

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

STATE OF MAINE  
ARTICLES OF AMENDMENT

Pursuant to 13-B MRSA §§802 and 803, the under-  
signed corporation executes and delivers for filing  
the following Articles of Amendment:

FILED  
01/04/1995  
*Mary Cowan*  
Deputy Secretary of State  
A True Copy When Attested  
By Signature  
*Mary Cowan*  
Deputy Secretary of State

FIRST: STATE NATURE OF CHANGE (e.g. "New Section", "Deletion of Words", "Revision of Article 3") as well as TEXT of Amendment. Use back of form if necessary.

The amendments include the addition of words to the Second Article and the Fifth Article. The text of these articles is set forth on the reverse of this form, with the new language in capital letters.

SECOND: This amendment was adopted on December 20, 19 94, as follows:  
("X" one box only)

- a. 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.
- b. (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.
- c. By the written consent of all members entitled to vote with respect thereto.
- d. (If no members, or none entitled to vote thereon). By majority vote of the board of directors.

THIRD: Address of the registered office in Maine: P.O. Box 1162  
262 Harlow St., Bangor, ME 04401  
(street, city and zip code)

<b>MUST BE COMPLETED FOR VOTE OF MEMBERS</b>
I certify that I have custody of the minutes showing the above action by the members.
<i>[Signature]</i> (signature of clerk, secretary or asst. secretary)

Penguin Community Action Program, Inc.  
(Name of Corporation)

By *[Signature]*  
(signature)  
Charles Newton, Corporate Clerk  
(type or print name and capacity)

By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

Dated: January 3, 1995

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.

Second Article:

The Corporation is organized for all purposes permitted under Title 13-B of the Maine Revised Statutes Annotated as amended including, but not limited to, receiving private and governmental resources and utilizing them to enable poor people of all ages in both rural and urban areas to obtain the skills, knowledge and motivations and secure the opportunities needed for them to become more fully self-sufficient members of society; to develop, coordinate and implement a comprehensive community action program against poverty as outlined in the Economic Opportunity Act passed by Congress in August of 1964, as amended; to buy, sell, hold, maintain, exchange, mortgage, pledge, lease, rent and otherwise transfer, convey and dispose of both real and personal property; to function as a "Non-profit Housing Corporation" organized in the state under Title 13-B for the purpose of construction, rehabilitation, ownership or operation of housing for the lower-income population of the area served; TO FUNCTION AS A REGIONAL TRANSPORTATION CORPORATION, PROVIDING PUBLIC TRANSPORTATION SERVICES TO MORE THAN ONE MUNICIPALITY; TO FUNCTION AS A COMMUNITY DEVELOPMENT CORPORATION; to borrow money, issue evidence of indebtedness of all kinds and to act as a guarantor as permitted under Maine's Nonprofit Corporation Act.

Fifth Article:

Members: There shall be one or more classes of members, and the information required by §402 is as follows: There shall be one class of members. ONLY INDIVIDUALS ELECTED OR APPOINTED TO THE BOARD OF DIRECTORS SHALL BE MEMBERS. Each member shall be entitled to one vote on each matter presented at a meeting of the members ACCORDING TO THE PROCEDURES DELINEATED IN THE CORPORATE BYLAWS.

File No. 19670020ND  
Fee Paid \$15.00  
C.S. FEB 19 1992  
Date FEB 19 1992

MAINE  
SECRETARY OF STATE  
FILED

February 10, 19 92

*Nancy Cooper*

Secretary of State  
AGENT

2

PENQUIS C.A.P., INC.

RESTATED ARTICLES OF INCORPORATION

Pursuant to 13-B MRSA §805, the corporation hereby restates in full its Articles of Incorporation as follows:

- FIRST: The name of the corporation is Penquis C.A.P., Inc.
- SECOND: The corporation is organized for all purposes permitted under Title 13-B of the Maine Revised Statutes Annotated as amended including, but not limited to, receiving private and governmental resources and utilizing them to enable poor people of all ages in both rural and urban areas to obtain the skills, knowledge and motivations and secure the opportunities needed for them to become more fully self-sufficient members of society; to develop, coordinate and implement a comprehensive community action program against poverty as outlined in the Economic Opportunity Act passed by Congress in August of 1964, as amended; to buy, sell, hold, maintain, exchange, mortgage, pledge, lease, rent and otherwise transfer, convey and dispose of both real and personal property; to function as a "Non-profit Housing Corporation" organized in the state under Title 13-B for the purpose of construction, rehabilitation, ownership or operation of housing for the lower-income population of the area served; to borrow money, issue evidence of indebtedness of all kinds and to act as a guarantor as permitted under Maine's Nonprofit Corporation Act.
- THIRD: The name of its Registered Agent and address of registered office:
- Name: Charles R. Newton
- Street and Number: P.O. Box 1162, 262 Harlow Street
- City: Bangor, Maine 04401
- FOURTH: The number of directors constituting the current board of directors of the corporation is eighteen (18).
- The minimum number of directors shall be nine (9) and the maximum number of directors shall be thirty (30); provided the aggregate number of members serving on the Board is at all times divisible by three (3).
- FIFTH: Members: There shall be one or more classes of members, and the information required by §402 is as follows:

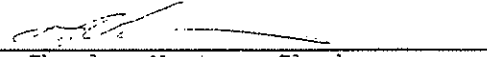
There shall be one class of members. Only individuals elected to serve on the Board of Directors shall be members. Each member shall be entitled to one vote on each matter presented at a meeting of the members.

SIXTH: 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: N/A

EIGHTH: 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.

Dated: February 5, 1992

  
\_\_\_\_\_  
Charles Newton, Clerk

# State of Maine

Certificate of Organization of a Corporation, under ~~Chapter 115, Sec. 901~~ ~~Chapter 115, Sec. 901~~  
TITLE 13 of the Revised Statutes, and Amendments thereto.  
SEC. 901 et seq.

The undersigned, officers of a corporation duly organized at a meeting duly called and held  
in the City of Bangor, State of Maine, on the 17th day of  
February A.D. 1967, hereby certify as follows:

The name of said corporation is THE PENOBSCOT COUNTY COMMITTEE FOR COMMUNITY ACTION

The purposes of said corporation are charitable, educational and social, to wit:

To develop and coordinate a comprehensive community action program against poverty as outlined in the Economic Opportunity Act, passed by Congress in August, 1964, as amended.

Said corporation is located in the town of ~~xxx~~ <sup>city</sup> Bangor County of Penobscot State of Maine.

The number of officers is three and their names are as follows:

~~President~~ Chairman: Edward H. Keith

~~Vice President~~ Vice-Chairman: Merton E. Libby

~~Secretary or Clerk~~ Secretary-Treasurer: Harold B. Higgins

~~Treasurer~~

Directors of ~~Trusts~~ Merton E. Libby, George R. Rees, Harold B. Higgins, Orville P. Cookson, Michael J. Murphy, Edward H. Keith, John W. Conti

Witness our hands this 17th day of February A.D. 1967

Edward H. Keith Chairman

Harold B. Higgins Secretary

- Edward H. Keith
- Merton E. Libby
- Harold B. Higgins
- Michael J. Murphy
- John W. Conti
- Orville P. Cookson
- George R. Rees

Directors  
or  
Trustees

STATE OF MAINE

PENOBSCOT

ss.

February 17,

A.D. 19<sup>67</sup>

Then personally appeared the within named **Merton E. Libby, George R. Rees, Harold B. Higgins, Orville P. Cookson, Michael J. Murphy, Edward H. Keith, John W. Conti**

and severally made oath to the foregoing certificate by them signed, that the same is true.

Before me,

Margaret M. McInnis

~~Justice of the Peace~~  
Notary Public

Notary  
Seal

STATE OF MAINE

ATTORNEY GENERAL'S OFFICE

February 17<sup>21</sup>, A.D. 19<sup>67</sup>

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn and signed, and is conformable to the constitution and laws of the State.

Emery O. Beaney Jr.  
Assistant ATTORNEY GENERAL

COPY

(Name of Corporation)

THE PENOBSCOT COUNTY COMMITTEE  
FOR COMMUNITY ACTION

Penobscot ss.

Registry of Deeds

Received February 27 19 67

at 3 h. 30 m. P. M.

Recorded in Vol. 11 Page 172

Attest:

*Thomas Kelly* Register

A true copy of record.

Attest:

*Thomas Kelly* Register

STATE OF MAINE

Office of Secretary of State

Augusta Mar. 6, 19 67

Received and filed this day.

Attest:

*Robert T. Keenan*  
Deputy Secretary of State

CERTIFICATE OF CHANGE OF NAME AND PURPOSES OF CORPORATION

This notice is filed with the Secretary of State, State of Maine, pursuant to Title 13, M.R.S.A. Section 931.

It is hereby certified that at a meeting of the members of The Penobscot County Committee For Community Action, duly called and held at the offices at 611 Hammond Street, Bangor, Maine, on Thursday, December 23, 1971, at 10:00 a.m., at which meeting over twenty-five per cent (25%) were present and voting, the following votes were unanimously passed:

"VOTED: That the Certificate of Organization of this Corporation be amended to change its corporate name from  
THE PENOBSCOT COUNTY COMMITTEE FOR COMMUNITY ACTION  
to

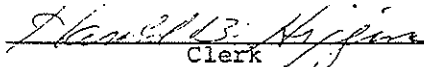
PENQUIS C.A.P., INC.

"VOTED: That the corporate purposes as set forth in the Certificate of Incorporation be and they hereby are revoked and in lieu thereof, subject to the Certification of the Attorney General as provided in Title 13, M.R.S.A. Section 934, the following purposes be and they hereby are adopted as the true purposes of the Corporation:

The charitable purpose of receiving private and governmental resources and utilizing them to enable poor families and poor individuals of all ages in both rural and urban areas to attain skills, knowledge and motivations and secure the opportunities needed for them to become more fully self-sufficient members of society; to develop, coordinate and implement a comprehensive community action program against poverty as outlined in the Economic Opportunity Act passed by Congress in August, 1964, and all acts amendatory thereof and in addition thereto; to buy, sell, hold, maintain, exchange, mortgage, lease, rent and otherwise dispose of real estate; to buy, sell, exchange, pledge, mortgage and lease other property of all kinds, whether real, personal or mixed, and while the owner of any of such property to exercise the rights and privileges of ownership; to borrow money, issue evidence of indebtedness of all kinds; provided, however, that nothing herein contained shall be construed to give the corporation any rights and powers or privileges not permitted to corporations organized in the State of Maine.

"VOTED: That the Clerk be and he hereby is authorized and directed to prepare and file with appropriate public officials all certificates as may be required by Title 13, M.R.S.A. Sections 931, 933, and 934."

Dated at Bangor, Maine this 29<sup>th</sup> day of December, 1971.

  
Clerk

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Dated at Bangor, Maine this 29<sup>th</sup> day of December, 1971.

  
Clerk