

STATE OF MAINE
Department of the Secretary of State
Bureau of Corporations, Elections and Commissions
101 State House Station
Augusta, Maine 04333-0101

March 7, 2018

KURT ANDRESEN
LAMPS
10 COUNTY RD.
LUBEC ME 04652

ATTESTED COPIES
WR DCN: 2180652230000

Enclosed please find copies of documents recently placed on file with our office. Each copy has been attested as a true copy of the original and serves as your evidence of filing. We recommend that you retain these permanently with your records.

Charter#: 20180344ND Legal Name: LUBEC AREA MUSICIANS' PHILANTHROPIC SOCIETY

ARTICLES OF INCORPORATION

DCN: 2180652230001 Page(s) 9

Total Pages 9

DOMESTIC
NONPROFIT CORPORATION

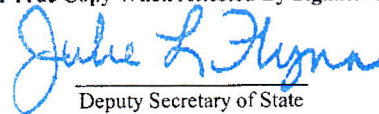
STATE OF MAINE

ARTICLES OF INCORPORATION

File No. 20180344ND Pages 9
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02/23/2018


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 Lubec Area Musicians' Philanthropic Society

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:
See attached document.

☐ 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
Kurt Andresen
(name of noncommercial registered agent)
10 County Road, Lubec, Maine, 04652
(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 seven.

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

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 A attached hereto and made a part hereof.

Incorporators


(signature)

KURT W. ANDRESEN
(type or print name)

(signature)

(type or print name)

(signature)

(type or print name)

Dated 2/19/2018

Street 10 County Rd.
(residence address)

Lubec, ME 04652
(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

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Lubec Area Musicians' Philanthropic Society. The business of the corporation may be conducted as Lubec Area Musicians' Philanthropic Society or LAMPS.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Lubec Area Musicians' Philanthropic Society is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Lubec Area Musicians' Philanthropic Society's purpose is to provide free community arts experiences and to raise funds for local charities and non-profit organizations.

Sample Purpose in Detail: We produce admission-free, outdoor concerts with support from local donors. These concerts are also fundraisers for local non-profits and charities. For example, we solicit funding and donations in kind from local business owners to help fund our concerts and for distribution to local non-profits and charities. We also solicit donations from the general public during the concerts we produce for distribution among local non-profits and charities. We also utilize electronic and print media to solicit funds for distribution among local non-profits and charities.

Our programs include producing a monthly outdoor concert in Lubec, Maine to raise awareness about non-profits and charities operating in and around the Lubec, Machias and Eastport, Maine areas. The concerts are also fundraising events for said non-profit and charity groups. The concerts also provide a free community arts experience and

information regarding local non-profits and charities.

In order to maximize our impact, we may also partner with donors to offset the costs of producing these concerts. We may also partner with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable purposes.

At times, in order to have a greater impact on our goals and more positive outcomes for the community, per the discretion of the board of directors, LAMPS may provide opportunities for members to assume volunteer positions which will include involvement in aforementioned activities and programs.

3.02 Public Benefit

Lubec Area Musicians' Philanthropic Society is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Lubec Area Musicians' Philanthropic Society is organized exclusively for educational and charitable purposes 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 corresponding section of any future federal tax code. No part of the net earnings of Lubec Area Musicians' Philanthropic Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Lubec Area Musicians' Philanthropic Society is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Lubec Area Musicians' Philanthropic Society of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Lubec Area Musicians' Philanthropic Society, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Lubec Area Musicians' Philanthropic Society hereunder shall be selected by the discretion of a majority of the managing body of the Lubec Area Musicians' Philanthropic Society and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Lubec Area Musicians' Philanthropic Society by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Maine.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Maine to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate

for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Lubec Area Musicians' Philanthropic Society shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Kurt Andresen, Fred Pierce, Duane Ingalls, Elizabeth Nichols-Goodliff, Emma Page, Meredith Huntley and Tim Pence.

ARTICLE VI

MEMBERSHIP

6.01 General Membership

Lubec Area Musicians' Philanthropic Society shall have a General Membership of volunteers as described in Article III, Section 1. Membership shall be open to any resident of Lubec, Machias, or Eastport Maine, and the adjacent municipalities, that supports the purpose set forth in Article III, Section 1. Volunteers shall be required to complete a volunteer application, which will be subject to approval by the Board of Directors. Volunteers accepted to the Corporation are allowed to participate in the activities of the Corporation as described in Article III, Section 1. Volunteers shall have the right to vote in elections for the Board of Directors at the Corporation's annual meeting. Volunteers shall also have the right to financially support the Corporation.

The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendments to the Articles of Incorporation may be adopted by approval of four-sevenths (4/7) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

LAMPS
10 County Road
Lubec, Maine 04652

The mailing address of the corporation is:

LAMPS
10 County Road
Lubec, Maine 04652

ARTICLE IX

APPOINTMENT OF A REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Kurt Andresen
10 County Road
Lubec, ME 04652

ARTICLE X

INCORPORATOR

10.01 Incorporator

The incorporator of the corporation is:

**Kurt Andresen
10 County Road
Lubec, ME 04652**