

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

Filing Fee \$20.00

File No. 20040368ND Pages 4

Fee Paid \$ 20

DCN 204021140022 ARTI

FILED

01/14/2004


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 Penobscot Bay Alliance

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:
The corporation is organized for all purposes permitted under Title 13-B, M.R.S.A.
(See Exhibit A for continuation)

The corporation is organized as a mutual benefit corporation for all purposes permitted under 13-B MRSA, or, if not for all such purposes, then for the following purpose or purposes:

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:

Frederick B. Stocking, Stocking & Crotteau, LLC

(name)

30 Berry Cove Road, Lamoine Maine 04605

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

(mailing address if different from above)

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 14

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 16

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 attached.

FORM NO. MNPCA-6 (1 of 2)


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.)


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



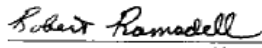
(signature)
Stephen Miller

(type or print name)



(signature)
Ron Huber

(type or print name)



(signature)
Robert Ramsdell

(type or print name)

DATED 1/9/04
Street C/O Islesboro Islands Trust, 376 West Bay Rd.

(residence address)
Islesboro, Maine 04848

(city, state and zip code)

Street 418 Main Street

(residence address)
Rockland, Maine 04841

(city, state and zip code)

Street 93 Black Road South

(residence address)
Searsport, Maine 04974

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____

(signature of officer)

(type or print name and capacity)

Street _____

(principal business location)

(city, state and zip code)

Acceptance of Appointment of Registered Agent

The undersigned hereby accepts the appointment as registered agent for the above-named domestic nonprofit corporation.

DATED 12/15/03


(signature of registered agent)

Frederick B. Stalby

(type or print name)

Note: If the registered agent does not sign, Form MNPCA-18 (§304.3) must accompany this document.

***Articles are to be executed as follows:**

If a corporation is an incorporator (§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 FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
FORM NO. MNPCA-6 (2 of 2) Rev. 6/16/2003 TEL. (207) 624-7740

STATE OF MAINE
ARTICLES OF INCORPORATION
PENOBSCOT BAY ALLIANCE

EXHIBIT A

SECOND: Purpose, continued:

The corporation's principal purpose is the protection, restoration and appreciation of Penobscot Bay through research, public education and advocacy.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

FIFTH: Classes of members:

Individual Membership: All individuals sharing the goals of Penobscot Bay Alliance shall be eligible for membership. The requirements for membership shall be an application for membership and an annual financial contribution to Penobscot Bay Alliance.

Individual Members shall be entitled to receive periodic reports of the activities of the organization, to attend the annual meeting and other meetings of the organization and to elect the Board of Directors of Penobscot Bay Alliance.

SEVENTH: Other Provisions:

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 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 13B, 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 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.

The Initial Board of Directors is designated on the attached Exhibit B.

Exhibit B

**Penobscot Bay Alliance
Initial Board of Directors**

1. Nonny Farriday, RR 1, Box 5015, Sedgwick, Maine 04676
2. Everett Foster, 7 Church Street, Stonington, ME 04681
3. Roberta Goodell, 2475 Magog Road, Searsmont, Maine 04973
4. Ron Huber, 418 Main Street, Rockland, Maine 04841
5. Jesse Leach, Rt 15, Box 1220, Penobscot, Maine 04476
6. Jane McCloskey, 167 Dexter Farm Drive, Deer Isle, Maine 04627
7. Stephen Miller, c/o Islesboro Islands Trust, 376 West Bay Road, Islesboro, Maine 04848
8. Eric Moran, 177 Westside Drive, Verona Island, Maine
9. Philip Nesbit, RR 1, Box 7, Penobscot, Maine 04476
10. Vivian Newman, 19 Coves End, South Thomaston, Maine 04858
11. Bob Ramsdell, 93 Black Road South, Searsport, Maine 04974
12. Peter Shelley, c/o The Conservation Law Foundation, 119 Tilson Avenue, Rockland, Maine
04841
13. Luke Williams, RR 1 Box 2953, Whitman Road, Stonington, ME 04681-9730
14. Danny Weed, R.R. 1 Box 1730, Sedgwick, Maine 04676

11/17/03

Maine Secretary of State



2008 Annual Report Electronic Filing Acknowledgment

For Nonprofit Corporations on file as of December 31, 2007

Charter Number: 20040368ND
DCN Number: 2080019859781
Legal Name: PENOBSCOT BAY ALLIANCE

Registered Agent and Registered Office:

FREDERICK B STOCKING
STOCKING & CROTTEAU LLC 30 BERRY COVE ROAD
LAMOINE, ME 04605

Name and Address of Officers:

SECRETARY
JANE MCCLOSKEY
167 DEXTER FARM DR., DEER ISLE ME 04627
PO BOX 39, DEER ISLE ME 04627

TREASURER
NONNY FERRIDAY
RR 1 BOX 5015, SEDGWICK ME 04676

PRESIDENT
BECKY BARKOVICS
273 NORTH SHROE RD., NORTH HAVEN ME 04853
PO BOX 403, NORTH HAVEN ME 04853

VICE PRESIDENT
SUSAN WHITE
104 BAKER RD., WINTERPORT ME 04496

Name and Address of Directors:

ERIC MORAN
177 WEST SIDE DR., VERONA ISLAND ME 04416

JESSE LEACH
RT. 15, PENOBSCOT ME 04476

ROGER FLEMING
1042 PEABODY RD., APPLETON ME 04862

Date of Filing: May 30, 2008

Name and Capacity of Authorizing Party:

FREDERICK B. STOCKING, REGISTERED AGENT

Maine Secretary of State



2007 Annual Report Electronic Filing Acknowledgment

For Nonprofit Corporations on file as of December 31, 2006

Charter Number: 20040368ND
DCN Number: 2070019849233
Legal Name: PENOBSCOT BAY ALLIANCE

Registered Agent and Registered Office:

FREDERICK B STOCKING
STOCKING & CROTTEAU LLC 30 BERRY COVE ROAD
LAMOINE, ME 04605

Name and Address of Officers:

SECRETARY
JANE MCCLOSKEY
167 DEXTER FARM DR., DEER ISLE ME 04627
PO BOX 39, DEER ISLE ME 04627

TREASURER
NONNY FERRIDAY
RR 1 BOX 5015, SEDGWICK ME 04676

PRESIDENT
BECKY BARKOVICS
273 NORTH SHROE RD., NORTH HAVEN ME 04853
PO BOX 403, NORTH HAVEN ME 04853

VICE PRESIDENT
SUSAN WHITE
104 BAKER RD., WINTERPORT ME 04496

Name and Address of Directors:

STEVE MILLER
150 BLUFF RD., ISLESBORO ME 04848

ERIC MORAN
177 WEST SIDE DR., VERONA ISLAND ME 04416

JESSE LEACH
RT. 15, PENOBSCOT ME 04476

ROGER FLEMING
1042 PEABODY RD., APPLETON ME 04862

Date of Filing: May 16, 2007

Name and Capacity of Authorizing Party:

FREDEICK B. STOCKING, REGISTERED AGENT

Maine Secretary of State



2006 Annual Report Electronic Filing Acknowledgment

For Nonprofit Corporations on file as of December 31, 2005

Charter Number: 20040368ND
DCN Number: 2060019852193
Legal Name: PENOBSCOT BAY ALLIANCE

Registered Agent and Registered Office:

FREDERICK B STOCKING
STOCKING & CROTTEAU LLC 30 BERRY COVE ROAD
LAMOINE, ME 04605

Name and Address of Officers:

VICE PRESIDENT
BECKY BARTOVICS
273 NORTH SHORE RD., NORTH HAVEN ME 04853
PO BOX 403, NORTH HAVEN ME 04853

PRESIDENT
VIVIAN NEWMAN
19 COVES END RD., SOUTH THOMASTON ME 04843
PO BOX 388, SOUTH THOMASTON ME 04843

TREASURER
BECKY BARTOVICS
273 NORTH SHORE RD., NORTH HAVEN, ME 04853
PO BOX 403, NORTH HAVEN ME 04853

SECRETARY
JANE MCCLOSKEY
167 DEXTER FARM DR., DEER ISLE ME 04627
PO BOX 39, DEER ISLE ME 04627

Name and Address of Directors:

NONNY FERRIDAY
RR 1 BOX 5015, SEDGWICK ME 04676

ROGER FLEMING
1042 PEABODY RD., APPLETON ME 04862

JESSE LEACH
RT. 15, BOX 1220, PENOBSCOT ME 04476

KATE SIMMONS
NATIONAL ENVIRONMENTAL TRUST, 11 THOMAS ST., CAMDEN ME 04843

ERIC MORAN
177 WEST SIDE DR., VERONA ISLAND ME 04416

EVERETT FOSTER
7 CHURCH RD., STONINGTON ME 04681

SUSAN WHITE
104 BAKER RD., WINTERPORT ME 04496

STEVE MILLER
150 BLUFF RD., ISLESBORO ME 04848

Date of Filing: March 22, 2006

Name and Capacity of Authorizing Party:

FREDERICK B. STOCKING, REGISTERED AGENT

Maine Secretary of State



2005 Annual Report Electronic Filing Acknowledgment

For Nonprofit Corporations on file as of December 31, 2004

Charter Number: 20040368ND
DCN Number: 2050039855942
Legal Name: PENOBSCOT BAY ALLIANCE

Registered Agent and Registered Office:

FREDERICK B STOCKING
STOCKING & CROTTEAU LLC 30 BERRY COVE ROAD
LAMOINE, ME 04605

Name and Address of Officers:

PRESIDENT
STEVE MILLER
C/O ISLESBORO ISLANDS TRUST, 376 WEST BAY RD., ISLESBORO ME 04848

TREASURER
BECKY BARTOVICS
273 NORT SHORE RD., NORTH HAVEN, ME 04853

SECRETARY
JANE MCCLOSKEY
167 DEXTER FARM DR., DEER ISLES ME 04627

VICE PRESIDENT
VIVIAN NEWMAN
19 COVES END RD., SOUTH THOMASTON ME 04858

Name and Address of Directors:

NONNY FERRIDAY
RR 1 BOX 5015, SEDGWICK ME 04676

ROGER FLEMING
1042 PEABODY RD., APPLETON ME 04862

EVERETT FOSTER
7 CHURCH RD., STONINGTON ME 04681

JESSE LEACH
RT. 15, BOX 1220, PENOBSCOT ME 04476

BOB RAMSDELL
93 BLACK RD. SOUTH, SEARSPORT ME 04974
PO BOX 222, SEARSPORT ME 04974

ERIC MORAN
177 WEST SIDE DR., VERONA ISLAND ME 04416

Date of Filing: April 8, 2005

Name and Capacity of Authorizing Party:

FREDERICK B. STOCKING, REGISTERED AGENT