

# FREEMAN LAW GROUP LLC

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Via email to Alex Elvin at [elvin@mvcommission.org](mailto:elvin@mvcommission.org) and U.S. Mail First Class

March 9, 2022

Alex Elvin  
Development of Regional Impact Coordinator  
Martha's Vineyard Commission  
The Olde Stone Building  
PO Box 1447 - 33 New York Avenue  
Oak Bluffs, MA 02557

Re: 38 Wing Road, Oak Bluffs – Aidylberg III Affordable Housing

Dear Mr. Elvin:

You have requested that we respond to the following:

Please clarify who the applicant is for the project, and how they are distinct from Island Elderly Housing. All correspondence with MVC staff so far has been with IEH or Peter Freeman, and IEH is identified as both the applicant for the comprehensive permit, and as the client/applicant on all of the plans we have received. What official role does IEH have in the project?

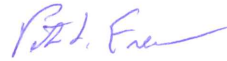
*Island Elderly Housing, Inc. ("IEH") is the co-applicant "as sponsor" together with Aidylberg III, Inc. ("Aidylberg III"). IEH is acting as the Sponsor for the project. In order to obtain state 40B approval, a project has to have a sponsor that has experience in developing affordable housing; hence the IEH involvement. Aidylberg III is a 501(c)3 non-profit M.G.L. Chapter 180 corporation, separate and distinct from IEH. See copy of Articles of Organization and related documents, attached. Aidylberg III is the entity that will own and build the project. Please note that applications for Vineyard Community Preservation Act funds have been from Aidylberg III; see copies of applications attached.*

*The Aidylberg III project is a separate project and will be owned by a separate entity; it will be operated as a separate financial entity; and the ownership and operation of the Aidylberg I and Aidylberg II projects has been and will continue to*

*be separate and completely independent of Aidylberg III. Aidylberg I and Aidylberg II are financed with U.S. H.U.D. loans, and Aidylberg III will not be. The existence or non-existence of the Aidylberg III project does not impact either Aidylberg I or II. Aidylberg I and II stand alone and never were and are still not dependent on anything that happens with Aidylberg III; it was not a phase that was permitted with Aidylberg I or II; there is a huge chronological time gap between the permitting and construction of Aidylberg II, and creating Aidylberg III was certainly never part of a scheme to avoid MVC review.*

If you have any further questions, please let me know; and further, please schedule the hearing with the Commission as soon as possible.  
Thank you.

Very truly yours,



Peter L. Freeman

PLF:njm

Enclosures

cc: Pierre Vaillancourt  
Dorothy Young

Filing Fee: \$35.00

WJL  
Examiner

The Commonwealth of Massachusetts  
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

JD  
Name  
Approved

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

Aidyberg III, Inc.

ARTICLE II

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

See Attachment A

C   
P   
M   
R.A.

16

RC.

*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:

Not Applicable

**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 B

**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:

60 B Village Road Vineyard Haven, MA 02568

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:	Simone DeSorcy	173 State Rd Vineyard Haven, MA	PO Box 1111 Vineyard Haven, MA
Treasurer:	Robert Edmunds	24 5th St North Edgartown, MA 02539	PO Box 2862 Edgartown, MA 02539
Clerk:	Marie Allen	59 Munroe Ave Oak Bluffs, MA 02557	PO Box 47 Oak Bluffs, MA 02557
Directors: (or officers having the powers of directors)	see Attachment C		


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

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 28th day of February, 2019.

  
 \_\_\_\_\_  
 SIMONE DESORCY  
 \_\_\_\_\_  
 173 STATE RD  
 \_\_\_\_\_  
 VINEYARD HAVEN MA 02568  
 \_\_\_\_\_

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 beside bolds or other authority by which such action is taken.

83-3579691

ATTACHMENT C

## AIDYLBURG III, INC.

Simone DeSorcy, President  
 P.O. Box 1111 173 State Road  
 Vineyard Haven, MA 02568  
 508-693-9499 (home)  
 508-221-8154 (cell)  
[Simone29@stanfordalumni.org](mailto:Simone29@stanfordalumni.org)

Robert Edmunds, Treasurer  
 P.O. Box 2862  
 24 5<sup>th</sup> Street North  
 Edgartown, Mass. 02539  
 508-627-0842  
[rde111@hotmail.com](mailto:rde111@hotmail.com)

Marie B. Allen, Clerk  
 P.O. Box 47  
 59 Munroe Avenue  
 Oak Bluffs, MA 02557  
 508-693-3435 (home)  
[mballen@capecod.net](mailto:mballen@capecod.net)

Wendy Brophy, Resident Board Member  
 449 Edgartown Road G06  
 Vineyard haven, Mass. 02568  
 508-696-1957 (home)  
[wwitchwon@aol.com](mailto:wwitchwon@aol.com)

Marcia Mulford Cini, Board Member  
 169 Cuttyhunk Ave  
 Box 4308  
 Vineyard Haven, MA 02568  
 508-687-9213 (home)  
 email: [mmcini@mvylaw.com](mailto:mmcini@mvylaw.com)

John G. Early,  
 20 Blackberry Lane  
 Chilmark, Mass. 02535  
 West Tisbury, MA. 02575  
 508-645-3131 (home)  
 508-326-8540 (cell)  
 email: [john@jigemv.com](mailto:john@jigemv.com)

Spencer Hilton, Resident Board Member  
 60A Village Road I46  
 Vineyard Haven, Mass. 02568  
 508-693-8352 (home)

Theresa C. Morrison, Board Member  
 P.O. Box 965  
 Cardiff, California 92007  
 949-632-5755 (cell)  
[tcm727@yahoo.com](mailto:tcm727@yahoo.com)

Cole Powers, Board Member  
 P.O. Box 4549  
 Vineyard Haven, Mass. 02568  
 508-696-6400 (work)  
[powerselectric@comcast.net](mailto:powerselectric@comcast.net)

Eleanore Tompkins, Resident Board Member  
 2 Aidylberg Way  
 Vineyard Haven, MA 02568  
 508-693-4228

-----  
Honorary Board Members

John and Carolyn Connors  
 David Crohan  
 Charlayne Hunter Gault  
 Matthew Stackpole  
 Rose Styron

Attachment A- Aidylberg III, Inc.

Article II of Articles of Organization

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- a) This Corporation is organized exclusively for charitable and/or education purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Sec. 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law. In pursuant to the forgoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specifically designed to meet their physical, social and psychological needs, and promote their health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis; and
  
- b) No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in ( including the publishing or distribution of statements ) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income taxation under Sec. 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future United States Internal Revenue Law, or (2) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future United States Internal Revenue Law.

Attachment B- Aidylberg III, Inc.

Article IV of Articles of Organization

The Corporation is empowered:

- a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.
- b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same mortgage, pledge or other lien on the Corporation's property.
- c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.
- d) Upon the dissolution of the Corporation, all remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- e) The number of Directors of the Corporation shall be at least seven (7) and no more than fifteen (15).
- f) The Directors shall serve without compensation.
- g) The Directors of the Corporation shall, at all times, be limited to individuals who are either members of Island Elderly Housing, Inc. or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a Director of the Corporation ceases to be a member of Island Elderly Housing, Inc. or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a Director of the Corporation.



Attachment B- Aidylberg III, Inc.

Article IV of Articles of Organization ( continued )

- h) The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.
- i) The annual meeting shall be held on the first Thursday in December each year
- j) Bylaws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

AZOLYBERG III, INC.  
53-3579691

ATTACHMENT A 10/10

SECRETARY OF THE  
COMMONWEALTH OF MASSACHUSETTS

2019 MAR -8 PM 12:20 ARTICLES OF ORGANIZATION 1326715  
(General Laws, Chapter 180)  
CORPORATIONS DIVISION

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 \$ 35 having been paid, said articles are deemed to have been filed with me this 8 day of March 20 19.

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



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Dorothy Young Executive Director

60 B Village Road

Vineyard Haven, MA 02568

Telephone: 508-693-5880 X 12

Email: [dyoung@iehmv.org](mailto:dyoung@iehmv.org)

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

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AG-065266

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# Charity Registration Form

Registration and Annual Filing are two separate requirements. A charity must register to conduct operations in Massachusetts (see M.G.L. c. 12, § 8E). Once registered, the charity must submit annual filings (see M.G.L. c. 12, § 8F). Those annual filings are posted on the AGO website for public review.

- Please include all the items on the checklist and include a copy of the completed checklist itself as a cover sheet. Any omission will delay your registration.
- There is a one-time fee of \$100 to register a charity in MA.
- You may need to submit additional forms, attachments and fees depending on whether your initial FYE date has passed or is in the future, and on whether you have solicited or intend to solicit funds (or have solicitation conducted on your behalf). Please attend to the detailed instructions provided for your situation through the links below.

## Part I (for ALL filers)

1. Name of Organization: AIDYLBURG III, INC.

Organization Address: 60 B VILLAGE RD

City/Town: VINEYARD HAVEN State: MA  Zip: 02568

Organization Phone Number: 508 693 5880 Organization Fax Number: 508 693 6778

Email address for organization: PVAILLANCOURT@IEHMY.ORG

2. Website for your organization (if you have no website, please state "no website"):

3. EIN: 83-3579691

4. Type of organization:  Corporation  Trust  Unincorporated Association

5. For a Massachusetts entity: Date that your organization was formed? 3/8/19

6. For a non-Massachusetts entity: Date that your organization began operating in and/or soliciting funds in Massachusetts?

7. Fiscal year end ("FYE") date (this MUST match the fiscal year end date on your Articles of Incorporation or trust document, as applicable). 8/31/19

8. Has the organization applied for or been granted IRS tax exempt status?

a. Applied for  Yes  No

b. Received  Yes  No

c. If received, under what section 501(c) 3

d. If received, date of determination letter: 11/18/19

9. Name of Primary Contact Person: PIERRE VAILLANCOURT

Email address for primary contact: PVAILLANCOURT@IEHMY.ORG

Phone Number: 508 693 5880

RECEIVED  
JAN - 2 2019  
MA OFF. OF THE ATTORNEY GENERAL  
NONPROFIT CORP. / PUBLIC CHARITIES DIV.

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 18 2019

AIDYLBERG III INC  
60B VILLAGE RD  
VINEYARD HAVEN, MA 02568

Employer Identification Number:  
83-3579691  
DLN:  
29053227340029  
Contact Person:  
NADIE T LIYANAGE ID# 32069  
Contact Telephone Number:  
(877) 829-5500  
Accounting Period Ending:  
August 31  
Public Charity Status:  
509(a)(2)  
Form 990/990-EZ/990-N Required:  
Yes  
Effective Date of Exemption:  
March 8, 2019  
Contribution Deductibility:  
Yes  
Addendum Applies:  
No

Dear Applicant:

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

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

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

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

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

Letter 947

AIDYLBERG III INC

Sincerely,

*Stephen A. Martin*

Director, Exempt Organizations  
Rulings and Agreements