

Filer Contact Cover Letter

Draft date November 22, 2022

To: Department of the Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101

Tel. (207) 624-7752

Name of Entity (s):

Brunswick-Topsham Land Trust, Inc.

List type of filing(s) enclosed (i.e. Articles of Incorporation, Articles of Merger, Articles of Amendment, Certificate of Correction, etc.) Attach additional pages as needed.

Restated Articles of Incorporation

Special handling request(s): (check all that apply)

Hold for pick up

Expedited filing - 24 hour service (\$50 additional filing fee per entity, per service)

Expedited filing - Immediate service (\$100 additional filing fee per entity, per service)

Total filing fee(s) enclosed: \$ 20

Contact Information – questions regarding the above filing(s), please call or email: (failure to provide a contact name and telephone number or email address will result in the return of the erroneous filing (s) by the Secretary of State's office)

Robert H. Levin

(Name of contact person)

207-774-8026

(Daytime telephone number)

rob@roblevin.net

(Email address)

The enclosed filing(s) and fee(s) are submitted for filing. Please return the attested copy to the following address:

Robert H. Levin

(Name of attested recipient)

(Firm or Company)

94 Beckett St., 2nd Floor

(Mailing Address)

Portland, ME 04101

(City, State & Zip)

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

RESTATED
ARTICLES OF INCORPORATION

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Brunswick-Topsham Land Trust, Inc.

(Name of Corporation as it appears on the records of the 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 _____.
(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

Stoddard L. Smith

(name of noncommercial registered agent)

49 Pleasant St., Brunswick, ME 04011

(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 _____

****By** _____
(signature)

<p style="text-align: center;"><i>MUST BE COMPLETED FOR VOTE OF MEMBERS</i></p> <hr/> <p>I certify that I have custody of the minutes showing the above action by the members.</p> <hr/> <p>(signature of clerk, secretary or asst. secretary)</p>

type or print name and capacity)

****By** _____
(signature)

type or print name and capacity)

*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

Articles of Incorporation

pursuant to 13-B MRSA §403

to accompany the following:

(Check one box only.)

Articles of Nonprofit Conversion (13-C MRSA §933)

Statement of Conversion (31 MRSA §1645)

Restated Articles of Incorporation (13-B MRSA §805)

FIRST:

The name of the corporation:

SECOND:

("X" one box only. Attach additional page(s) if necessary.)

The corporation is organized as a public benefit corporation for the following purpose or purposes:

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as more specifically set forth in the Bylaws.

The corporation is organized as a mutual benefit corporation for all purposes permitted under 13-B MRSA, or, if not for all such purposes, then for the following purpose or purposes:

THIRD:

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

Stoddard L. Smith

(name of noncommercial registered agent)

49 Pleasant St., Brunswick, ME 04011

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

(mailing address if different from above)

FOURTH:

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.

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 seven (7) and the maximum number of directors shall be twenty-five (25).

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
Brunswick-Topsham Land Trust, Inc.

Exhibit A

(A) Membership

Section 1. Eligibility. Any person who (a) supports the purposes of the Land Trust, and (b) makes a contribution in cash or in kind is deemed to become a member of the Land Trust for the fiscal year in which the contribution is made. The Board of Directors shall have the right to assess dues as a requirement of membership and to provide complimentary memberships. Membership shall be recorded on the books of the Land Trust maintained for that purpose, together with a record of the amounts of contributions.

Section 2. Membership Voting. Each member aged 16 years and older shall be entitled to one vote, although no more than two individuals from a household shall have a vote on any given question. Only members are entitled to vote at meetings of the Land Trust, or serve as Directors of the Board or Officers. Members may vote on specific actions as set forth in the Bylaws.

Section 3. Resignation, Removal and Expiration of Membership. Any member may resign at any time by delivering notice of withdrawal in writing to the Land Trust at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. A member may be removed with or without cause, if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Land Trust. Said removal may occur at any meeting of the Board of Directors, after reasonable notice to the member and a reasonable opportunity to be heard, and upon a two-thirds (2/3) vote of those disinterested Directors present in person.

(B) 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).

(C) This Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to a state or local or federally recognized tribal government for public purposes. Any entity succeeding to title to property or interest in property of the Land Trust 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 conservation purposes of the Land Trust, insofar as this may be accomplished. A decision to merge or dissolve the Land Trust shall follow the procedure set forth in Article XII, Transfer of Holdings, of the Bylaws.

(D) 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.