

DOMESTIC
NONPROFIT CORPORATION
STATE OF MAINE

RESTATED
ARTICLES OF INCORPORATION

Georges River Land Trust
(Name of Corporation as it appears on the records of the Secretary of State)

Minimum Filing Fee \$10.00. An additional \$10 filing fee if changing purpose

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—FILED—
12/05/2022

Julie L. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRSA §805, the undersigned corporation adopts these Articles of Restatement:

FIRST: All restated statements required to be set forth in Articles of Incorporation (*MNPCA-6-1) are attached as Exhibit A. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on 10/15/2022.
(date)

("X" one box only)

- By the members at a meeting at which a quorum was present and the restatement received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the restatement received at least the percentage of votes required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

SECOND: The Registered Agent is a: (select either a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: _____

(name of commercial registered agent)

Noncommercial Registered Agent

THE DIRECTOR OF GEORGES RIVER LAND TRUST

(name of noncommercial registered agent)

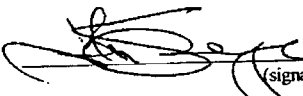
8 North Main St., Suite 200, Rockland, ME 04841

(physical location, not P.O. Box – street, city, state and zip code)

(mailing address if different from above)

THIRD: Pursuant to 5 MRSA §108.3, the new commercial registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

Dated 1/30/2022

****By**  _____
(signature)

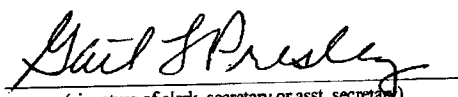
Julia Sampson / Director _____
type or print name and capacity)

****By** _____
(signature)

type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF MEMBERS**

I certify that I have custody of the minutes showing
the above action by the members.


(signature of clerk, secretary or asst. secretary)

*Form MNPCA-6-1 **MUST** accompany this filing.

This document **MUST be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to: **Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752** Email Inquiries: CEC.Corporations@Maine.gov

FIFTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is _____.

The minimum number of directors (not less than 3) shall be ten (10) and the maximum number of directors shall be twenty (20).

SIXTH: Members: ("X" one box only.)

There shall be no members.

There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached.

SEVENTH: (Optional) (Check if this article is to apply.)

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

EIGHTH: (Optional) (Check if this article is to apply.)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit A attached hereto and made a part hereof.

Submit completed form to:

Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752

Email Inquiries: CEC.Corporations@Maine.gov

Restated Articles of Incorporation
Georges River Land Trust

Exhibit A

(1) Membership

- a. Membership Criteria. There shall be one class of members, composed of individuals aged 15 and older. A member in good standing shall be any person or entity who supports the purpose of the corporation and contributes through monetary support, by payment of dues in an amount established from time to time by the Board of Directors, or through a gift of funds or services. A member shall cease to be a member in good standing who has not been a contributor for a period of two years after assessment, with the exception of those who have donated land, easements, or trail access.

The Board of Directors, through an affirmative vote of two-thirds of Directors present and voting, may revoke the membership of any individual member.

- b. Voting. Each member in good standing shall have one vote at annual and special meetings of the corporation. At any meeting of members of the corporation, twenty (20) members present shall constitute a quorum for the transaction of business. In the event no quorum is present, the members present shall have the power to adjourn from time to time until such quorum appears.

Decisions by the members shall be made on a consensus basis, provided, however, if a consensus is not possible or clearly agreed to by the members present and voting, then an affirmative vote by two-thirds of the members present and voting shall rule.

- (2) No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a member, Director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).
- (3) In the event the corporation should be dissolved, none of its assets shall inure to the benefit of any officer, Director or member. Any corporation succeeding to title to property or interest in property of the corporation shall be a qualified

conservation organization approved by the Board of Directors, its successors, or the Maine Office of the Attorney General. Such corporation shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the corporation insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501(c)(3) of the Internal Revenue Code, as amended.

- (4) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.