</b>
<b>6</b> Does the organization have members or stockholders?	<b>X</b>	
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	<b>X</b>	
<b>7b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	<b>X</b>	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>a</b> The governing body?	<b>X</b>	
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>X</b>	
<b>9a</b> Does the organization have local chapters, branches, or affiliates?		<b>X</b>
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
<b>10</b> Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	<b>X</b>	
<b>11</b> Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		<b>X</b>

**Section B. Policies**

	Yes	No
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13	<b>X</b>	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>X</b>	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	<b>X</b>	
<b>13</b> Does the organization have a written whistleblower policy?		<b>X</b>
<b>14</b> Does the organization have a written document retention and destruction policy?		<b>X</b>
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
<b>a</b> The organization's CEO, Executive Director, or top management official?		<b>X</b>
<b>b</b> Other officers or key employees of the organization? Describe the process in Schedule O (see instructions)		<b>X</b>
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<b>X</b>
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **▶ MA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **▶**  
**ANDREW DEFRANZA & SUSAN BARNES - 978-922-9775**  
**221 CABOT STREET, BEVERLY, MA 01915**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MARY MILLER PRESIDENT	0.10	X		X			0.	0.	0.	
MARCIA J. HUNKINS TREASURER	0.30	X		X			0.	0.	0.	
AVIS J. THOMAS CLERK	0.20	X		X			0.	0.	0.	
EILEEN BERMAN TRUSTEE	0.10	X					0.	0.	0.	
SANDY CARLSON TRUSTEE	0.10	X					0.	0.	0.	
MARGARET E. DAVEY TRUSTEE	0.10	X					0.	0.	0.	
CLAIRE ELIZABETH LOUGHHE TRUSTEE	0.10	X					0.	0.	0.	
LYNETTE D. MASCIOLI TRUSTEE	0.10	X					0.	0.	0.	
PETER SIMONSEN TRUSTEE	0.10	X					0.	0.	0.	
JAMES S. THOMPSON TRUSTEE	0.10	X					0.	0.	0.	



**Part VIII Statement of Revenue**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions)	1e						
	f All other contributions, gifts, grants, and similar amounts not included above	1f	63,983.					
	g Noncash contributions included in lines 1a-1f \$							
	h Total. Add lines 1a-1f			63,983.				
Program Service Revenue	2 a RESIDENT FEES	Business Code	900099	603,960.	603,960.			
	b SERVICE REVENUE		624100	35,000.	35,000.			
	c DEVELOPMENT FEE INTERE		900099	21,364.			21,364.	
	d MANAGEMENT FEE		541610	20,217.	20,217.			
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			680,541.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			32,298.			32,298.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross Rents	(i) Real	(ii) Personal					
		b Less rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less. cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a						
		b Less. direct expenses	b					
		c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities See Part IV, line 19	a						
b Less. direct expenses		b						
c Net income or (loss) from gaming activities								
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a MISCELLANEOUS		900099	221.	221.				
b								
c								
d All other revenue								
e Total. Add lines 11a-11d			221.					
12 Total Revenue Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			777,043.	659,398.	0.	53,662.		

**Part IX** Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.  
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	21,000.		21,000.	
b Legal				
c Accounting	8,450.		8,450.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	9,136.			9,136.
f Investment management fees				
g Other	211,033.	204,083.	3,066.	3,884.
12 Advertising and promotion				
13 Office expenses	4,678.	4,678.		
14 Information technology				
15 Royalties				
16 Occupancy	462,098.	462,098.		
17 Travel	8.	8.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,275.	1,275.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,599.	8,599.		
23 Insurance	4,525.	3,390.	1,135.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MISCELLANEOUS	1,726.	50.		1,676.
b MISCELLANEOUS	0.			
c CONTRACT LABOR	0.			
d _____				
e _____				
f All other expenses _____				
<b>25 Total functional expenses</b> Add lines 1 through 24f	<b>732,528.</b>	<b>684,181.</b>	<b>33,651.</b>	<b>14,696.</b>
<b>26 Joint Costs</b> Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	170.	1	170.
	2	Savings and temporary cash investments	157,380.	2	85,425.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	16,653.	4	34,166.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	30,216.	9	24,616.
	10a	Land, buildings, and equipment cost basis	10a 147,544.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	10b 85,767.	10c	61,777.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	268,921.	15	373,413.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	476,758.	16	579,567.	
Liabilities	17	Accounts payable and accrued expenses	55,357.	17	7,789.
	18	Grants payable		18	
	19	Deferred revenue		19	50.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D	13,312.	25	27,051.
	26	<b>Total liabilities.</b> Add lines 17 through 25	68,669.	26	34,890.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	364,737.	27	531,054.
	28	Temporarily restricted net assets	43,352.	28	13,623.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	<b>Total net assets or fund balances</b>	408,089.	33	544,677.
	34	<b>Total liabilities and net assets/fund balances</b>	476,758.	34	579,567.

**Part XI Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?		X
c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits?		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

**2008**  
**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **HARBORLIGHT HOUSE PROPERTIES, INC.** Employer identification number **04-2313571**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is (Please check only one organization)

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H)
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete the Part III)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4). (see instructions)
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the organizations the organization supports.

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 - 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public Support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

- 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 14 %
- 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 15 %
- 16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 17a **10% -facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization
- b 10% -facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	25,261.	82,941.	40,106.	101,870.	63,983.	314,161.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	532,224.	500,190.	522,116.	597,077.	680,541.	2832148.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5	557,485.	583,131.	562,222.	698,947.	744,524.	3146309.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						3146309.

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	557,485.	583,131.	562,222.	698,947.	744,524.	3146309.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	17,878.	30,715.	30,926.	35,451.	32,298.	147,268.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	17,878.	30,715.	30,926.	35,451.	32,298.	147,268.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	102.	982.	1,506.	1,069.	221.	3,880.
13 Total support (Add lines 9, 10c, 11, and 12)						3297457.

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	95.42 %
16 Public support percentage for 2007 Schedule A, Part IV-A, line 27g	16	94.39 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	4.47 %
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	4.16 %

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Schedule D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization **HARBORLIGHT HOUSE PROPERTIES, INC.** Employer identification number **04-2313571**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area

Protection of natural habitat  Preservation of certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Trust, Escrow and Custodial Arrangements.** Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Term endowment  \_\_\_\_\_ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		147,544.	85,767.	61,777.
e Other				
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				61,777.



**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	777,043.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	732,528.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	44,515.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	92,073.
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	92,073.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	136,588.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	777,043.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	777,043.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	777,043.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	732,528.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	732,528.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	732,528.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

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**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

HARBORLIGHT HOUSE PROPERTIES, INC.

Employer identification number

04-2313571

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

LIVING SERVICES FOR 35 ELDERLY PERSONS OF LOW/MODERATE INCOME.

FORM 990, PART VI, SECTION A, LINE 3: HARBORLIGHT HOUSE PROPERTIES

DELEGATED CONTROL FOR THE MANAGEMENT OF ITS OPERATION, SERVICES, AND

BUSINESS FUNCTIONS TO FBC PROPERTY MANAGEMENT CORPORATION, A RELATED PARTY

AND EVENTUAL MERGER PARTNER.

FORM 990, PART VI, SECTION A, LINE 4: FBC PROPERTY MANAGEMENT CORP. AND

HARBORLIGHT CARE SERVICES, INC., RELATED ORGANIZATIONS, WERE MERGED INTO

HARBORLIGHT HOUSE PROPERTIES, INC. ON JANUARY 1, 2009. THE MERGER

DOCUMENTS WERE FILED WITH THE STATE DURING THE YEAR 2008.

FORM 990, PART VI, SECTION A, LINE 6: THERE IS ONLY ONE MEMBER OF

HARBORLIGHT HOUSE PROPERTIES: FIRST BAPTIST CHURCH. THE CHURCH HAS

ULTIMATE CONTROL.

FORM 990, PART VI, SECTION A, LINE 7A: ULTIMATELY ALL DECISIONS COULD BE

SUBJECT TO MEMBER APPROVAL. IN OPERATION, THE GOVERNING BODIES DECISION

ABOUT DIRECTORS AND OFFICERS IS SUBJECT TO MEMBER APPROVAL ANNUALLY.

FORM 990, PART VI, SECTION A, LINE 7B: ULTIMATELY ALL DECISIONS COULD BE

SUBJECT TO MEMBER APPROVAL. IN OPERATION, THE GOVERNING BODIES DECISION

ABOUT DIRECTORS AND OFFICERS IS SUBJECT TO MEMBER APPROVAL ANNUALLY.

FORM 990, PART VI, SECTION A, LINE 10: THE BOARD DELEGATES THE REVIEW OF

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

HARBORLIGHT HOUSE PROPERTIES, INC.

Employer identification number

04-2313571

THE AUDIT AND 990 TO THE AUDIT AND FINANCE COMMITTEE. THE AUDITORS WORK WITH STAFF ON THE AUDITS AND 990 FILINGS FOR REVIEW AND INFORMATION. UPON COMPLETION OF THIS PROCESS WHICH INVOLVES THE EXECUTIVE DIRECTOR AND FINANCE DIRECTOR A DRAFT 990 IS PRODUCED FOR REVIEW. THIS DRAFT IS SUBMITTED TO THE AUDIT AND FINANCE COMMITTEE FOR COMMENT AND REVIEW. THE DRAFT 990 WITH ANY CHANGES IS THEN CIRCULATED TO THE FULL BOARD. IF ALL IS WELL, THE 990 IS DECLARED FINAL AND SUBMITTED.

FORM 990, PART VI, SECTION B, LINE 12C: REGULAR POLICY IS TO DECLARE AT BOARD MEETINGS FOR THE RECORD ANY POTENTIAL CONFLICT OF INTEREST. THE PERSON WITH THE CONFLICT THEN RECUSES THEMSELVES FROM ANY VOTES OR DISCUSSION RELATED TO THE ISSUE AT HAND.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FORM 990 AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. IN ADDITION, THE ORGANIZATION'S FORM 990 IS AVAILABLE VIA GUIDESTAR AND ON MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE.

FORM 990, PART XI, LINE 2C  
THE FINANCIAL STATEMENTS WERE AUDITED ON A CONSOLIDATED BASIS.



**Part III Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?
							Yes	No		
HLH AFFORDABLE HOUSING LP - 04-3395841 221 CABOT STREET, BEVERLY MA 01915	AFFORDABLE HOUSING	MA	N/A	N/A	0.	0.		X	N/A	X

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
HLH AFFORDABLE HOUSING, INC. - 04-3395839 ONE MONUMENT SQUARE BEVERLY, MA 01915	AFFORDABLE HOUSING	MA	N/A	C CORP	-16.	-71.	79.00%

**Part V Transactions With Related Organizations**

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

**a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

**b** Gift, grant, or capital contribution to other organization(s)

**c** Gift, grant, or capital contribution from other organization(s)

**d** Loans or loan guarantees to or for other organization(s)

**e** Loans or loan guarantees by other organization(s)

**f** Sale of assets to other organization(s)

**g** Purchase of assets from other organization(s)

**h** Exchange of assets

**i** Lease of facilities, equipment, or other assets to other organization(s)

**j** Lease of facilities, equipment, or other assets from other organization(s)

**k** Performance of services or membership or fundraising solicitations for other organization(s)

**l** Performance of services or membership or fundraising solicitations by other organization(s)

**m** Sharing of facilities, equipment, mailing lists, or other assets

**n** Sharing of paid employees

**o** Reimbursement paid to other organization for expenses

**p** Reimbursement paid by other organization for expenses

**q** Other transfer of cash or property to other organization(s)

**r** Other transfer of cash or property from other organization(s)

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			





2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

Asset No	Description	Date Acquired	Method	Life	C O P V	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation	
1	MACHINERY & EQUIPMENT															
	FURNITURE & EQUIPMENTS	VARIOUS	SL	7.00		HXL6	147,544.				147,544.	77,168.		8,599.	85,767.	
	* 990 PAGE 10 TOTAL						147,544.				147,544.	77,168.		8,599.	85,767.	
	MACHINERY & EQUIPMENT						147,544.				147,544.	77,168.		8,599.	85,767.	
	* GRAND TOTAL 990 PAGE 10 DEPR						147,544.				147,544.	77,168.		8,599.	85,767.	

(D) Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

**Depreciation and Amortization** 990  
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

**HARBORLIGHT HOUSE PROPERTIES, INC.** FORM 990 PAGE 10 04-2313571

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)**

14	Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	8,599.

**Part III MACRS Depreciation (Do not include listed property)** (See instructions)

**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

**Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27.5 yrs	MM	S/L	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

**Part IV Summary** (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	8,599.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)  
**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed?  Yes  No 24b If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person  
 If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2008 tax year					
43 Amortization of costs that began before your 2008 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

# The Commonwealth of Massachusetts

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

## ARTICLES OF ~~CONSOLIDATION~~ / MERGER (General Laws, Chapter 180, Section 10) Domestic and Domestic Corporations

~~CONSOLIDATION~~ / merger of

FBC Property Management Corp.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

and

Harborlight Care Services, Inc.

the constituent corporations, into

Harborlight House Properties, Inc.

~~one of the constituent corporations / constituent corporations~~

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of ~~consolidation~~ / merger was duly adopted in accordance and compliance with the requirements of General Laws, Chapter 180, Section 10.
2. That if any of the constituent corporations constitutes a public charity, then the resulting or surviving corporation shall be a public charity.
3. The resulting or surviving corporation shall furnish a copy of the agreement of ~~consolidation~~ / merger to any of its members or to any person who was a stockholder or member of any constituent corporation upon written request and without charge.
4. The effective date of the ~~consolidation~~ / merger determined pursuant to the agreement of ~~consolidation~~ / merger 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: January 1, 2009

5. (For a merger)

(a) The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

See attachment 5(a).

Examiner

C   
P   
M   
R.A.

P.C.

*\*Delete the inapplicable word.*

NOTES: 4880

(For a consolidation)

(b) The purpose of the resulting corporation is to engage in the following activities:

N/A

(c) The resulting corporation may have one or more classes of members. If it does, the designation of such class or classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the bylaws of the corporation or may be set forth below:

N/A

(d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the resulting 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:

N/A

6. The information contained in Item 6 is *not* a permanent part of the Articles of Organization of the resulting / surviving corporation.

(a) The street address of the resulting / surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

221 Cabot Street, Beverly, MA 01915

*\*Delete the inapplicable word.*

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

(b) The name, residential address and post office address of each director and officers of the ~~\*resulting/~~ \*surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Paul Lanzikos	35 High St. Beverly MA 01915	
Vice President: Carol Suleski	3 Ridgewood Terrace Beverly MA 01915	
Treasurer: Peter Simonsen	24 Dartmouth St. Beverly MA 01915	
Clerk: John Thomson	9 Thoreau Circle Beverly MA 01915	
<b>DIRECTORS:</b>		
Jack Alves	5 Morrison Ave. Beverly MA 01915	
Rev. Craig Collemer	221 Cabot St. Beverly MA 01915	
Pam Constantine	7 Devon Ave. Beverly MA 01915	
Neiland Douglas	125 New Balch St. Beverly MA 01915	
Eleanor Flowers	7 Lyman St. Beverly MA 01915	
Mary Grant	866 Hale St. Beverly MA 01915	
Brian Gregory	87 Surrey Lane Boxford MA 01921	
Nelda Quigley	31 Bertram St. Beverly MA 01915	

(c) The fiscal year (i.e. tax year) of the ~~\*resulting/~~ \*surviving 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 ~~\*resulting/~~ \*surviving corporation is:

The undersigned officers of the several constituent corporations listed herein further state under the penalties of perjury as to their respective corporations that the agreement of ~~\*consolidation/~~ \*merger has been duly executed on behalf of such corporations and duly approved by the members /stockholders/ directors of such corporations in the manner required by General Laws, Chapter 180, Section 10.

**TO BE EXECUTED ON BEHALF OF EACH CONSTITUTENT CORPORATION**

Neiland Douglas *Neiland Douglas*, \*President / \*Vice President

John Thomson *John Thomson*, \*Clerk / \*Assistant Clerk

of Harborlight Care Services, Inc.  
(Name of constituent corporation)

Eileen Berman *Eileen Berman*, \*President / \*Vice President

Marcia Hunkins *Marcia Hunkins*, \*Treasurer / \*Assistant Clerk

of Harborlight House Properties, Inc.  
(Name of constituent corporation)

Neiland Douglas *Neiland Douglas*, \*President / \*Vice President

John Thomson *John Thomson*, \*Clerk / \*Assistant Clerk

of FBC Property Management Corp.  
(Name of constituent corporation)

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 180, Section 10)  
Domestic and Domestic Corporations

I hereby approve the within Articles of \*Consolidation / \*Merger and,  
the filing fee in the amount of \$ \_\_\_\_\_, having been paid,  
said articles are deemed to have been filed with me this \_\_\_\_\_  
day of \_\_\_\_\_, 20 \_\_\_\_\_.

Effective date: \_\_\_\_\_

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

Contact information:

John D. Colucci, Esq.

Colucci Norman, LLP  
900 Cummings Ctr Ste. 207F  
Beverly, MA 01915

Telephone: (978) 921-4443

Email: jcolucci@cnbusinesslaw.com

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor)  
once the document is filed.

Colu

Attachment 5(a)  
to  
Articles of Merger  
of  
Harborlight House Properties, Inc.

The name of the corporation shall be changed from "Harborlight House Properties, Inc." to "Harborlight Community Partners, Inc."

The following provisions shall be added to the purposes clause of the Articles of Organization.

"To conduct or facilitate the operation and/or development of a home or homes or other residential dwelling or dwellings including multiple unit residences or apartments, with any needed supportive services, for the housing of persons with limited financial resources and limited income.

To purchase, acquire, lease, own, hold and operate commercial property in furtherance of the purposes set forth above."

The following additional powers shall be added to the Articles of Organization:

1. The corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:
  - (a) The corporation may solicit and receive contributions and grants from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;
  - (b) The corporation may make donations in such amounts as the directors shall determine, irrespective of corporate benefit, for the public welfare, or for community fund, charitable, educational or civic purposes;
  - (c) The corporation may be a partner in any business enterprise or activity which it would have power to conduct by itself;
  - (d) The corporation may make contracts of guarantee and suretyship to the full extent as permitted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, provided that if the corporation is then qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, no such guarantee shall be given that is inconsistent therewith; and
  - (e) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United

States, although the corporation shall not be operated, at such times when it is then exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, in any manner inconsistent with the tax-exempt status it then has.

2. Meetings of the directors may be held anywhere in the United States.
3. The directors may make, amend or repeal the by-laws of the corporation in whole or in part, to the extent so provided in said by-laws.
4. The corporation may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be in a manner inconsistent with Massachusetts General Laws, Chapter 180, as now in force hereafter amended, or which is unlawful under any other chapter of the General Laws of the Commonwealth, and provided that if the corporation is then qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, no such power shall be exercised in a manner inconsistent therewith.
5. The following shall be limitations on the powers of the corporation notwithstanding any other provision of these Articles of Organization:
  - (a) Upon dissolution, the net assets of the corporation shall be distributed for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code and shall not be distributed to any private shareholder or individual (including, without limitation, any individual, director, or officer of the corporation);
  - (b) The corporation shall use and/or distribute all property from time to time held by the corporation solely in the furtherance of the exempt purposes of the corporation in such manner as the board of directors shall determine;
  - (c) No part of the net earnings of the corporation, if any, shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Article 2 of these Articles of Organization.
  - (d) Persons of any race, creed, color, religion, physical ability, sexual orientation or sex shall be entitled to all the rights, privileges, programs and activities generally accorded or made available to participants in the corporation, its programs and activities, and the corporation shall not discriminate on the basis of race, creed, color, religion, physical ability, sexual orientation or sex in administering its policies and programs, including, without limitation, any scholarship programs, if any, provided by the corporation; and

(e) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code, 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. Notwithstanding any other provisions of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

6. All references in these Articles of Organization to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.

K:\Active Clients\Harborlight\Merger\Attachment SA to Articles of Merger.doc

## **Harborlight Community Partners, Inc. Whistleblower Policy**

### **General**

Harborlight Community Partners, Inc. ("Harborlight") subscribes to principles of ethics and conduct for its directors, officers and employees that require them to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Harborlight, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to comply with these principles and to report violations or suspected violations in accordance with this Whistleblower Policy.

### **No Retaliation**

No director, officer or employee who in good faith reports a violation of ethical conduct shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. An officer and/or director who retaliates against someone who has reported a violation in good faith is subject to a review of ethical conduct by the Board of Directors and may be subject to actions for removal from the board. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Harborlight prior to seeking resolution outside of Harborlight.

### **Reporting Violations**

This policy establishes an open door mode of communication and suggests that employees and representatives of Harborlight share their questions, concerns, suggestions or complaints with an appropriate supervisor, Officer or Director who can address them properly. In the case of employees, an employee's supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with their supervisor or is not satisfied with the supervisor's response, they are encouraged to speak with an Officer or Director. Supervisors are required to report suspected violations of ethical conduct to an Officer or Director, who shall take action to investigate reported violations. For suspected fraud, or when the employee is not satisfied or is uncomfortable with following Harborlight's open door policy, individuals should contact an appropriate Officer directly.

### **Compliance Responsibility**

The Executive Committee is responsible for investigating and resolving reported complaints and allegations concerning violations of ethical conduct. An exception to this authority shall be in the event an allegation is made against an Officer or Director, in which case an independent committee may, upon the recommendation of the Executive Committee, be established to investigate and resolve the Complaint.

The Executive Committee shall advise the Board of Directors on compliance activity concerning such complaints at least annually.

### **Accounting and auditing Matters**

The Audit and Finance Committee shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing. The Executive Committee shall immediately notify the Finance Committee of any such complaint and work with that committee until the matter is resolved.

### **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of ethical conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense. A malicious or knowingly false accuser cannot utilize this policy as a shield against other actions and remedies under law.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

An Officer representing the Executive Committee will notify the Complainant and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Corrective action may include internal remediation or referring the matter to appropriate civil or criminal authorities.

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**HARBORLIGHT COMMUNITY PARTNERS, INC.**  
**Conflict of Interest Policy**

**Article I**  
**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Harborlight") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Harborlight 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 nonprofit and charitable organizations.

**Article II**  
**Definitions**

**1. Interested Person**

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.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Harborlight has a transaction or arrangement;
- b. A compensation arrangement with Harborlight or with any entity or individual with which Harborlight has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Harborlight is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III**  
**Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Harborlight can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Harborlight's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V**  
**Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Harborlight for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Harborlight for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Harborlight, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**  
**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.
- d. Understands Harborlight is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure Harborlight operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Harborlight's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, Harborlight may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**HARBORLIGHT CARE SERVICES, INC.**

**MEETING OF BOARD OF DIRECTORS**

**MINUTES OF MEETING**

**AUGUST 28, 2008**

A meeting of the Directors of Harborlight Care Services, Inc. was held on August 28, 2008, at the office of the corporation at 221 Cabot Street, Beverly, MA 01915, at \_\_\_ a.m., all Directors being present, and Neiland Douglas by unanimous consent presiding.

On motion duly made and seconded, it was unanimously

**VOTED:** That this Corporation recommend to each of Harborlight House Properties, Inc. and to The First Baptist Church in Beverly that the By-laws of Harborlight House Properties, Inc. be amended substantially in the form submitted to this meeting of the Board of Directors.

On motion duly made and seconded, it was unanimously

**VOTED:** Subject to the approval of The First Baptist Church in Beverly and of Harborlight House Properties, Inc.:

- (i) that this Corporation approves and adopts both the Articles of Merger and the Agreement of Merger substantially as submitted to this meeting of the Board of Directors;
- (ii) that the Corporation merge into Harborlight House Properties, Inc.;
- (iii) that the name of the resulting corporation be changed to Harborlight Community Partners, Inc.; and
- (iv) that each of the President, the Treasurer, the Clerk, and the Executive Director of this Corporation be authorized, each acting singly, to take any and all action and to execute any and all instruments, make any and all filings, and take any and all other action as may be necessary to carry out the purposes of this resolution.

On motion duly made and seconded, it was unanimously

**VOTED:** That this Corporation adopt the Whistleblower Policy and the Conflict of Interest Policy as submitted to this meeting of the Board of Directors.

There being no further business to come before the meeting it was, upon motion duly made and seconded, unanimously

**VOTED:** To adjourn.

**ADJOURNED.**

A true record,

**ATTEST:**

  
\_\_\_\_\_  
John Thomson, Clerk

**FBC PROPERTY MANAGEMENT CORP.**

**MEETING OF BOARD OF DIRECTORS**

**MINUTES OF MEETING**

**AUGUST 28, 2008**

A meeting of the Directors of FBC Property Management Corp. was held on August 28, 2008, at the office of the corporation at 221 Cabot Street, Beverly, MA 01915, at \_\_\_\_ a.m., all Directors being present, and Neiland Douglas by unanimous consent presiding.

On motion duly made and seconded, it was unanimously

**VOTED:** That this Corporation recommend to each of Harborlight House Properties, Inc. and to The First Baptist Church in Beverly that the By-laws of Harborlight House Properties, Inc. be amended substantially in the form submitted to this meeting of the Board of Directors.

On motion duly made and seconded, it was unanimously

**VOTED:** Subject to the approval of The First Baptist Church in Beverly and of Harborlight House Properties, Inc.:

- (i) that this Corporation approves and adopts both the Articles of Merger and the Agreement of Merger substantially as submitted to this meeting of the Board of Directors;
- (ii) that the Corporation merge into Harborlight House Properties, Inc.;
- (iii) that the name of the resulting corporation be changed to Harborlight Community Partners, Inc.; and
- (iv) that each of the President, the Treasurer, the Clerk, and the Executive Director of this Corporation be authorized, each acting singly, to take any and all action and to execute any and all instruments, make any and all filings, and take any and all other action as may be necessary to carry out the purposes of this resolution.

On motion duly made and seconded, it was unanimously

**VOTED:** That this Corporation adopt the Whistleblower Policy and the Conflict of Interest Policy as submitted to this meeting of the Board of Directors.

There being no further business to come before the meeting it was, upon motion duly made and seconded, unanimously

**VOTED:** To adjourn.

**ADJOURNED.**

A true record,

**ATTEST:**

  
\_\_\_\_\_  
John Thomson, Clerk

## HARBORLIGHT HOUSE BOARD OF DIRECTORS MEETING, SEPTEMBER 9, 2008

The meeting was called to order at 7:10 pm. Those present were: Margaret Davey, Bob Stoncham, Andrew De Franza, Peter Simonsen, Marcia Hunkins and Avis Thomas.

Bob reported that: a) the emergency generator is up and running; it will run the whole house. Some neighbors have stopped by to investigate. We are awaiting a final grant from Millet which will pay for an enclosure. b) The window project is finished. All windows are installed and it has made a noticeable difference in cold and drafts. c) The gardens are looking good thanks to Marcia and Avis. d) Bob visited with Mary Miller to inform her of the upcoming merger. She was very positive about it.

Andrew talked about the merger: a) Both HLH Care and PMC voted for the merger in August. b) There will be a change of name; the Corporation will now be named Harborlight Community Partners, Corp. d) There will have to be new by-laws written. e) Tonight the HLH Board will vote on the merger. The 4<sup>th</sup> step will be for FBC to approve the merger. f) PMC has asked for some changes, the main change being that when referring to FBC, the language be changed from "member" to "membership" and when referring to the board, changed from "members" to "Directors".

There was some discussion before the vote; Peter and Marcia had questions about "quorum" vs 2/3 majority. Andrew stated that FBC has final say about the seven seats on the board that are required to be "affiliated" to FBC. He also noted that FBC now has the right to fire the entire board and start over if they feel it is necessary. Bob will ask Nancy Winter about the origins of "low income" requirement to find out if we need "low income" member on the board. Margaret expressed concern over limiting membership on the board, thus possibly eliminating people who are interested in HLH. Andrew and Bob assured her that those people could serve on committees and thus retain their involvement with HLH.

Marcia Hunkins moved that the Board approve the merger of the Corporation into Harborlight House Properties, Inc. and the name of the resulting corporation be changed to Harborlight Community Partners, Inc.; that this Corporation approve and adopt both the Articles of Merger and the Agreement of Merger substantially as submitted to this meeting of the Board of Directors.

Peter Simonsen seconded the motion. The Board voted unanimously to approve the merger proposal.

The meeting came to a close at 8:00pm.

Respectfully submitted,  
Avis Thomas, clerk

**HARBORLIGHT COMMUNITY PARTNERS, INC.**

**BY-LAWS**

(Formerly Harborlight House Properties, Inc.)

# HARBORLIGHT COMMUNITY PARTNERS, INC.

## BY-LAWS

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**HARBORLIGHT COMMUNITY PARTNERS, INC.**

**BY-LAWS**

**ARTICLE 1**

**Name, Purposes and Fiscal Year**

**Section 1.1 Name and Purposes.**

The name and purposes of the corporation shall be as set forth in the Articles of Organization. All references in these by-laws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended.

**Section 1.2 Fiscal Year.**

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the corporation shall be the twelve months ending on December 31.

**ARTICLE 2**

**Board of Directors**

**Section 2.1 Powers.**

The Board of Directors shall have the general management and control of all the property, affairs, and funds of the corporation and shall exercise all the powers of the corporation except such as are expressly reserved to the Membership of the corporation by law, by the Articles of Organization or by these by-laws. All officers of the corporation shall act under the direction of the Board.

**Section 2.2 Composition.**

The number of Directors shall be not less than ten (10) nor more than twenty-one (21) as designated from time to time by the Board of Directors. Not less than one-third (1/3), but not more than seven (7) of the directors shall be designated as "Affiliated With" The First Baptist Church in Beverly. "Affiliated With" shall mean either: (i) a member, officer, board or

committee member of The First Baptist Church in Beverly, or any related organization; or (ii) a person designated in writing by The First Baptist Church in Beverly as "Affiliated With".

Directors shall not receive compensation for services rendered solely as a Director.

### Section 2.3 Election and Tenure.

The Directors shall initially be those Directors serving at the time of the enactment of this amendment to the by-laws, and thereafter election shall be conducted by ballot by the Board of Directors. Each Director shall hold office until the Annual Meeting for the year in which his or her term expires and until his or her successor is elected and qualifies, unless he or she shall sooner die, resign, be removed or become disqualified. A Director may be re-elected to fill one or more additional terms. No person may serve more than three (3) consecutive three-year terms, and no person may serve as a Director for more than eleven (11) years total, including the remainder of an unexpired term.

### Section 2.4 Vacancies.

In the event of a vacancy for any reason among the Directors, the vacancy shall be filled as soon as is reasonably possible by the remaining Directors voting at any regular or special meeting of the Board. The remaining Directors may exercise the powers of the Board until a vacancy is filled. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor Director.

### Section 2.5 Regular Meetings.

Regular meetings of the Board of Directors may be held at such places, within the Commonwealth of Massachusetts, and at such times as the Board may from time to time by vote determine. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors, provided that reasonable notice of the first regular meeting following the determination by the Directors of times and places for regular meetings shall be given to absent Directors and provided further that reasonable notice specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the corporation with interested persons or amendments to these by-laws are to be considered at the

meeting. Notwithstanding the foregoing, a regular meeting of the Board may be held without call or formal notice immediately after and at the same place as any Annual Meeting of the Membership of the corporation.

Section 2.6 Special Meetings.

Special meetings of the Board of Directors may be held at any time and at any place within the Commonwealth of Massachusetts when called by the President or by any two or more Directors, reasonable notice thereof being given to each Director by the Clerk, or by the Directors calling the meeting. Any notice to a Director shall be sufficient if given in person, or by facsimile or email transmission (with confirmation receipts or acknowledgement by recipient) at least 48 hours, or by mail at least 96 hours, before the meeting, such notice in the case of facsimile transmission or mail directed to him or her at his or her address as last recorded on the records of the corporation. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice to him or her. A notice or waiver of notice need not specify the purpose of the meeting unless the matters to be considered at such meeting are contracts or transactions between the corporation and interested parties or amendments to these by-laws.

Section 2.7 Quorum.

Except as otherwise provided in these by-laws, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office, but less than a quorum may adjourn a meeting from time to time to a future date or dissolve a meeting which has been called. If a meeting is adjourned to a future date, it may be held as so adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of Directors present at the meeting shall be sufficient for election to any office and shall decide any question brought before such meeting, except in a case where a larger vote is required by law, by the Articles of Organization, or by these by-laws.

Notwithstanding the preceding paragraph, the quorum for any vote of the Board of Directors to permanently invade any endowment fund, or any similar fund established by the Board of Directors, shall consist of 2/3 of the Directors then in office. When such a quorum is present, the votes of 2/3 of the Directors present for such vote shall decide the question.

Section 2.8 Action by Consent: Telephone Conference Meetings.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the Corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Action by a vote taken by means of e-mail or facsimile transmission shall be considered an action by written consent.

Section 2.9 Vote of Interested Directors.

A Director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction. In case the Corporation enters into a contract or transacts business with any firm, corporation, or association of which one or more of its Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein that are or might be adverse to the interests of the Corporation. No Director or Directors having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such

contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon. The Directors shall adhere to the Corporation's Conflict of Interest policy, as amended from time to time.

### ARTICLE 3

#### Committees of the Board of Directors

##### Section 3.1 Executive Committee.

The Executive Committee shall consist of the officers of the Corporation, together with the chairpersons of each committee and additional members of the committees as designated by the President, on a non-voting basis. The President shall preside at all meetings of the Executive Committee. The Executive Committee shall have the power to transact all regular business of the Corporation during the intervals between meetings of the Board, subject to any prior limitation imposed by the Board or by applicable law. The presence of a majority of the members then serving shall constitute a quorum at all meetings of the Executive Committee. When a quorum is present, action by the Executive Committee shall require the affirmative vote of a majority of the members present, except as otherwise required by law, the Articles or these By-Laws.

The Executive Committee of the Board of Directors shall undertake at the close of each fiscal year an evaluation of the performance of the Executive Director and shall recommend to the Board of Directors appropriate actions reflecting said evaluation, including a compensation package to take effect during the succeeding fiscal period. Should any change occur involving the administration of the Executive Director, including his or her retirement, resignation, dismissal or incapacity, it shall be the exclusive responsibility of the Board of Directors to take immediate steps to fill the position of Executive Director and to adopt immediate measures to assure the continued day to day operations of the corporation.

##### Section 3.2 Standing Committees.

There shall be a Nominating Committee, an Audit and Finance Committee, a Development Committee, a Personnel, Compensation and Benefit Committee, and possibly various ad hoc advisory or house committees designated by the Board as hereafter provided, and such other committees as the Board of Directors may, from time to time, deem proper. The Board may grant

to the committees so formed such authority as is deemed essential to their function. Each committee must have at least one (1) Director as a member.

### Section 3.3 Nominating Committee.

At the first meeting of the Directors following the Annual Meeting of the Membership, the Nominating Committee shall present to the Directors (a) a list of nominees to serve on the Board of Directors for the ensuing three (3) years; and (b) its nominations of individuals to serve in the offices of President, Vice President, Treasurer, and Clerk, and for such other offices or positions as the Board may have requested. The proposed board slate shall include no more than seven (7) of the Directors as "Affiliated With" The First Baptist Church in Beverly. The Nominating Committee shall consult with the leadership of The First Baptist Church in Beverly in advance of the corporation's Annual Meeting as to who should be identified as "Affiliated With" the First Baptist Church in Beverly. The First Baptist Church in Beverly shall have the right to approve the list of directors designated as "Affiliated With" the First Baptist Church in Beverly. Following the report of the Nominating Committee to the Annual Meeting, further nominations may be made from the floor by any Director of the Corporation in attendance, he or she having first obtained the written consent of the proposed nominee to so serve if elected and having submitted such nomination in writing to the Nominating Committee at least ten (10) days prior to such Annual Meeting.

### Section 3.4 Audit and Finance Committee.

The Audit and Finance Committee shall consist of at least three (3) and no more than seven (7) independent members selected by the Board of Directors. A majority of the committee shall be Directors. The Audit and Finance Committee shall assist the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting and reporting practices of the Corporation, and such other duties as directed by the Board. The Committee's purpose is to oversee the accounting and financial reporting processes of the Corporation, the audits of the Corporation's financial statements, the qualifications of the public accounting firm engaged as the Corporation's independent auditor, and the performance of the Corporation's independent auditor.

The Committee is directly responsible for the appointment, compensation, retention, and oversight of the independent auditor.

Section 3.5 Development Committee.

The Development Committee is responsible for cultivating a strategy to generate revenues for the support and advancement of the programs of the corporation.

Section 3.6 Personnel, Compensation and Benefits Committee.

The Personnel, Compensation and Benefits Committee shall assist and advise the Board regarding its responsibility for oversight of the corporation's personnel, compensation and benefit programs, including the formation and recommendation to the Board for adoption of a personnel policy. In particular, the Committee shall study and evaluate appropriate compensation mechanisms and criteria, and make recommendations to the full Board regarding the establishment of policies and practices for compensating the Executive Director and other employees of the corporation.

The Personnel, Compensation and Benefits Committee shall recommend an overall compensation philosophy for the corporation consistent with the corporation's nonprofit public benefit status, global employee base and overall mission, and recommend appropriate compensation ranges for employees. The Personnel, Compensation and Benefits Committee will provide advice to the Executive Director regarding the implementation of a compensation philosophy and on the compensation structure for the other employees that report directly to the Executive Director.

Section 3.7 Appointment.

Except as otherwise provided herein, the respective Chairs and members of the standing committees shall be designated by the President at the Annual Meeting of the Board and at such other meetings as may be appropriate, subject to the Board's approval. Each Chair of a Committee shall be selected from the current members of the Board of Directors. The President shall be a member, ex officio, without vote, of all Committees. No person may serve as a chairperson of a particular committee for more than six (6) consecutive years.

Section 3.8 Quorum and Voting.

The presence of a majority of the members of a committee shall constitute a quorum. When a quorum is present, the affirmative vote of a majority of the members present shall be required to take any action.

Section 3.9 Term and Qualifications.

Except as otherwise provided herein, members of committees need not be Directors, but shall hold office subject to the pleasure of the Board of Directors.

Section 3.10 Meetings.

Each committee shall have an agent who shall keep minutes of all committee meetings. Committee meeting minutes shall be kept on file at the Corporation's principal place of business. Unless otherwise provided in these Bylaws or by the Board, meetings of a committee may be called by the committee's Chair, the President or any two (2) of the committee's members.

Section 3.11 Special or Ad Hoc Committees.

The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Articles, or these Bylaws may not be so delegated, to such special or ad hoc committees as the Board may from time to time establish. With the Board's approval, the President shall designate the members of all special and ad hoc committees and designate the Chair of each as soon as practicable after the meeting at which such committee is established.

**ARTICLE 4**

**Officers of the Corporation**

Section 4.1 Officers.

The officers of the corporation shall be a President, Vice President, a Treasurer, a Clerk and such other officers elected or appointed in such manner as the Board of Directors may from time to time determine.

Section 4.2 Election and Tenure.

The officers of the corporation shall be elected annually by the Board of Directors at its first meeting following the Annual Meeting of Membership of the corporation. They shall hold office for one (1) year subject to the by-laws, unless a shorter period shall have been specified by the terms of their election, and until their successors are elected and qualify, unless they shall sooner die, resign, be removed or become disqualified. No officer shall serve a position for more than six (6) consecutive years.

Section 4.3 Qualification.

The Clerk shall be a resident of the Commonwealth of Massachusetts. The same person may not hold more than one office.

Section 4.4 President and Vice President.

The President shall preside at all meetings of the Directors. In the event of his or her absence or disability, the Vice President, if one shall have been elected, shall perform the duties of the President and in the event of the absence or disability of both the President and Vice President, a Chair pro tem shall be elected by those present at such meeting and shall preside.

Section 4.5 Treasurer.

The Treasurer shall report to the Board of Directors at regular intervals the financial condition of the corporation, and shall ensure that a true and accurate accounting of the financial transactions of the corporation is made.

Section 4.6 Clerk and Assistant Clerk.

The Clerk shall have general charge of the records of the corporation and shall keep minutes of all meetings of the Membership of the corporation and of the Board of Directors. He or she shall ensure that notice is given as is required of meetings of the Membership and Directors and shall perform all duties commonly incident to his or her office. If the Clerk is absent or unavailable, an Assistant Clerk, if one shall have been elected, shall have the duties and powers of the Clerk and shall have such further duties and powers as the Directors shall from

time to time determine. In the event of the absence of the Clerk and Assistant Clerk from any meeting of the Membership of the corporation or of the Board of Directors or of any committee thereof, a person appointed by the meeting to be Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Clerk as the meeting may prescribe.

Section 4.7 Powers and Duties of Officers.

Each officer shall, subject to these by-laws and to the control and direction of the Directors, have in addition to the duties and powers specifically set forth in these by-laws, such duties and powers as are customarily incident to such office and such additional duties and powers as the Directors may from time to time determine.

Section 4.8 Executive Director.

The Executive Director shall be the Chief Executive Officer and shall be responsible for the day-to-day operation of the Corporation. The Executive Director's responsibilities, subject to the Board's direction shall include: (a) attending all meetings of the Board and of the Executive Committee; (b) participation in the formulation and implementation of the policies set by the Board; (c) maintenance of the delivery of quality services according to standards established by the Board; (d) preparation of an annual budget for review by the Board; (e) engagement of any independent contractors and employees of the Corporation and the supervision of any personnel of the Corporation; (f) maintenance of the physical properties of the Corporation, if any; (g) direction and implementation of the planning of the Corporation as approved by the Board; (h) representation of the Corporation in its relationship with federal, state and private agencies; (i) regularly reporting to the Board the current affairs of the Corporation; and (j) performance of such other duties as the Board may assign from time to time. The Executive Director shall be compensated and shall report to the President and the Board of Directors.

Section 4.9 Bonds.

The Board of Directors may from time to time require from any one or more of the officers or agents of the corporation that he, she or they shall give bonds for the faithful performance of duties in such form, in such sum and with such sureties as the Board may determine. The premium for all such bonds shall be paid by the corporation.

**ARTICLE 5**

Resignations, Removals and Vacancies

Section 5.1 Resignations.

Any Director or officer may resign at any time by delivering his or her resignation in writing to the President or the Clerk or to a meeting of the Directors. Such resignations shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof to the President or the Clerk or to a meeting of the Directors. The failure to attend at least fifty (50%) percent of the Board meetings in a calendar year shall be considered a resignation, at the option of the Board.

Section 5.2 Removals.

Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed with or without assignment of cause by vote of a 2/3 majority of Directors. The Board of Directors may terminate the employment, or modify the authority, of the Executive Director, but not other employees of the Corporation. The Directors may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office. The Directors may by vote of a majority of the Directors then in office remove any Director for cause. If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him or her. No Director or officer who resigns or is removed shall have any right to damages on account of such removal. Notwithstanding anything in these Bylaws to the contrary, the Member may at any time, without cause, remove the entire Board of Directors, effective upon delivery of a written instrument to such effect to the Clerk of the corporation.

Section 5.3 Vacancies.

Any vacancy in the Board of Directors, may be filled by vote of a majority of the Directors then in office or, in the absence of such election by the Directors, by the Membership at a meeting called for the purpose; provided, however, that any vacancy created by the Membership may be filled by the Member at the same meeting at which such action was taken by them. If the office of any officer becomes vacant, the Directors may choose or appoint a successor by vote of a majority of the Directors present at the meeting at which such choice or appointment is made. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor shall be chosen or appointed and qualifies, or until he or she sooner dies, resigns, is removed or becomes disqualified.

**ARTICLE 6**

**Membership of the Corporation**

Section 6.1 Composition.

Unless and until it shall resign as hereinafter provided, The First Baptist Church in Beverly, Massachusetts, shall be the sole Member of the corporation.

Section 6.2 Selection and Tenure.

If and so long as The First Baptist Church in Beverly shall be the Member of the corporation, notwithstanding anything herein provided to the contrary, the term of office of its membership shall be perpetual and no annual election shall be required for it to hold or continue to hold office as the Member of the corporation.

Section 6.3 Resignation.

The Member may resign from membership in the corporation at any time by filing with the Clerk a written instrument which, if it does not specify an effective date and time, shall become effective when accepted by the Board of Directors.

Section 6.4 Vacancies.

Any vacancy in the Membership of the corporation may be filled by vote of a majority of the Directors then in office.

**ARTICLE 7**

Meetings of the Corporation

Section 7.1 Annual Meeting.

The Annual Meeting of the Membership of the corporation shall be held on the second Tuesday in April in each year or, if that day falls on a legal holiday, on the next succeeding business day at 2:00 P.M., unless the Board of Directors or the Member of the corporation appoints some other time. If such Annual Meeting has not been held on the day herein provided, a special meeting in lieu of the Annual Meeting may be held, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the Annual Meeting. The Member shall provide written notice to the Directors in advance of said Annual Meeting, who may attend the Annual Meeting as non-voting observers.

Section 7.2 Special Meetings.

Special meetings of the Membership of the corporation may be called by the President, or by the Board of Directors, and shall be called by the Clerk, or, in the case of his or her death, absence, incapacity or refusal, by any other officer, upon written call of the Member.

Section 7.3 Place of Meetings.

All meetings of the Membership of the corporation shall be held at the principal office of, the corporation within the Commonwealth of Massachusetts unless a different place within the Commonwealth is designated by the Board of Directors. Any adjourned session of any meeting of the Membership shall be held at such place within the Commonwealth as is designated in the vote of adjournment.

Section 7.4 Notice.

Subject to the provisions of Article 11, a written notice of any annual or special meeting of the Membership of the corporation, stating the place, day, hour, and purposes thereof, shall be given by the Clerk, by the person or persons calling such meeting or by a person designated by the Board of Directors at least seven (7) days before the date of the meeting to the Member of the corporation by mailing or delivery to the Member at its address as last recorded in the records of the corporation. Whenever notice of a meeting is required to be given the Member under any provision of law, or of these by-laws, a written waiver thereof, executed before or after the meeting by such Member or its attorney thereunto duly authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 7.5 Quorum.

Except as otherwise provided in these by-laws, at any meeting of the Membership a quorum for the consideration of any question shall consist of one Member. If a meeting is adjourned to a future date, it may be held as so adjourned without further notice. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called. When a quorum for the consideration of a question is present at any meeting, the vote of the Member cast upon the question shall decide the question.

Section 7.6 Proxies and Voting.

The Member shall be entitled to attend all meetings of the Membership and shall be entitled to cast one vote, either in person or by written proxy. No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of the Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. Proxies shall be filed with the Clerk, or person performing the duties of Clerk, at the meeting, or any adjournment thereof, before being voted. A resolution of the Executive Committee of The First Baptist Church in Beverly, or in the absence of such committee, by the members of such church or committee or officer appointed by such members, certified in writing by the Clerk or Assistant Clerk of such church to have been duly adopted

shall constitute a vote by the church as the Member of this corporation on the matter to which it pertains.

**Section 7.7 Action Without Meeting.**

Any action required or permitted to be taken at any meeting of the Membership may be taken without a meeting if the Member consents to the action in writing and the written consent is filed with the records of the meetings of the Membership. Such consents shall be treated for all purposes as a vote at a meeting.

**ARTICLE 8**

**Indemnification of Directors and Others**

To the extent permitted by law, the corporation shall indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any other organization in which the corporation has an interest, or at its request in a capacity with respect to any employee benefit plan of the corporation or of any other 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 other than punitive damages, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while serving 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 a consent decree or otherwise, no indemnification either for said payment, or for any other expenses shall be provided unless:

(1) such Director, officer, employee or agent shall be found to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, after notice that the matter involves such indemnification:

(a) by a majority of the votes cast by disinterested Directors then in office and entitled to vote; or

(b) in the absence of any disinterested Directors or at the request of a majority of disinterested Directors, by the Member; or

(2) in the absence of action by disinterested Directors or the Member there has been obtained at the request of a majority of the Directors then in office and entitled to vote an opinion in writing of independent legal counsel, other than counsel to the corporation, 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.

Expenses, including counsel fees, reasonably incurred by any such Director, officer, employee or agent in connection with any such action 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 the laws of the Commonwealth of Massachusetts, which undertaking may be accepted without reference to the financial ability of such individual to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, officer, employee or agent may be entitled. Nothing contained in this Article shall limit any rights of indemnification existing independently of this Article. As used in this Article, the terms "Director", "officer", "employee" and "agent" include their respective heirs, executors, administrators, and an "interested" Director, officer, employee or agent or Member is one against whom, in such capacity, the proceedings in question or other proceedings on the same or similar grounds are then pending.

This Article shall not limit the power of the Board of Directors or its Executive Committee to authorize the purchase and maintenance of insurance on behalf of any person who is or has been a Director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or other agent of another organization in which it has an interest against any liability 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 liability under this Article.

## ARTICLE 9

### Certain Transactions

Except as provided in Article 2, no contract or other transaction between this corporation and any other person or organization, and no act of this corporation, shall be affected by the fact that the Member, Director, officer, or employee of this corporation has a financial or other interest in such other person or organization. The Member, and any Director, officer or employee, individually, or any firm or corporation in which such Member, Director, officer or employee may have an interest, may be a party to, or may have a financial or other interest in, any contract or transaction of this corporation provided that the fact that such person, firm or corporation has such an interest shall be disclosed or shall be known to the Board of Directors or a majority of the members thereof, and provided further that such person shall not vote upon such matter.

## ARTICLE 10

### Miscellaneous

#### Section 10.1 Voting Stock in Other Corporations.

Whenever the corporation shall own stock of another corporation, either the President or the Treasurer may, on behalf of the corporation (i) waive notice of any meeting of stockholders or shareholders of any other corporation, or of any association, trust or firm, of which any securities are held by this corporation; (ii) appoint any person or persons to act as proxy or attorney-in-fact for the corporation, with or without substitution, at any such meeting; and (iii) execute instruments of Consent to stockholder or shareholder action taken without a meeting.

#### Section 10.2 Directors Liability.

The Board shall have no power to bind the Directors personally or to call upon any of them for the payment of any sum of money or any assessment whatsoever other than for such

sums as any Director may at any time voluntarily agree in writing to pay by way of donation to the Corporation. All persons or corporations extending credit to, contracting with, or having any claim against the Corporation shall look only to the funds and property of the Corporation for the payment of any debt, the performance of any contract, the satisfaction of any claim, or the payment of any debt, damage, judgment or decree of any money that may otherwise become due to payable from the Corporation, and neither the Directors nor officers, present or future, shall be liable therefor personally.

**Section 10.3 Execution of Papers.**

Unless the Board of Directors shall otherwise generally or in any specific instance provide, any bill, note, check or other negotiable instrument shall be made, signed, accepted, or endorsed in the name and on behalf of the corporation, and any other contract or written instrument whatsoever shall be signed, sealed with the corporate seal, should one exist, acknowledged and delivered, in the name and on behalf of the corporation, by either the President or the Treasurer. In the event of a board resolution or the delegation by the President or Treasurer, in writing, for a specific purpose, the Executive Director may execute said papers.

**Section 10.4 Execution of Certifications.**

Any action taken by the Member of the corporation, Board of Directors or any committee thereof may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Director keeping the records thereof or presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

**Section 10.5 Corporate Seal.**

The Directors may adopt and alter the seal of the corporation.

**Section 10.6 Adherence to Whistleblower Policy.**

The Member and the Directors shall adhere to the Whistleblower Policy of the corporation.

## **ARTICLE 11**

### **Amendments**

These By-laws may at any time be amended or repealed as proposed by the Board of Directors by vote of two-thirds (2/3) of the Directors then in office, subject to the approval of the Membership. Notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting of the Membership called for the purpose of approving such amendment or repeal, notice of such meeting to be given to the Membership not less than fourteen (14) days prior to the date of such meeting.

Not later than the time of giving notice of the meeting of the Membership next following the making, amending or repealing by the Directors of any by-law, notice thereof stating the substance of such change shall be given to the Membership.

No change in the date of the Annual Meeting of the Membership may be made within sixty (60) days before the date fixed in these by-laws. Notice of any change of the date fixed in these by-laws for the Annual Meeting of the Membership shall be given to the Member at least twenty (20) days before the new date fixed for such meeting.

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## **AGREEMENT OF MERGER**

AGREEMENT OF MERGER made this 1 day of October, 2008, by and among Harborlight House Properties, Inc. ("Harborlight House"), Harborlight Care Services, Inc. ("HCS") and FBC Property Management Corp. ("PMC"), each being a Massachusetts charitable corporation (hereinafter sometimes referred to collectively as the "Constituent Corporations").

### **WITNESSETH:**

WHEREAS, Harborlight House is a charitable corporation organized and existing under the laws of the Commonwealth of Massachusetts, having its principal place of business at One Monument Square, Beverly, Massachusetts; and

WHEREAS, PMC is a charitable corporation organized and existing under the laws of the Commonwealth of Massachusetts, having its principal place of business at 221 Cabot Street, Beverly, Massachusetts; and

WHEREAS, HCS is a charitable corporation organized and existing under the laws of the Commonwealth of Massachusetts, having its principal place of business at 221 Cabot Street, Beverly, Massachusetts; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of each respective corporation and their members that said corporations merge pursuant to Massachusetts General Laws Chapter 180, Section 10, into a single Surviving Corporation (hereinafter sometimes called "Surviving Corporation"), which shall be and is Harborlight House, one of the Constituent Corporations, which shall continue its corporate existence and remain a Massachusetts charitable corporation governed by the laws of the Commonwealth of Massachusetts, all on the terms and conditions herein set forth.

**NOW, THEREFORE, in consideration of the mutual agreements herein provided, each of the above-named corporations agrees as follows:**

**1. As of January 1, 2009, the effective date of this Agreement ("Merger Date"), the Constituent Corporations shall merge into a single Corporation, the Surviving Corporation to be known as the HARBORLIGHT COMMUNITY PARTNERS, INC. ("Harborlight House") and the address will be 221 Cabot St. Beverly MA 01915.**

**2. The Surviving Corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of PMC and HCS shall be wholly merged into Harborlight House. Accordingly, on the Merger Date, the separate existence of PMC and HCS, except insofar as continued by the statutes of the Commonwealth of Massachusetts, shall cease.**

**3. From and after the Merger Date, the By-Laws attached hereto as Exhibit 1 and incorporated herein by reference shall be the By-Laws of the Surviving Corporation, Harborlight House, until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions of law, the By-Laws and the Articles of Organization of Harborlight. The Board and the members of the Constituent Corporations agree that the Articles of Organization of Harborlight House be amended in accordance with Exhibit A attached hereto.**

**4. This agreement, with attached and incorporated By-Laws, has been duly authorized by a vote of the members and the Boards of Directors of each of the Constituent Corporations in accordance with each Constituent Corporation's bylaws and/or Articles of Organization. Both of the Constituent Corporations has members**

entitled to vote on an Agreement of Merger pursuant to M.G.L. Ch. 180, Sec. 10. The dates on which the members and each Board of Directors met and voted to authorize the merger are as follows:

- a. Harborlight House Properties, Inc. on September 9, 2008;
- b. FBC Property Management Corp. on August 28, 2008; and
- c. Harborlight Care Services, Inc. on August 28, 2008.

5. Prior to the Merger Date, PMC and HCS shall conduct its business in its usual and ordinary manner, and shall not enter into any transaction other than in the usual and ordinary course of such business except as herein provided. Without limiting the generality of the foregoing, PMC and HCS shall not, except as otherwise consented to in writing by Harborlight House or as otherwise provided in this Agreement:

- (a) Amend its Articles of Organization or By-Laws;
- (b) Undertake or incur any obligations or liabilities except current obligations or liabilities in the ordinary course of business and except for liabilities for fees and expenses in connection with the negotiation and consummation of the merger in amounts to be determined after the Merger Date;
- (c) Enter into any new contracts;
- (d) Mortgage, pledge, subject to lien or otherwise encumber any realty or any tangible or intangible personal property;
- (e) Sell, assign, or otherwise transfer any tangible assets of whatever kind, or cancel any claims, except in the ordinary course of business;
- (f) Sell, assign, or otherwise transfer any intangible asset;
- (g) Default in performance of any material provision of any material contract or other obligation;
- (h) Waive any right of any substantial value.

6. On the Merger Date and subject to Section 7 of this Agreement, all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account all contracts, and all and every other interest of or belonging to either of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property and every other interest shall be thereafter as effectually the property of the Surviving Corporation as it was of the respective Constituent Corporations, and the title to any real estate or any interest therein, whether vested by deed or otherwise, on either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties has been incurred or contracted by it.

Any action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be submitted in place of either of the Constituent Corporations. The parties hereby respectively agree that from time to time, when requested by the Surviving Corporation or by its successors or assigns, they will execute and deliver or cause to be executed and delivered all such deeds and instruments, and will take care or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation or its successors or assigns title to and possession

of all the aforesaid property and rights and otherwise carry out the intents and purposes of this Agreement.

7. The Elder Service Trust transferred to Harborlight House as a part of this merger from PMC shall be utilized for the provision of services to low income elders in accordance with the original intent of the PMC Board of Directors.

8. Each of the Constituent Corporations is completely familiar with the other Constituent Corporation, including, but not limited to, their respective assets, liabilities, operations and financial affairs, contracts, commitments, and their past and projected future performances. The Constituent Corporations and their advisors have had complete and free access to conduct any due diligence they deem necessary. Each of the Constituent Corporations is entering into this Agreement on the basis of its own independent evaluation and investigation. Neither of the Constituent Corporations are relying on any statement or representation made by the other Constituent Corporation or such Constituent Corporation's directors, trustees, employees, officers or such Constituent Corporation's respective accountants or legal or financial advisors.

9. Any failure on the part of either party hereto to comply with any of its obligations, agreements, or conditions hereunder may be waived in writing by the party to whom such compliance is owed.

10. All notices and other communications hereunder shall be in writing and shall be deemed to have been given if delivered in person or sent by prepaid first-class registered or certified mail, return receipt requested, as follows:

If to Harborlight House Properties, Inc.

Eileen Berman, Vice President  
Harborlight House Properties, Inc.  
1 Monument Square  
Beverly, MA 01915

**If to FBC Property Management Corp.:**

**Neiland Douglas, President  
FBC Property Management Corp.  
221 Cabot Street  
Beverly, MA 01915**

**If to Harborlight Care Services, Inc.:**

**Neiland Douglas, President  
Harborlight Care Services, Inc.  
221 Cabot Street  
Beverly, MA 01915**

11. This Agreement constitutes the agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

12. This Agreement shall be governed by, construed and enforced in accordance with, the laws of the Commonwealth of Massachusetts.

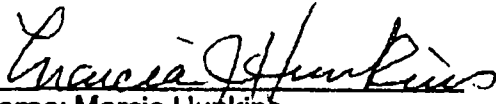
13. This Agreement shall inure to the benefit of, and be binding upon, the parties hereto and their successors and assigns; provided, however, that any assignment by either party of its rights under this Agreement, without the written consent of the other party, shall be void.

14. This Agreement may be executed simultaneously in three or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.

**IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to the authority duly granted by their respective Boards of Directors, has caused this**

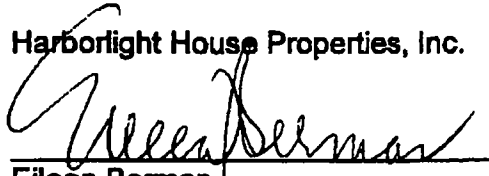
Agreement of Merger to be executed by the undersigned the day and year first above written.

Attest:

  
Name: Marcia Hunkins  
Title: Treasurer

Harborlight House Properties, Inc.

By:

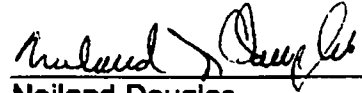
  
Eileen Berman  
Vice President

Attest:

  
Name: John Thomson  
Title: Secretary/Clerk

FBC Property Management Corp.

By:


  
Neiland Douglas  
President

Attest:

  
Name: John Thomson  
Title: Secretary/Clerk

Harborlight Care Services, Inc.

By:

  
Neiland Douglas  
President

# Application for Extension of Time To File an Exempt Organization Return

► 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
- 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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization	Employer identification number
	HARBORLIGHT HOUSE PROPERTIES, INC.	04-2313571
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	
	1 MONUMENT SQUARE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BEVERLY, MA 01915-4566	

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

- |  |  |                                    |
|--|--|------------------------------------|
| <input checked="" 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 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 |

### SUSAN BARNES

- The books are in the care of ► 221 CABOT STREET - BEVERLY, MA 01915  
Telephone No. ► 978-922-2780 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, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ►  calendar year 2008 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

<b>3a</b> 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	<b>3a</b>	\$	
<b>b</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.	<b>3b</b>	\$	
<b>c Balance Due.</b> 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	<b>3c</b>	\$	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.

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

**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).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization <b>HARBORLIGHT HOUSE PROPERTIES, INC.</b>	Employer identification number <b>04-2313571</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1 MONUMENT SQUARE</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BEVERLY, MA 01915-4566</b>	

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.**

**SUSAN BARNES**

• The books are in the care of **▶ 401 ESSEX STREET, BEVERLY, MA - 01915**  
Telephone No. **▶ 978-922-9775** 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, 2009.**
- 5 For calendar year **2008**, 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 FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> 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.	<b>8a</b>	\$
<b>b</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.	<b>8b</b>	\$
<b>c Balance Due.</b> 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.	<b>8c</b>	\$ <b>N/A</b>

**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 **▶ DIRECTOR** Date **▶ 9/7/09**