

EXHIBIT 2

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Rose Fitzgerald Kennedy Greenway Conservancy, Inc.

ARTICLE II

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

1. To promote the successful development of the Rose Kennedy Greenway in Boston, Massachusetts, and to ensure the Greenway's future as a first-class public space, by supporting the creation, operation, maintenance, management, improvement, programming, enhancement and funding of the Greenway.
2. To solicit and accept philanthropic contributions, manage funds received, and distribute and expend such funds on initiatives that benefit the Greenway.
3. To develop strategic plans and protocols for funding, operating, maintaining, improving, and programming related to the Greenway.
4. To assist the Massachusetts Turnpike Authority, the City of Boston, the Commonwealth of Massachusetts, and any other public agencies with jurisdiction over aspects of the Greenway or neighboring areas, with the creation, maintenance, management, improvement, programming, enhancement and funding of the Greenway, pursuant to contracts or other arrangements.
5. To solicit and coordinate the participation of volunteers and public input in the Conservancy's activities.
6. To conduct any other activities that will improve, enhance or support the use, operation, or maintenance of the Greenway and promote the public's enjoyment of the Greenway.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The Conservancy is not a membership organization.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Attachment A hereto.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

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

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

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

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

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

Rose Fitzgerald Kennedy Greenway Conservancy, Inc., c/o Merita A. Hopkins,
City Hall, Room 615, Boston, MA 02201

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Merita A. Hopkins	343 Commercial Street #503 Boston, MA 02109	City Hall, Room 615 Boston, MA 02201
Treasurer:	David L. Veator	69 Dane Street Beverly, MA 01915	Executive Office of Trans. & Construction*
Clerk:	Michael D. Powers	13 Short Street Charlestown, MA 02129	10 Park Plaza, Suite 4160 Boston, MA 02116
Directors: (or officers having the powers of directors)	Merita A. Hopkins David L. Veator Michael D. Powers	See Above	See Above

*10 Park Plaza, Room 3170
Boston, MA 02116

c. The fiscal year of the corporation shall end on the last day of the month of: June

d. The name and business address of the resident agent, if any, of the corporation is: N/A

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 15th day of July, 20 04.

Eleanor M Coleman
Councilman - 5 yrs

400 Atlantic Avenue
Boston MA 02110

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

Attachment A
to
Articles of Organization
of

Rose Fitzgerald Kennedy Greenway Conservancy, Inc.

1. The corporation shall have and be authorized to exercise any and all powers now or hereafter vested in or conferred upon corporations created under Massachusetts General Laws, Chapter 180. In addition, the corporation shall have and be authorized to exercise 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 which it would have power to conduct by itself.
- (d) The corporation may make contracts of guarantee and suretyship to the fullest extent as permitted by Massachusetts General Laws, Chapter 180.
- (e) The corporation may do business, carry on its operations, have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States.

2. Meetings of the Directors may be held anywhere in Boston, Massachusetts.

3. The Directors of the corporation by a two-thirds (2/3) vote of the Directors then in office may make, amend or repeal the Bylaws of the corporation or these Articles in whole or in part.

4. The corporation shall not exercise any power granted in these Articles of Organization in a manner inconsistent with Massachusetts General Laws, Chapter 180, or any of the other General Laws of the Commonwealth of Massachusetts. It is intended that the corporation shall be entitled to exemption from taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, the corporation shall not exercise any such

power in a manner inconsistent with, or which would deprive it of, its exemption from taxes thereunder.

5. The following shall be further limitations on the powers of the corporation notwithstanding any other provision of these Articles of Organization:

- (a) Upon liquidation or dissolution of the corporation after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be deposited into the Rose Kennedy Greenway Expendable Trust; shall not inure to the benefit of or 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 assets or net earnings, if any, of the corporation shall inure to the benefit of, or be distributable to, its Directors, its officers or any private shareholder or individual, 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 II of these Articles of Organization; and
- (d) The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and 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 the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code).

6. In the event the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions in these Articles of Organization or the Bylaws of the corporation, the following provisions shall apply:

- (a) The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Without limiting the generality of, and notwithstanding the foregoing provisions of, this Section 6, during such periods as the corporation shall constitute an operating foundation within the meaning of Section 4942(j) of the Internal Revenue Code, the corporation shall not be required to distribute income pursuant to Section 4942 of the Internal Revenue Code.

7. No officer or Director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or Director (i) for any breach of the officer's or Director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or Director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or Director for or with respect to any acts or omissions of such officer or Director occurring prior to such amendment or repeal.

8. All references in these Articles of Organization (i) to the Internal Revenue Code, or any section or other provision thereof, shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or hereafter amended; (ii) to the General Laws of the Commonwealth of Massachusetts, or any chapter, section or other provision thereof, shall be deemed to refer to such General Laws, chapter, section or provision as now in force or hereafter amended; and (iii) to particular provisions of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; 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:

Merita A. Hopkins

City Hall, Room 615

Boston, MA 02201

Telephone: 617-635-4034

Email: merita.hopkins@CI.boston.ma.us

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