

NON PROFIT CORPORATION

FILED

October 9 19 80

[Signature]
Deputy Secretary of State

For Use By The Secretary of State

STATE OF MAINE

ARTICLES OF INCORPORATION

A True Copy When Attested By Signature

Deputy Secretary of State

File No. 810107ND
Fee Paid \$20.00
C. B. - - - -
Date .. 10-10-80

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 North American Lake Management Society

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:

The purpose of the Society is to promote further understanding of lakes, ponds, reservoirs and impoundments; the ecosystem of which they are a part; and their protection, restoration and management.

THIRD: The name of its Registered Agent and address of registered office: (The Registered Agent must be a Maine resident, whose business office is identical with the registered office or a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office.)

Name Thomas U. Gordon
Street & Number North American Lake Management Society, P.O. Box 68
City East Winthrop, Maine 04343
(zip code)

FOURTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if they have been designated or elected, is sixteen.

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

FIFTH: Members: There shall be no members.
("X" one box only) There shall be one or more classes of members, and the information required by §402 is as follows:

The Society is open to all persons or organizations and institutions and are, therefore, entitled to one vote and other rights of membership. The classes of members are:

- 1. corporate
- 2. public or non-profit
- 3. family or partnership
- 4. personal

SIXTH: (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: (Check if this article) apply)

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 an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13B, 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:

Dated: 7 October 1980

INCORPORATORS

ADDRESSES

(signature)

(type or print name)

Thomas U. Gordon

(signature)

Thomas U. Gordon

(type or print name)

(signature)

(type or print name)

Matthew Scott

(signature)

Matthew Scott

(type or print name)

Paul D. Uttormark

(signature)

Paul D. Uttormark

(type or print name)

Street _____

(city, state and zip code)

Street Cobbossee Watershed District

15 High Street

Winthrop, Maine 04364

(city, state and zip code)

Street _____

(city, state and zip code)

Street Department of Environmental Protection

State House Station #17

Augusta, Maine 04333

(city, state and zip code)

Street Land & Water Resources Center

University of Maine

Orono, Maine 04469

(city, state and zip code)



For Use By The Secretary of State	
File No.	\
Fee Paid	
C.B.	
Date	

STATE OF MAINE

**CHANGE OF REGISTERED AGENT or
REGISTERED OFFICE or BOTH**

Pursuant to 13-B MRSA §305 (1) or §1212 (2),
the undersigned corporation advises you of the
following change(s); authorized by a resolution
duly adopted by the board of directors:

<i>Hany Coogan</i> Deputy Secretary of State
A True Copy When Attested By Signature
_____ Deputy Secretary of State

- FIRST:** The name of the registered agent and the registered office of the corporation appearing on the record in Secretary of State's office are Thomas ^{U.}Gordon
P.O. Box 68 East Winthrop, ME 04343
(street, city, state and zip code)
- SECOND:** The name of its successor (new) registered agent and the new registered office are _____
CT Corporation System One Portland Square Portland, ME 04101
(mailing address) (street, city, state and zip code)
- THIRD:** (To be completed by a foreign corporation.)
- A. Jurisdiction of incorporation _____
- B. Date of authorization to carry on activities in this State _____

North America Lake Management Society
(Name of Corporation)

By *Kenneth H. Beckhow*
(signature)

Dated: 2/2/95

Kenneth H. Beckhow, President
(type or print name and capacity)

By *Frank Browne*
(signature)

Frank Browne, Secretary
(type or print name and capacity)

This document *MUST* be signed by (1) the Clerk OR Secretary OR (2) the President or a vice-president *AND* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if no such officers, then a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, then the members or such of them designated by the members at a lawful meeting.

MMO

File No 19810107ND Pages 2
Fee Paid \$ 10
DCN 2101551400000 CHNG
----FILED-----
06/01/2010

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

ARTICLES OF AMENDMENT


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

North American Lake Management Society

(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment

FIRST: ("X" one box only) public benefit corporation mutual benefit corporation

SECOND: Describe **NATURE OF CHANGE** (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as **TEXT** of amendment. Attach additional pages as needed.

Nature of Change: Number of Directors

Text of Amendment: The minimum number of directors (not less than 3) shall be 17 and the maximum number of directors shall be 19.

THIRD: ("X" one box only) The amendment was adopted on (date) November 12, 2008 as follows.

- By the members at a meeting at which a quorum was present and the amendment 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 amendment 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

FOURTH: The address of the registered office of the corporation in the State of Maine is CT Corporation System,
Registered Agent, One Portland Square, Portland, ME 04101
(street, city, state and zip code)

DATED May 13, 2010

*By Mark V Hoyer
(signature)

Mark Hoyer, President
(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)

*By David S. Rosenthal
(signature)

David Rosenthal, Secretary
(type or print name and capacity)

*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 FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**