

STATE OF MAINE  
Department of the Secretary of State  
Bureau of Corporations, Elections and Commissions  
101 State House Station  
Augusta, Maine 04333-0101

December 1, 2010

MIDCOAST SENIOR COLLEGE  
ATTN: NANCY ZUGEHOER, SECRETARY  
9 PARK STREET  
BATH ME 04530

ATTESTED COPIES  
WR DCN: 2103341900038

Enclosed please find copies of documents recently placed on file with our office. Each copy has been attested as a true copy of the original and serves as your evidence of filing. We recommend that you retain these permanently with your records.

Charter#: 20110227ND Legal Name: MIDCOAST SENIOR COLLEGE

ARTICLES OF INCORPORATION

DCN: 2103341900039 Page(s) 6

Total Pages 6

DOMESTIC  
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

Filing Fee \$40.00


File No. 20110227ND Pages 6

Fee Paid \$ 40

DCN 2103341900039 ARTI

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11/23/2010

  
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 Senior College

**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:  
To provide non-credit academic courses and other educational events for people of 55 years of age and older to continue lifelong learning
- 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

Nancy Zugehoer

\_\_\_\_\_  
(name of noncommercial registered agent)

Midcoast Senior College, 9 Park Street, Bath, ME 04530

\_\_\_\_\_  
(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 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 15.

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 15.

**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 II attached hereto and made a part hereof

Incorporators\*

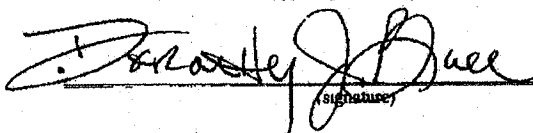
Dated November 22, 2010

  
(signature)

Street 104 Old Stage Neck Road  
(residence address)

Mark Smith, President  
(type or print name)

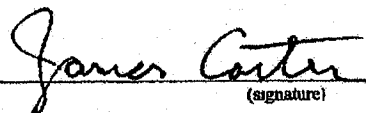
Woolwich, ME 04548  
(city, state and zip code)

  
(signature)

Street 28 Red Fox Run  
(residence address)

Dorothy Bell, Immediate Past President  
(type or print name)

Harpwell, ME 04079  
(city, state and zip code)

  
(signature)

Street 12 Bunganuc Landing Road  
(residence address)

James Carter, Vice President  
(type or print name)

Brunswick, ME 04011  
(city, state and zip code)

**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 \_\_\_\_\_ and the maximum number of directors shall be \_\_\_\_\_

**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 \_\_\_\_\_ attached hereto and made a part hereof.

**Incorporators\***

Nancy Zugehoer  
(signature)

Nancy Zugehoer, Secretary  
(type or print name)

Sandra Neiman  
(signature)

Sandra Neiman, Treasurer  
(type or print name)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name)

Dated November 22, 2010

Street 20 Pogy Lane  
(residence address)

Brunswick, ME 04011  
(city, state and zip code)

Street 7 Sound Side Drive  
(residence address)

Harpswell, ME 04079  
(city, state and zip code)

Street \_\_\_\_\_  
(residence address)

\_\_\_\_\_  
(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)

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**\*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

**EXHIBIT I**

**SIXTH ARTICLE - MEMBERS**

1. **Members.** Any individual fifty-five (55) years of age or older, and the spouse or partner of that individual, regardless of age, is eligible for membership in Midcoast Senior College (hereafter referred to as MSC).

All members of the Midcoast Senior College Board of Directors (hereafter referred to as the Board), and students enrolling in courses are required to be members of Senior College. The Board establishes the dues, and membership becomes effective upon payment. This fee covers the academic year (July 1 to June 30).

Faculty members are given courtesy membership for the academic year in which they teach

Membership entitles the member to enroll in courses offered by MSC or to attend events sponsored by MSC in accordance with the policies for registration and payment established by the Board. Members are eligible to become a director or committee member of MSC.

MSC shall hold an annual corporation/membership meeting. The date, time, and location shall be communicated to the membership in accordance with policies established by the Board. This notification will include the agenda for the meeting.

During the annual annual corporation/membership, the attending membership will be asked to (a) approve minutes of the previous annual meeting, (b) elect Directors, (c) hear reports from standing and special committees, (d) adopt resolutions, (e) approve/amend the treasurer's report, and (f) conduct other business.

The Board may call special meetings of the corporation/membership at its discretion; the date, time, location, and agenda for these meetings shall be communicated to the membership in accordance with policies established by the Board. This notification will also state the purpose of the meeting.

Each member in attendance at any official meeting shall be entitled to a single vote in accordance with voting and quorum procedures established by the Board. There shall be no proxy voting at any meeting of MSC.

**EXHIBIT II**

**EIGHTH ARTICLE**

1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax law.
2. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such or organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Second Article hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.