

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

**RESTATED
ARTICLES OF INCORPORATION**

File No. 19820063ND Pages 5
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DCN 2193082230001 REST
-----FILED-----
11/01/2019


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

The Falmouth Historical Society
(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 October 29, 2019.
(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

Carol Kauffman

(name of noncommercial registered agent)

60 Woods Road, Falmouth, Maine 04105


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

190 US Route One PMB 367, Falmouth, Maine 04105

(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 October 29, 2019

****By** 

(signature)

David Farnham, President

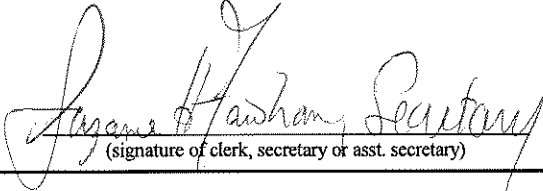
type or print name and capacity)

****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

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:

The Falmouth Historical Society

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 B

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

Carol Kauffman

(name of noncommercial registered agent)

60 Woods Road, Falmouth, Maine 04105

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

190 US Route One PMB 367, Falmouth, Maine 04105

(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 3 and the maximum number of directors shall be 10.

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 B 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

EXHIBIT B

THE FALMOUTH HISTORICAL SOCIETY Articles of Incorporation—Additional Provisions

- SECOND**
1. To acquire and preserve archives and artifacts pertaining to the history of Falmouth, Maine.
 2. To make those historical materials accessible to members of the Society and the community.
 3. To provide programs, exhibits and other educational opportunities to members of the Society and the community.
 4. To assist members of the Society and the community with historical and genealogical research.
 5. To cooperate with other organizations having similar purposes and interests.

NINTH Members. The Society shall have only one class of members. Any person who evinces an interest in the purposes of the Society shall be entitled to apply for membership. Upon payment of all required dues and upon acceptance by the Board of Directors, or Society officers designated by the Board, each such person shall be a member for so long as they comply with the terms of the Bylaws of the Society, as determined by the Board of Directors. Every member shall be eligible to vote on all matters affecting the Society and shall be entitled to all membership privileges therein.

TENTH The Society is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ELEVENTH Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH No part of the net earnings of the Society shall inure to the benefit of any member, director or officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society in carrying out one or more of its purposes), and no member, director or officer of the Society, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Society.