

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

**RESTATED
ARTICLES OF INCORPORATION**

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

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Midcoast Senior College

(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 One. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on June 12, 2025.
(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
Donna Marshall
(name of noncommercial registered agent)

18 MIDDLE STREET, SUITE 2, 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 June , 2025

****By** _____
(signature)

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: CHC.Corporations@Maine.gov

Customer Contact Cover Letter

Name of entity(s) on the submitted filings:

Midcoast Senior College

Optional special handling request(s): (check only if applicable)

- ☐ Hold attested copy for pick up (will be required to pick up at our office in Augusta, Maine)
- ☐ 24-hour expedited filing (next business day) service: \$50 additional filing fee per entity
- ☐ Immediate expedited filing (same business day): \$100 additional filing fee per entity

NOTE: Only one expedite fee is required if filing multiple documents for the same entity/charter number at the same time.

Payment can be made by check or money order (payable to Maine Secretary of State) or by credit card. You may obtain a credit card voucher at <https://www.maine.gov/sos/ccc/forms/credit.pdf>.

Total fee(s) enclosed: \$ 10.00

M. Kelly Matzen

(Name of contact person)

207-729-9863

(Daytime telephone number)

Matzens2@gmail.com

(Contact email address for this filing)

mscoffice@midcoastseniorcollege.org

(Email address to use for annual report reminders)

Name and address of person to return the attested copy of the completed filing:

M. Kelly Matzen

(Name of attested copy recipient)

(Firm or Company)

11 Zeitler Farm Road

(Mailing Address)

Brunswick, ME 04011

(City, State & Zip)

NOTE: Failure to provide a contact name and telephone number or email address will result in any erroneous filing(s) being returned to the filer by the Secretary of State's office.

For questions regarding the above filing(s), please call or email our office at (207) 624-7752 or ccc.corporations@maine.gov

Submit filings to:

Mailing Address if using US Postal Service

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

Mailing Address if using FedEx/UPS

Department of the Secretary of State
Corporations, UCC and Commissions
6 E. Chestnut Street, 5th Floor
Augusta, ME 04330

**EXHIBIT ONE TO RESTATED ARTICLES OF INCORPORATION
MIDCOAST SENIOR COLLEGE**

Pursuant to 13-B MRSA §§103 and 805, on behalf of the Membership, the aforesigned executes and delivers the following Restated Articles of Incorporation.

FIRST: The name of the corporation is Midcoast Senior College.

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

To provide non-credit academic and other educational events for people of 50 years of age and older to continue lifelong learning.

THIRD: The Registered Agent is a Noncommercial Registered Agent (physical and mailing address):

Donna Marshall
18 Middle Street, Suite 2
Brunswick, ME 04011

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 minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 17; but, in accordance with 13-B MRSA §403(3), a change in the number of directors made by the bylaws shall be controlling.

SIXTH: Members: There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached as “**ATTACHMENT A**”.

SEVENTH: 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. No part of the net earnings of the corporation is allowed to inure to the benefit of any private member, director, or individual.

EIGHTH: 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 “**ATTACHMENT B**” attached hereto and made a part hereof.

ATTACHMENT A
SIXTH ARTICLE - MEMBERS

Any individual fifty (50) 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 MSC Board of Directors (hereafter referred to as the Board) and students enrolling in courses are required to be members of the MSC. The Board establishes the dues and membership becomes effective upon payment. This fee covers the academic year (July 1 to June 30). Notwithstanding the foregoing, members of other Maine senior colleges may enroll in MSC courses without becoming a member of MSC.

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, enrollment, and payment established by the Board. Only members are eligible to become a Director or committee member of MSC.

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

During the annual membership meeting, the attending membership shall elect Directors and (a) may be asked to approve minutes of any previous membership meeting, (b) may receive reports from standing and special committees, (c) may adopt resolutions, (d) may hear the treasurer's report, and (e) may conduct other business as directed by the Board or the members.

The Board may call special meetings of the 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.

ATTACHMENT B
EIGHTH ARTICLE - OTHER PROVISIONS

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 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, directors, officers or other private persons except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payment 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 provisions 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 50(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.