

DOMESTIC
NONPROFIT CORPORATION

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05/31/2016

STATE OF MAINE

ARTICLES OF INCORPORATION

Julie K. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Julie K. Flynn
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 Friends of St. Francis, Inc.

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:

*For the goodwill of the people
of St. Francis, Maine*

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

Cindy Tandreau
(name of noncommercial registered agent)

17 Sunset Drive, St. Francis, Me 04779
(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 3.

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

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 Article VIII attached hereto and made a part hereof.

Incorporators

Dated 5/25/2016

Cindy Jandrea
(signature)

Street 17 Sunset Drive
(residence address)

Cindy Jandrea
(type or print name)

St. Francis, ME 04774
(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

**BYLAWS
OF
FRIENDS OF ST. FRANCIS**

ARTICLE I - Name

Section 1: This organization shall be known as the Friends of St. Francis.

ARTICLE II - Purpose

Section 1: The name of the organization is Friends of St. Francis. The organization is organized in accordance with the Maine Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes and described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) (3) of the Internal Revenue Code.

Section 2: Friends of St. Francis has been organized to further the quality of the Town of St. Francis. Our goals are to provide the Town with many special events, community outreach, and a place for residents to express any concerns, and an overall commitment to the Town.

ARTICLE III - Membership

Section 1: Any person or organization interested in the aims and objectives of the Friends of St. Francis shall be eligible for membership, Membership will continue so long as they continue to work towards the goals of the Friends of St. Francis. Individuals as members have the right to vote on each item of business at the meetings.

Section 2: Friends of St. Francis will fully comply with all applicable laws regarding discrimination.

ARTICLE IV - Officers

Section 1: The officers of this Corporation shall consist of a President, Vice President, and Treasurer. Terms of office shall be for three year.

Section 2: The President shall preside at meetings of the Membership or appoint another delegate. The President shall provide leadership and generally guide the Corporation in its activities. The President will act on matters considered of vital interest to the Corporation only with membership approval.

Section 3: The Vice President shall act for and on behalf of the President in the President's absence. The Vice President may be given specific responsibilities by the President and be charged with managing and performing such duties while remaining dependent on the Membership for approval.

Section 4: The Treasurer will manage the financial affairs of the Corporation and provide detailed reports of financial transactions at each membership meeting.

Section 5: The Treasurer will be the custodian of the Corporations records, communicate for specific purposes with persons or organizations as asked by the President, record and report minutes for the record of Membership meetings, and send out meeting notices in a timely fashion as stipulated in the By-Laws and requested by the President.. The Treasurer will also, in cooperation with the President, prepare an order of business (agenda) for Membership Meetings.

Section 6: The officers shall be elected at an annual meeting every three years by a 2/3rds majority vote of members present.

ARTICLE V - Board of Directors

Section 1: The Board of Directors shall consist of the following:

- a. President
- b. Vice President
- c. Treasurer

Section 2: A quorum for the membership meeting shall consist of five members. If only five are present then three votes are required for passing and approval of items brought to vote, otherwise a 2/3rds majority is required unless otherwise stated in the by-laws.

ARTICLE VI - Committees

Section 1: The President may appoint committees or individuals for special purposes. These special purposes are likely to include such activities as managing special affairs, or helping affiliate organizations, but the purposes are not limited. Committee actions are subject to review at the next membership meeting for approval.

ARTICLE VII - Rules and Regulations

Section 1: The President may at any time by a 2/3rds majority vote, demand and or receive and accept the resignation of any officer of this committee, and declare the office vacant.

Section 2: The President by 2/3rds majority vote may fill any office vacant in the committee for the period remaining until the next membership meeting.

Section 3: The membership shall meet on a regular basis. The President (or his/her designee) shall set the time and place of the meeting and shall notify the other members of the committee at least 2 days prior to the meeting date.

Section 4: Should it be decided by the membership that the President should be replaced then a

vote by 2/3rds majority will be taken and acted on.

ARTICLE VIII – Dissolution

Dissolution of the Friends of St. Francis could be accomplished by a 2/3rds majority vote of those members present at the membership meeting or a special meeting called for that purpose. Upon dissolution of the Friends of St. Francis any assets remaining after payment of liabilities shall be given to a non-profit organization of similar goals, as directed by a 2/3rds majority of the membership. Organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, or any corresponding provision of any subsequent Federal Tax Laws, as the membership shall determine.

By-Laws Adopted

5-18-16 Date

Cindy Jordan President

Wayne Hawry Vice President

Myra A. Williams Treasurer