

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

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06/22/2021


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Midcoast Internet Development 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:
See Exhibit A

The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B 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

Jonathan Duke

(name of noncommercial registered agent)

101 Main Street

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

Rockport, ME 04856

(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 Three (3).

The minimum number of directors (not less than 3) shall be three (3) and the maximum number of directors shall be Eleven (11).

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.)

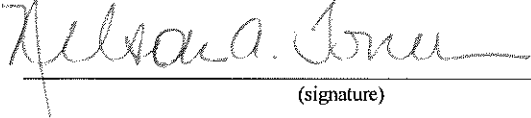
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of 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 C attached hereto and made a part hereof.

Incorporators

Dated June 21, 2021


(signature)

Street 53 Haywood Street
(residence address)

Nelson A. Toner
(type or print name)

Portland, Maine 04012
(city, state and zip code)

(signature)

Street _____
(residence address)

(type or print name)

(city, state and zip code)

(signature)

Street _____
(residence address)

(type or print name)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (13-B MRSA §401), the name of the corporation should be typed or printed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation, not the person signing the articles, certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

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

MIDCOAST INTERNET DEVELOPMENT CORPORATION

Article Second

SECOND:

The Corporation is organized and shall always be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Within these restrictions, the Corporation is organized for the following specific purposes:

1. To promote the common good and social welfare of the people of Maine by designing, building, installing, obtaining and providing funding for broadband infrastructure and to engage in any and all activities related thereto, including but not limited to education and the provision of broadband services;
2. To engage in lobbying and advocacy activities to promote policies and programs with the purpose and intention to increase the availability of broadband services within Maine; and
3. To conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLES OF INCORPORATION

Exhibit B

MIDCOAST INTERNET DEVELOPMENT CORPORATION

Article Sixth

SIXTH:

Membership to the Corporation shall be open to any municipality or county in Maine. Municipal and county members shall not be required to pay membership dues or assessments except as provided in the Midcoast Internet Development Corporation Interlocal Agreement, Section 11. Specifically, nothing herein prohibits the Board of Directors of the Corporation from requiring a municipal or county member from paying an amount designated by the Board of Directors as a condition of admission to the Corporation pursuant to such Interlocal Agreement.

Each member of the Corporation shall select a delegate to represent the member at member meetings.

The governing board of each member shall appoint an individual to serve on the Board of Directors of the Corporation. The members shall have no other voting rights.

Each member of the Corporation shall be accorded one vote.

MIDCOAST INTERNET DEVELOPMENT CORPORATION

Article Eighth

EIGHTH:

A. The Corporation shall possess any and all powers granted to it under the laws of the State of Maine which are necessary and expedient to carry out the purposes set forth in Article Second above, but shall not possess or exercise any powers which would cause the Corporation to be ineligible for exemption from income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, trustee, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.

C. The affairs and business of the Corporation shall be managed and conducted by the Board of Directors, who shall serve as the Board of Directors under Title 13-B of Maine Revised Statutes Annotated. The initial Directors shall be the Executive Director of the Corporation and a director selected by each of the two initial members of the Corporation (defined as "Charter Municipalities" in the Midcoast Internet Development Corporation Interlocal Agreement) and such initial Directors selected by the initial members shall act as Directors on the Board of Directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

D. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations which are exempt from tax as organizations described in section 501(c)(3) of the Code, or to the municipal members of the Corporation.

E. The Board of Directors shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all the Directors at any regular or special meeting.