

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

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06/16/2000

Julie R. Hyslop
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Friends of Baxter State Park

SECOND: The corporation is organized for all purposes permitted under Title 13-B, MRSA, or, if not for all such purposes, then for the following purpose or purposes:

See Exhibit A, Section 2

THIRD: The name and registered office of the Registered Agent who must be a Maine resident, whose office is identical with the registered office; or a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office:

Benjamin P. Townsend
(name)

160 Capitol Street, Augusta, Maine 04330
(physical location - street (not P.O. Box), city, state and zip code)

(mailing address if different from above)

THIS FORM MUST BE ACCOMPANIED BY FORM MNPCA-18 (Acceptance of Appointment as Registered Agent §304.3.)

FOURTH: 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 11.

The minimum number of directors (not less than 3) shall be 9 and the maximum number of directors shall be 15.

FIFTH: Members: ("X" one box only)

There shall be no members.

There shall be one or more classes of members, and the information required by §402 is as follows:

See Exhibit A, Section 5

SIXTH: OPTIONAL (Check if this article is to apply)

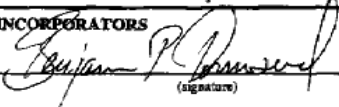
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

SEVENTH: OPTIONAL (Check if this article is to apply. Then fill in reference number of Section 501(c)(?) in the first paragraph below.)

Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as a exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

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

EIGHTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, and distribution of assets on dissolution or final liquidation are set out in Exhibit ___ attached hereto and made a part hereof.

INCORPORATORS	DATED June 16, 2000
 (signature)	Street 160 Capitol Street (residence address)
Benjamin P. Townsend (type or print name)	Augusta, Maine 04330 (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 _____	Street _____
By _____ (signature of officer)	_____ (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 (§401), the name of the corporation should be typed 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.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
FORM NO. MNPCA-6 Rev. 9/97 TEL. (207) 287-4195

Friends of Baxter State Park

Exhibit A
to
Articles of Incorporation

2. **Purpose:** The purpose of this charitable/educational Corporation shall be to help preserve, support and enhance the wilderness character of Baxter State Park, in the spirit of its founder, Governor Percival Baxter. This Corporation shall be organized and operated solely for charitable, benevolent, and educational purposes.

5. **Members:**

A. MEMBERS. There shall be both individual and corporate/organizational members of this Corporation.

B. ELIGIBILITY. Any person, including an individual, trust, estate, partnership, association, municipality, company, or corporation, that makes a contribution in cash or in kind in keeping with the policies of this Corporation shall become a member of this Corporation.

C. ENROLLMENT. Membership shall be recorded on the books of this Corporation maintained for that purpose, together with a record of the amounts of donations.

D. DUTIES AND PRIVILEGES. Members in good standing are entitled to all the benefits and privileges associated with their membership. Each member in good standing shall be entitled to one vote, which must be cast in person. Only members in good standing are entitled to vote at meetings of this Corporation, or to serve as officers or directors.

E. DUES. The Board of Directors shall establish dues for one or more membership categories from time to time. The membership of any member shall terminate at the end of the period for which said member has made an appropriate contribution.

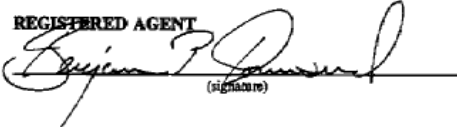
NONPROFIT CORPORATION

STATE OF MAINE

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF

Friends of Baxter State Park
(name of nonprofit corporation)

Pursuant to 13-B MRSA §304.3 or §1212.1-A, the undersigned hereby accepts the appointment as registered agent for the above named nonprofit corporation.

REGISTERED AGENT

(signature)

DATED June 16, 2000
Benjamin P. Townsend
(type or print name)

For Registered Agent which is a Corporation

Name of Corporation _____

By _____
(authorized signature) (type or print name and capacity)

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
FORM NO. MNPCA-18 97 TEL. (207) 287-4195