

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

ARTICLES OF INCORPORATION

FILED

File No. 20180190ND Pages 6

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11/17/2017


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 Downeast Broadband Utility

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:
Please see Exhibit A, attached.

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

Julie Jordan

(name of noncommercial registered agent)

63 Broadway Street, Baileyville, Maine 04694

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

P.O. Box 370, Baileyville, Maine 04964

(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 three.

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

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.

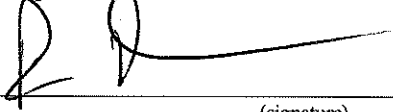
SEVENTH: (Optional) (Check if this article is to apply.)

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 C attached hereto and made a part hereof.

Incorporators



(signature)

Dan Pittman

(type or print name)

(signature)

(type or print name)

(signature)

(type or print name)

Dated 11/14/17

Street 46 Kennedy Lane

(residence address)

Alton, ME 04468

(city, state and zip code)

Street _____
(residence address)

(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)

***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

**DOWNEAST BROADBAND UTILITY
NONPROFIT ARTICLES OF INCORPORATION**

EXHIBIT A

SECOND: The Corporation is organized to enable its member municipalities to make the most efficient use of their powers by enabling them to cooperate to provide for community needs by developing, fostering, financing and otherwise supporting and/or promoting the provision of broadband and internet services to the member communities of the Corporation. To accomplish those purposes, and pursuant to Section 2203(8) of Title 30-A of the Maine Revised Statutes, the Corporation shall have the power to issue revenue bonds or promote and facilitate the issuance of bonds by other entities to further those purposes, and the Corporation shall also have the power to acquire, lease and/or sell property in furtherance of its purposes.

**DOWNEAST BROADBAND UTILITY
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EXHIBIT B

SIXTH: The Corporation shall have one class of members. Members shall initially be appointed by the Incorporator, and thereafter shall be appointed by vote of the other then-serving Members. Only Maine municipalities shall be eligible to be appointed as Members of the Corporation. Members shall have the power to appoint and remove members of the Board of Directors of the Corporation as provided in the By-laws, to call meetings of the Board of Directors, to amend the By-laws, and to approve the dissolution of the Corporation.

**DOWNEAST BROADBAND UTILITY
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EXHIBIT C

EIGHTH: Upon any 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 to its Members, in proportion to their respective financial contributions to the Corporation.