

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 2005 calendar year, or tax year beginning and ending

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

Please use IRS label or print or type See Specific Instructions

C Name of organization: **HEARTH, INC.**
 Number and street (or P O box if mail is not delivered to street address) Room/suite: **1640 WASHINGTON STREET**
 City or town, state or country, and ZIP + 4: **BOSTON, MA 02118**

D Employer identification number: **04-3206820**

E Telephone number: **617-369-1550**

F Accounting method: Cash Accrual
 Other (specify) _____

G Website: **WWW.CEEH.ORG**

J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **3,015,265.**

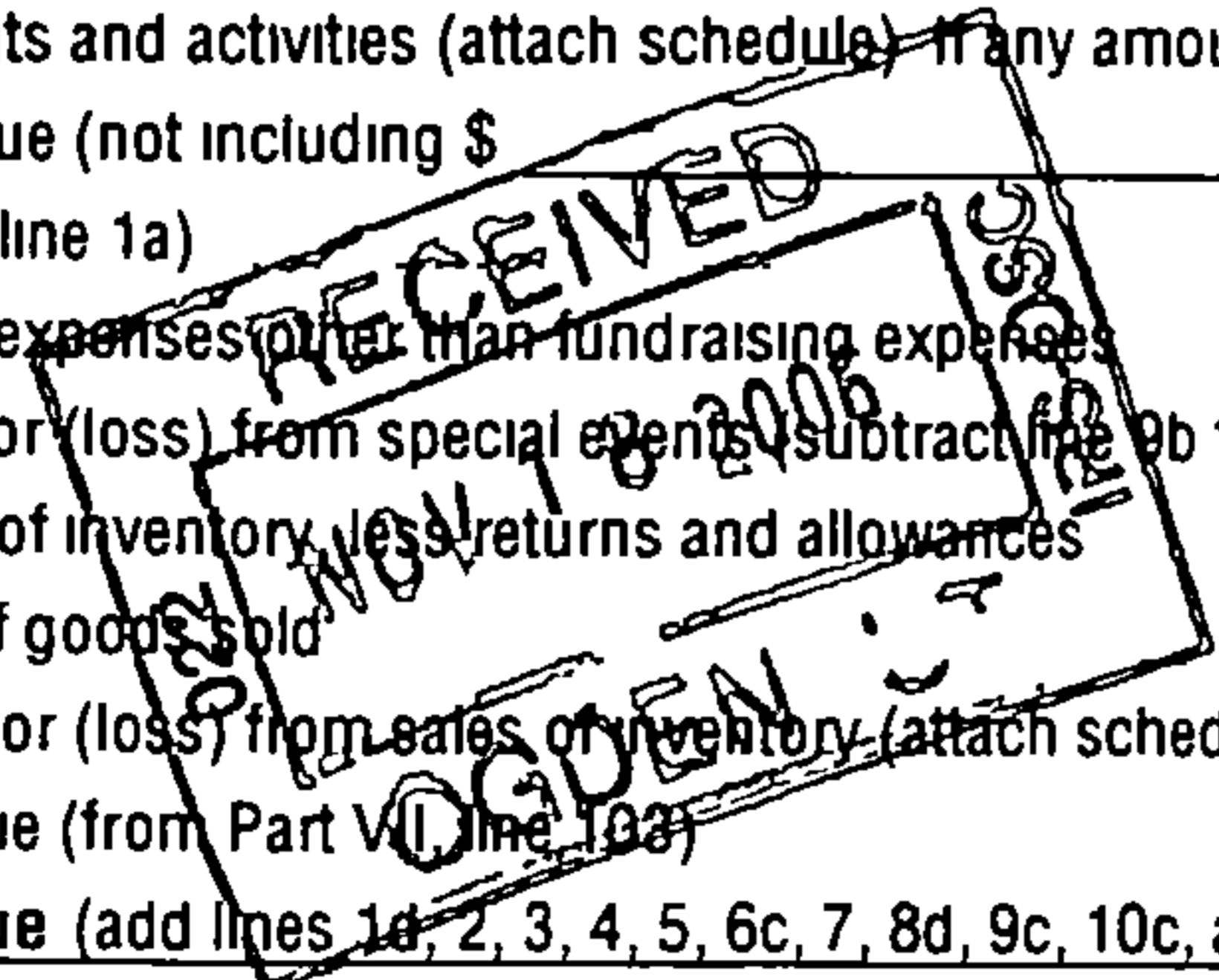
H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates **N/A**
H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number **3461**
M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

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

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue					
1	Contributions, gifts, grants, and similar amounts received				
a	Direct public support	1a	684,841.		
b	Indirect public support	1b			
c	Government contributions (grants)	1c	1,124,606.		
d	Total (add lines 1a through 1c) (cash \$ 1,809,447. noncash \$)	1d	1,809,447.		
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	1,180,287.		
3	Membership dues and assessments	3			
4	Interest on savings and temporary cash investments	4			
5	Dividends and interest from securities	5	24,528.		
6a	Gross rents	6a			
b	Less rental expenses	6b			
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7	Other investment income (describe)	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
b	Less cost or other basis and sales expenses	8a			
c	Gain or (loss) (attach schedule)	8b			
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c			
8d		8d			
9	Special events and activities (attach schedule) if any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ of contributions reported on line 1a)	9a			
b	Less direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10a	Gross sales of inventory, less returns and allowances	10a			
b	Less cost of goods sold	10b			
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			
11	Other revenue (from Part VII, line 10a)	11	1,003.		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	3,015,265.		
Expenses					
13	Program services (from line 44, column (B))	13	1,612,933.		
14	Management and general (from line 44, column (C))	14	706,755.		
15	Fundraising (from line 44, column (D))	15	248,170.		
16	Payments to affiliates (attach schedule)	16			
17	Total expenses (add lines 16 and 44, column (A))	17	2,567,858.		
Net Assets					
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	447,407.		
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	1,524,663.		
20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1	20	<108,941.>		
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	1,863,129.		

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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>0</u> . noncash \$ <u>0</u> . If this amount includes foreign grants, check here <input type="checkbox"/> 22				
23 Specific assistance to individuals (attach schedule) 23				
24 Benefits paid to or for members (attach schedule) 24				
25 Compensation of officers, directors, etc ** 25	130,324.	0.	130,324.	0.
26 Other salaries and wages 26	1,803,762.	1,179,995.	453,247.	170,520.
27 Pension plan contributions 27				
28 Other employee benefits 28	91,309.	71,425.	12,101.	7,783.
29 Payroll taxes 29	177,011.	114,885.	47,599.	14,527.
30 Professional fundraising fees 30				
31 Accounting fees 31	35,138.		23,245.	11,893.
32 Legal fees 32				
33 Supplies 33	12,933.	12,933.		
34 Telephone 34	40,851.	24,660.	14,353.	1,838.
35 Postage and shipping 35	12,164.	1,682.	3,435.	7,047.
36 Occupancy 36	28,892.	13,242.	11,511.	4,139.
37 Equipment rental and maintenance 37				
38 Printing and publications 38	31,944.	7,835.	4,738.	19,371.
39 Travel 39	10,848.	4,260.	5,651.	937.
40 Conferences, conventions, and meetings 40				
41 Interest 41	1,182.		1,182.	
42 Depreciation, depletion, etc. (attach schedule) 42	55,683.	45,700.	9,983.	
43 Other expenses not covered above (itemize). a 43a b 43b c 43c d 43d e 43e f 43f g 43g				
44 Total functional expenses. Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15) 44	2,567,858.	1,612,933.	706,755.	248,170.

Joint Costs. Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;
 (iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

**

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► <u>SEE STATEMENT 4</u>	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
a TO PROVIDE OUTREACH, HOUSING AND SUPPORTIVE SERVICES TO HOMELESS ELDERS OR ELDERS AT RISK OF BECOMING HOMELESS	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	1,612,933.
b	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,612,933.

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	164,719.	45	280,470.
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable	367,395.		
	b Less: allowance for doubtful accounts	13,024.	47c	354,371.
	48 a Pledges receivable	47,152.		
	b Less: allowance for doubtful accounts		48c	47,152.
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	27,356.	53	31,753.
	54 Investments - securities STMT 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	277,670.	54	289,095.
	55 a Investments - land, buildings, and equipment: basis			
	b Less: accumulated depreciation		55c	
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	698,930.			
b Less: accumulated depreciation	431,112.	57c	267,818.	
58 Other assets (describe ▶ SEE STATEMENT 5)	681,507.	58	886,500.	
59 Total assets (must equal line 74). Add lines 45 through 58	1,665,032.	59	2,157,159.	
Liabilities	60 Accounts payable and accrued expenses	140,369.	60	277,915.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe ▶ FUNDS HELD IN TRUST)		65	16,115.
66 Total liabilities. Add lines 60 through 65)	140,369.	66	294,030.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	1,479,942.	67	1,717,814.
	68 Temporarily restricted	44,721.	68	145,315.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	1,524,663.	73	1,863,129.	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	1,665,032.	74	2,157,159.	

Part VI Other Information (continued)		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b 6,213.		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	
	N/A		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	
	N/A		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	
	N/A		
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u>0.</u>		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ <u>0.</u>		
90 a	List the states with which a copy of this return is filed ▶ <u>MA</u>		
b	Number of employees employed in the pay period that includes March 12, 2005	90b	75
91 a	The books are in care of ▶ <u>HEARTH, INC.</u> Telephone no ▶ <u>617-369-1550</u> Located at ▶ <u>1640 WASHINGTON ST BOSTON, MA</u> ZIP + 4 ▶ <u>02118</u>		
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)? If "Yes," enter the name of the foreign country ▶ <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	91b	X
c	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶ <u>N/A</u>	91c	X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ <u>N/A</u>	92	N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated.					
93 Program service revenue:					
a PROGRAM SERVICE FEES					1,180,287.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	24,528.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a OTHER REVENUE					1,003.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		24,528.	1,181,290.
105 Total (add line 104, columns (B), (D), and (E))					1,205,818.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	TO PROVIDE GROUP ADULT FOSTER CARE SERVICES, HOUSING AND SOCIAL SERVICES TO ELDERLY INDIVIDUALS
103A	OTHER INCOME EARNED IN CONNECTION WITH THE AGENCY'S EXEMPT PURPOSE

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
CEEH E. CONCORD, INC.	79.00%	LOW INCOME RENTAL	<4,260.>	<309,345.>
NCS RUGGLES, INC.	50.00%	LOW INCOME RENTAL	<1,670.>	<6,010.>

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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

Signature of officer: *Ellen Nolan Gard* Date: *11/1/2006* Type or print name and title: *Ellen Nolan Gard, Interim CEO*

Paid Preparer's Use Only: Preparer's signature: *David J Kelleher, CPA* Date: *10/6/06* Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: **ALEXANDER, ARONSON, FINNING & CO., P.C.**
21 EAST MAIN STREET
WESTBOROUGH, MA 01581

EIN: *04-2571780* Phone no: *508-366-9100*

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2005

Name of the organization: **HEARTH, INC.** Employer identification number: **04 3206820**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
AMY O'DOHERTY 1640 WASHINGTON STREET, BOSTON, MA, 0	DIR. FUNDRAISING 40.00	69,619.	3,202.	
ELLEN NOLAN GARD 1640 WASHINGTON STREET, BOSTON, MA, 0	COO 40.00	83,224.	418.	
CAROL SMITH 1640 WASHINGTON STREET, BOSTON, MA, 0	CFO 40.00	71,020.	1,729.	
MAY SHIELDS 1640 WASHINGTON STREET, BOSTON, MA, 0	DIR HEALTH SERVICES 40.00	70,700.	418.	
DEBORAH CULTER 1640 WASHINGTON STREET, BOSTON, MA 02	DIR. BEHAV. HEALTH 40.00	56,065.	350.	
Total number of other employees paid over \$50,000 ▶	1			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services ▶	0	

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	X	
e Transfer of any part of its income or assets?		X
3 a Do you make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b Do you have a section 403(b) annuity plan for your employees?		X
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 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 charitable, etc , 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) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization ► Type 1 Type 2 Type 3

Provide the following information about the supported organizations (See page 6 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	1,627,072.	1,396,908.	1,528,993.	1,479,476.	6,032,449.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	1,209,904.	2,625,464.	1,027,289.	396,372.	5,259,029.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	50,394.	17,997.	21,890.	34,272.	124,553.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule Do not include gain or (loss) from sale of capital assets	4,720.		SEE STATEMENT 8		4,720.
23 Total of lines 15 through 22	2,892,090.	4,040,369.	2,578,172.	1,910,120.	11,420,751.
24 Line 23 minus line 17	1,682,186.	1,414,905.	1,550,883.	1,513,748.	6,161,722.
25 Enter 1% of line 23	28,921.	40,404.	25,782.	19,101.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 123,234.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 28,532.
c Total support for section 509(a)(1) test Enter line 24, column (e)					26c 6,161,722.
d Add Amounts from column (e) for lines 18 124,553. 19 19 22 4,720. 26b 28,532.					26d 157,805.
e Public support (line 26c minus line 26d total)					26e 6,003,917.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 97.4389%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year N/A					
(2004) (2003) (2002) (2001)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year N/A					
(2004) (2003) (2002) (2001)					
c Add: Amounts from column (e) for lines 15 16 17 20 21					27c N/A
d Add Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

NONE

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)	32d	
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)	33h	
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)		
37	Total lobbying expenditures to influence a legislative body (direct lobbying)		
38	Total lobbying expenditures (add lines 36 and 37)		
39	Other exempt purpose expenditures		
40	Total exempt purpose expenditures (add lines 38 and 39)		
41	Lobbying nontaxable amount Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is - Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)		
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36		
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38		

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45	Lobbying nontaxable amount				0.
46	Lobbying ceiling amount (150% of line 45(e))				0.
47	Total lobbying expenditures				0.
48	Grassroots nontaxable amount				0.
49	Grassroots ceiling amount (150% of line 48(e))				0.
50	Grassroots lobbying expenditures				0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	1
DESCRIPTION		AMOUNT	
UNREALIZED LOSS		<13,224.>	
TRANSFERS TO AFFILIATES		<95,717.>	
TOTAL TO FORM 990, PART I, LINE 20		<108,941.>	

FORM 990	OTHER EXPENSES			STATEMENT	2
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
CONSULTANTS AND CONTRACTED SERVICES	56,909.	7,349.	49,170.	390.	
OFFICE EXPENSE	28,638.	11,753.	15,418.	1,467.	
FOOD	61,136.	59,755.	1,381.		
RECRUITMENT	6,105.	4,242.	1,688.	175.	
MISCELLANEOUS	8,810.	2,958.	5,565.	287.	
INSURANCE	16,656.	11,505.	5,151.		
FUNDRAISING EXPENSE	7,387.			7,387.	
OTHER PROFESSIONAL FEES	12,304.	5,165.	6,730.	409.	
BAD DEBT	33,589.	33,589.			
ADMINISTRATIVE EXPENSES ALLOCATED TO AFFILIATES	<95,717.>		<95,717.>		
TOTAL TO FM 990, LN 43	135,817.	136,316.	<10,614.>	10,115.	

FORM 990 OTHER SECURITIES STATEMENT 6

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
INVESTMENTS	FMV	289,095.
TO FORM 990, LINE 54, COL B		289,095.

FORM 990 IDENTIFICATION OF RELATED ORGANIZATIONS STATEMENT 7
PART VI, LINE 80B

NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
EAST CONCORD STREET LIMITED PARTNERSHIP		X
CEEH MANAGEMENT, INC.	X	
CEEH BEACON, INC.	X	
4 BISHOP STREET, INC.	X	
CEEH EAST CONCORD, INC.		X
RUGGLES ASSISTED LIVING LIMITED PARTNERSHIP		X

SCHEDULE A OTHER INCOME STATEMENT 8

DESCRIPTION	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT
	4,720.	0.	0.	0.
TOTAL TO SCHEDULE A, LINE 22	4,720.	0.	0.	0.

Hearth, Inc.
Fixed Assets Attachment
December 31, 2005

FEIN# 04-3206820

Buildings and Improvements	\$ 153,902
Furniture and Equipment	394,089
<u>Construction in Progress</u>	<u>150,939</u>
Total	698,930
Less - accumulated depreciation	<u>431,112</u>
Net property and equipment	<u><u>\$ 267,818</u></u>

HEARTH, Inc.
FEIN: 04-3206820
1640 Washington Street, Boston, MA 02118
Board of Directors & Committee Members
2005

Ansin, Greg
1640 Washington Street
Boston, MA 02118

Babcock, Elizabeth
President & CEO
1640 Washington Street
Boston, MA 02118

Bissonnette, Anna M.
1640 Washington Street
Boston, MA 02118

Colbert, Chris
1640 Washington Street
Boston, MA 02118

Feingold, Ellen
1640 Washington Street
Boston, MA 02118

Forti, Susan
1640 Washington Street
Boston, MA 02118

Halloran, Bob
1640 Washington Street
Boston, MA 02118

Mazur, Paul R., MD
1640 Washington Street
Boston, MA 02118

McCall, Kevin
Vice Chair
President & CEO
1640 Washington Street
Boston, MA 02118

Morris, Laura
1640 Washington Street
Boston, MA 02118

HEARTH, Inc.
FEIN: 04-3206820
1640 Washington Street, Boston, MA 02118
Board of Directors & Committee Members
2005

Parker, Mary
Chair
1640 Washington Street
Boston, MA 02118

Putziger, Myrna
1640 Washington Street
Boston, MA 02118

Rehnert, Bernadette
1640 Washington Street
Boston, MA 02118

Ridley, Rebecca
1640 Washington Street
Boston, MA 02118

Scheier, Karyn F.
1640 Washington Street
Boston, MA 02118

Schretter, Irma M.
Principal
1640 Washington Street
Boston, MA 02118

Thorne, Shirley
1640 Washington Street
Boston, MA 02118

Jewish Community Housing For The Elderly
1640 Washington Street
Boston, MA 02118

HE K
Articles of Amendment
ADAMS & KOSS
ATTORNEYS AT LAW
2001 BEACON STREET, SUITE 214
BRIGHTON, MASSACHUSETTS 02135-7787

CAT
AUG 31 2005

MR 3... 05

12/31/XX

DAVID WM ADAMS
ELIZABETH L KOSS (1957-1997)

TELEPHONE
(617) 566-5757
TELEFAX
(617) 566-6146

August 30, 2005

Dr. Elisabeth D. Babcock
Hearth, Inc. (formerly Committee to End Elder Homelessness)
1640 Washington Street
Boston, MA 02118

RE: Corporate Name Change

Dear Beth:

Enclosed is a copy of the approved Articles of Amendment changing the corporate name. Hearth, Inc. now appears in the Corporation Division's records as the name of the corporation. The Public Charities Division of the Office of the Attorney General has also been notified inasmuch as I copied them with the filing with the Secretary of the Commonwealth.

Very truly yours,


David Wm Adams

DWA/lfg
Enclosure

The Commonwealth of Massachusetts

William Francis Galvin

- Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

✓
Examiner

✓
Name
Approved

We, Elisabeth D. Babcock, *President ~~XXXXX President~~,

and Myrna Putziger, *Clerk / ~~XXXXXX Clerk~~,

of Committee to End Elder Homelessness, Inc.,
(Exact name of corporation)

located at 1640 Washington Street, Boston, MA 02118,
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

ARTICLE I ONLY

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 18, 2005, by vote of

twelve (12) members, ----- directors, or ----- shareholders**,

- Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR
- Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR
- In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein

C
 P
 M
 R.A.

*Delete the inapplicable words

**Check only one box that applies

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.

3
PC

5-14-1993

3397


S48747

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15 having been paid, said articles are deemed to have been filed with me this 23rd day of August 20 05.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Elisabeth D. Babcock
Committee to End Elder Homelessness, Inc.
1640 Washington Street
Boston, MA 02118
Telephone 617-369-1550
Email ebabcock@ceeh.org

SECRETARY OF STATE
RECEIVED
AUG 23 PM 3:05
CORPORATIONS DIVISION

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

ARTICLE I

The exact name of the corporation is:

HEARTH, Inc.

-oOo-

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 27 day of July, 2005

Elisabeth D. Babcock _____, *President / ~~*Vice President~~
Elisabeth D. Babcock

Myrna Putziger _____, *Clerk / ~~*Assistant Clerk~~
Myrna Putziger

*Delete the inapplicable words.

HEARTH
Amended By-Laws (2012)
12/12

CEEH
MZE 3/14/05

AMENDED AND RESTATED BY-LAWS
OF
COMMITTEE TO END ELDER HOMELESSNESS, INC.

SECTION I. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name of the Corporation shall be the Committee to End Elder Homelessness, Inc. (hereinafter "CEEH" or the "Corporation"). As set forth in the Articles of Organization, CEEH is organized and shall at all times be operated exclusively for charitable and educational purposes, as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, including but only for such purposes:

to publicize the problem of homelessness among the elderly;

to promote early identification of elderly at risk of becoming homeless;

to develop a variety of housing and social service options to suit the varying needs of the elderly who are at risk of homelessness or presently without housing.

1.2 Location. The principal office of CEEH in the Commonwealth of Massachusetts shall be located at 1640 Washington Street, Boston, Massachusetts. The Board of Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Board of Directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Board of Directors, end on the 31st day of December in each year.

SECTION II. MEMBERS

The membership of CEEH shall be composed of the Directors until such time as the Directors make additional provisions for membership. At any time, if it becomes feasible and desirable, the Directors may provide for acquisition of membership by payment of an annual membership fee to be set by the Board.

SECTION III. BOARD OF DIRECTORS.

3.1 Number, Election, Qualifications. The board of Directors (hereinafter referred to as the Board) shall consist of the Executive Director/President) *ex officio*, the immediate past chair of the Board (the "Past-Chair"), *ex officio*, and board member elected for a one year term pursuant to the provisions of Section __ below, and no more than twenty (20) and no fewer than eight (8) additional directors. At any special or regular meeting, the members then in office may increase

the number of directors and elect new directors to complete the number so fixed; or they may decrease the number of directors but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more directors. Directors shall be chosen who have substantial knowledge of and interest in the problems of their community and who shall accept responsibility to:

- a. attend meetings;
- b. serve on committees;
- c. interpret the program to others;
- d. participate in fundraising efforts on behalf of the corporation;
- e. recommend candidates for consideration as Board members; and
- f. share in the mission of the corporation.

3.2. Tenure.

3.2.1. Each director shall serve for a term of three years each and until her/his successor is elected and qualified, or until s/he sooner dies, resigns is removed or becomes disqualified: provided, however, that commencing with the 2001 Annual Meeting, approximately one-third of the directors shall initially hold office for one year, one-third for two years and one-third for three years, with re-election or vacancy thereafter to be for terms of three years.

3.2.2. Any director who has served more than two uninterrupted three year terms may not be re-elected to the board unless there exist more than two vacancies on the board excluding any vacancy which would be created by the departure of any board member being re-elected pursuant to this provision.

3.2.3. Notwithstanding the provisions of section 3.2.2 hereof, upon nomination by the President, the board may elect for one or more terms of one year each any board member who has served two uninterrupted consecutive terms and, in the opinion of the President, whose continued participation on the board would be of particular benefit to CEEH.

3.2.4. Any director may take a leave of absence for up to twelve (12) months, during which leave said director shall not be included in the number of directors for purposes of determining whether a quorum is present or for the purposes of taking a vote. A director who takes such a leave of absence shall become a director upon return from such leave without any requirement of re-election.

3.3 Powers, Rules and Responsibilities. The affairs of the Corporation shall be managed by the directors who shall have and may exercise all of the powers of the Corporation, except those powers reserved to the members by law) the articles of organization or these by-laws. The role of the Board of Directors shall be:

- a. to oversee the fiscal, legal and programmatic affairs of the Corporation;

- b. to adopt and, from time to time, amend by-laws for the governance of the corporation;
- c. to appoint or authorize such committees as it may deem expedient for carrying out the objectives of the Corporation~
- d. to have the final responsibility for the work of all committees;
- e. to employ an Executive Director and/or such other persons as it may deem necessary for the successful execution of the objectives of the Corporation; and
- f. to present a complete report of its activities at the annual meeting of the Corporation.

3.4 Committees. The Board may elect or appoint one or more committees and may delegate to any such committee or committees, any or all of their powers. Any committee to which the powers of the Board are delegated shall consist of members of the Board, Corporators, and such additional persons with knowledge and experience as the Board shall deem appropriate. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Board. The members of any committee shall remain in office at the pleasure of the Board. At a minimum, the committee structure shall consist of the following standing committees: Executive, Nominating and By-Laws; Finance, and Development.

3.4.1 Executive Committee. The Executive Committee shall consist of the Chair, the Past-Chair, any Vice Chair of the Board, the Treasurer, any Assistant-Treasurer, the Clerk, and the President of the Corporation. The Executive Committee shall have all powers of the Board to transact business between meetings of the Board or perform such specific duties as the Board may request, provided that no action shall modify or conflict with that taken by the Board.

The Executive Committee shall meet at the call of the President or Chair or upon request of two of its members. A majority of the Executive Committee including the Chair shall constitute a quorum. The Executive Committee shall report in full all of its transactions at the next regularly scheduled meeting of the Board of Directors.

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all voting members of the Executive Committee consent to the action in writing and the written consents are filed with the records of the Board of Directors.

3.4.2 Finance Committee. The Finance committee shall consist of the Treasurer, who shall chair the Committee, and such additional members as shall be appointed by the Chair of the Board. The Finance Committee shall oversee the careful trusteeship of the financial resources of CEEH.

3.4.3 Development Committee. The Development Committee shall consist of its chair, appointed by the Chair, and such additional members as shall be appointed by the Chair. The Development Committee shall oversee the fundraising of and on behalf of the Corporation.

3.4.4 **Nominating and By-Laws Committee.** The Nominating and By-Laws Committee shall consist of its chair, appointed by the Chair, and such additional members as shall be appointed by the Chair. The Nominating and By-Laws Committee shall make and review recommendations for officers, directors, and corporators; recruit new Board members and Corporators; propose an annual slate of officers and directors; nominate candidates to fill actual or anticipated vacancies on the Board; and review proposed amendments to the by-laws of the Corporation and propose such amendments as the committee may deem appropriate from time to time.

3.5 Suspension or Removal. A director may be suspended or removed with cause by vote of two-thirds of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

3.6 Absences from Meetings. Except when excused in advance by the Chair, absence from more than two meetings within twelve months shall result in forfeiture of the right to continue to serve and shall create a vacancy to be filled provided that written notice of this section of the By-Laws shall have been given to such member of the Board at least ten days prior to the third regular meeting which such member has failed to attend.

3.7 Resignation. An officer or director may resign by delivering her/his written resignation to the Chair, President, Treasurer or Clerk of the Corporation, to a meeting of the members of the Board or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.8 Vacancies. Any vacancy in the Board, except a vacancy resulting from enlargement which must be filled in accordance with Section 3.1 may be filled by the Board. Each successor shall hold office for the unexpired term or until s/he sooner dies) resigns, is removed, or becomes disqualified. The Board shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in its number.

3.9 Regular Meetings. The Board of Directors shall set a regular schedule of meetings at such places and at such times as the Board may determine.

3.10 Special Meetings. Special meetings of the Board may be held at any time and at any place when called by the Chair of the Board or by two or more members of the Board.

3.11 Call and Notice.

- a. **Regular Meetings.** Notice shall be mailed or delivered at least five days , prior to each regular meeting and shall specify the purpose of the meeting if either contracts or transactions of the corporation with interested persons, or amendment to these by-laws are to be considered at the meeting, or as otherwise required by law, the Articles of Organization or these by-laws- If, however, the regular meeting is held on a regularly scheduled day; time and place, no written notice shall be required unless contracts or transactions of the corporation with interested persons or amendment to these by-laws are to be considered at the

meeting, or as otherwise required by law, the Articles of Organization or these by-laws.

- b. **Special Meetings.** Reasonable notice of the time and place of special meetings of the Board shall be given to each Board member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a board member.
- c. **Reasonable and Sufficient Notice.** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Board member to send notice by mail at least seventy-two (72) hours or by telephone, e-mail or facsimile at least twenty-four (24) hours before the meeting addressed to the Board member at her/his usual or last known business or residence address or to give notice to the Board member in person or by telephone at least twenty-four (24) hours before the meeting.
- d. **Waiver of Notice.** Whenever a notice of a meeting is required, such notice need not be given to any Board member if a written waiver of notice, executed by her/him (or her/his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Board member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her/him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of the meeting.

3.12 Quorum. At any meeting of the Board, a majority of the Board members then in office shall constitute a quorum. Any meeting may be adjourned by majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held and adjourned without further notice.

3.13 Action by Vote. When a quorum is present at any Board meeting, a majority of the Board members present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

3.14 Action by Telephone. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by telephone poll if the matter reasonably cannot be delayed until the next regularly scheduled meeting. Such action shall be recorded at the next meeting of the Board.

3.15 Directors Emerita/Emeritus. Persons who have rendered distinguished service as members of the Board may, upon retirement, be recommended by any member in good standing and approved by the Board for emeritus membership on the Board (life membership). An emerita/emertus director shall have the privileges of participating in Board meetings, but may not

vote on matters brought before the Board. and shall be eligible to serve on committees but shall not be eligible for elective office.

SECTION IV. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS, CORPORATORS OF THE CORPORATION

4.1 General. The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, corporators, or friends of the corporation or such other title as it deems appropriate. Except as the Board shall otherwise designate, such persons shall, in such capacity, have no right to notice of or to vote at any meeting of CEEH, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

4.2 Corporators. In the event that the Board establishes a board of corporators, it shall elect no fewer than ten (10) corporators and as many additional corporators as the Board shall deem appropriate from time to time. At any special or regular meeting, the Board may elect new corporators, each of whom shall serve for a term of three years from the date of election, or they may decrease the number of corporators, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more corporators. Corporators shall be chosen who have exhibited interest in the mission of CEEH and a desire to help promote the program of CEEH.

The corporators shall meet semi-annually at the call of the President or the chair of the corporation; at least one such meeting shall coincide with the annual meeting of the Corporation. The corporators shall annually elect from among themselves a chair to serve in such capacity until the next annual meeting. The role of the Corporators shall be:

- a. to approve or reject the slate of candidates for the Board of Directors and the slate of Elected Officers elected by the Board at the Annual Meeting. Vacancies filled between annual meetings shall not be subject to approval by the corporators until expiration of the term being completed;
- b. to serve on committees as from time to time, as appointed by the Board;
- c. to make recommendations to the Nominating and By-Laws Committee of potential candidates for the Board of Directors and Elected Officers and to propose amendments to the by-laws; and
- d. to perform voluntary service to CEEH.

A corporator may resign by delivering her/his written resignation to the Chair, President, Treasurer or Clerk of the Corporation or the chair of the corporators, to a meeting of the members of the Board or the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states. Any vacancy in the chair of the corporators may be filled by corporators at their next meeting. Each successor shall hold office for the unexpired term or until s/he sooner dies, resigns, is removed, or becomes disqualified. At any meeting of the Corporators, five (5) corporators shall constitute a quorum. Any meeting may be adjourned by

majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting; a majority of the corporators present and voting shall decide any question, including ratification of Directors and officers, unless otherwise provided by law, the articles of organization or these by-laws.

SECTION V. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, vice president(s); treasurer, assistant treasurer, chief financial officer, clerk/secretary, assistant clerk, chair and vice chair of the Board of Directors (herein referred to as the "President", "Vice President", "Treasurer", "Assistant Treasurer", "Chief Financial Officer", "Clerk", "Assistant Clerk", "Chair", and "Vice Chair," respectively) and such other officers if any, as the board may determine. The Corporation may also have such agents, if any) as the Board, may appoint. Any Board member may be elected Treasurer, Assistant Treasurer, Clerk, Chair or Vice Chair (hereinafter; the "Elected Officers"). The Clerk shall be a resident of Massachusetts for the purpose of service of process. No person may hold more than one office at the same time. If required by the Board, any officer shall give the corporation a bond for the faithful performance of her/his duties in such amount and with such surety or sureties as shall be satisfactory to the Board.

5.2 Election/Appointment. Elected Officers shall be elected by the Board at the annual meeting of the members, subject to the approval of the entire slate of officers by the Corporators. The Executive Director shall serve as President, *ex officio*. Vice President(s), a Chief Financial Officer, and an Assistant Clerk (herein the "Appointed Officers") may be appointed by the President with the approval of the Board.

5.3 Tenure. The Elected Officers shall hold office until the next annual meeting and until her/his successor is chosen and qualified. The President shall hold office in accordance with his/her agreement with Board or otherwise at the pleasure of the Board, and Appointed Officers shall hold office at the pleasure of the President.

5.4 Chair/Vice Chair. The Chair, or in his/her absence, the Vice Chair, shall preside at all meetings of the Board, except as the Board shall otherwise determine, appoint ad hoc committees and committee Chairs as necessary, and have such other powers and duties as may be determined by the Board.

5.5 President. The President shall be the chief executive officer of the Corporation and; subject to the control of the Board, shall have general charge and supervision of the affairs of the Corporation. The President provides leadership to the organization and works to develop new leadership among members of the Board and its committees; sets agenda for Board meetings (with input from the Board members); calls Board meetings, coordinates communication between Board members and between all committees and the Board; coordinates overall planning between committees; acts as public spokesperson for the organization consistent with Board-approved policies; and has the authority and responsibility to sign all contracts approved by the Board.

5.6 Vice President. The Vice President or Vice Presidents shall have such duties and responsibilities as the President shall delegate to her/him The Vice President; or first Vice President. if there are more than one. shall have and may exercise all the powers and duties of the President during; the absence of the President or in the event of her/his, inability to act.

5.7 Treasurer/Assistant Treasurer. The Treasurer, or in her/his absence. the Assistant Treasurer shall make a report at each Board Meeting. The Treasurer and Assistant Treasurer shall serve on the Finance Committee, the Treasurer, or Assistant Treasurer in his/her absence, acting as chair of the Finance Committee; assist in the preparation of the budget, help develop fundraising plans; and make financial information available to Board members and the public.

5.8 Chief Financial Officer. Under the direction and authority of the Treasurer, the Chief Financial Officer shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof: S/he shall have such other duties and powers as designated by the Board or the President. S/he shall also be in charge of its books of account and accounting records and of its accounting procedures. The Chief Financial Officer oversees development of annual budgets and budget amendment to be approved by the Board; coordinates Board involvement in the annual audit and reviews audit with the board; recommends fundraising goals, provides Board with monthly fiscal report including income and expense statement and budget status reports, provides Board with annual balance sheet; facilitates Board discussion of fiscal matters; reviews agency's insurance policies; trains Board (or recommends training) on appropriate Board fiscal management responsibilities.

5.9 Clerk. The Clerk is responsible for recording and maintaining records of all proceedings of the meetings of the members and meetings of the Board in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Clerk and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and Board members and the address of each. If both the Clerk and the Assistant Clerk are absent from any meeting of the Board, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

5.10 Suspension or Removal. An Elected Officer may be suspended or removed by vote of two-thirds of the members of the Board then in office at any special meeting called for such purpose or at any regular meeting. An Elected Officer may be removed with cause only after reasonable notice and opportunity to be heard. Any Appointed Officer serves at the will of the President.

5.11 Resignation. An officer may resign by delivering his/her written resignation to the President, Chair, Treasurer, or Clerk. to a meeting of the Board, or to the Corporation, at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.12 Vacancies. If the office of any Elected Officer becomes vacant, the Board may elect a successor. Each such successor shall hold office for the unexpired term) and in the case of the

Chair, Vice Chair, Treasurer and Secretary until her/his successor is elected and qualified or in each case until s/he sooner dies, resigns, is removed or becomes disqualified.

SECTION VI. EXECUTION OF PAPERS

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer, in the President's absence. Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all checks and drafts shall be signed by the President or by the Chair.

Consistent with the provisions of the articles of organization, by-laws, resolutions or votes of the Corporation, any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers of whom one is the President or a Vice President and the other is the Treasurer or an Assistant Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument.

SECTION VII. DISPOSITION OF PROPERTY

No monies or other property of the corporation shall ever inure to the benefit of any individual except within the charitable purposes of the corporation as stated within the Articles of Organization, and as limited by the provisions of 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

SECTION VIII. PERSONAL LIABILITY

As per the provisions of the Articles of Organization, Article IV, subsection 4c, the Board of Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim; or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due and payable to them from the Corporation.

SECTION IX. AMENDMENTS

These by-laws may be altered, amended or repealed in whole or in part by vote of two thirds of the Board.

27219

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.		
Type or print.	Name of Exempt Organization HEARTH, INC.	Employer identification number 04-3206820
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P O box, see instructions 1640 WASHINGTON STREET	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02118	

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

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

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

- The books are in the care of **HEARTH, INC.**
Telephone No **617-369-1550** 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, 2006**

5 For calendar year **2005**, 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
INFORMATION NEEDED TO FILE A RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ _____

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 \$ _____

c **Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ **N/A**

Signature and Verification

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

Signature David J Keller Title CPA Date 8/9/06

Notice to Applicant - To Be Completed by the IRS

- We have approved this application Please attach this form to the organization's return
- We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return
- We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name ALEXANDER, ARONSON, FINNING & CO., P.C.
	Number and street (include suite, room, or apt. no.) or a P.O. box number 21 E. MAIN STREET
	City or town, province or state, and country (including postal or ZIP code) WESTBORO, MA 01581

EXTENSION APPROVED
SEP 08 2006
 FIELD DIRECTOR,
 SUBMISSION PROCESSING, OGDEN

Application for Extension of Time To File an Exempt Organization Return

OMB No. 15450709

▶ File a separate application for each return

- If you are filing for an **Automatic 30 Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 30 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 30 month extension on a previously filed Form 8868**

Part I Automatic 30 Month Extension of Time Only submit original (no copies needed)

Form 990T corporations requesting an automatic 60 month extension check this box and complete Part I only

All other corporations (including Form 990C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (efile). Form 8868 can be filed electronically if you want a 30 month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990T filers) However, you cannot file it electronically if you want the additional (not automatic) 30 month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print	Name of Exempt Organization HEARTH, INC.	Employer identification number 0403206820
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. 1640 WASHINGTON STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BOSTON, MA 02118	

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

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

- The books are in the care of ▶ **THE COMMITTEE**
 Telephone No. ▶ **617036901550** 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 30 month (60 months for a **Form 990T corporation**) extension of time until **AUGUST 15, 2006** to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - ▶ calendar year **2005** or
 - ▶ tax year beginning _____, and ending _____
- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 3a If this application is for Form 990BL, 990PF, 990T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ _____
- b If this application is for Form 990PF or 990T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ **N/A**

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