MaineStay Society
An Arizona Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be MaineStay Society. The business of the corporation may be conducted as MaineStay Society or MaineStay.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

MaineStay 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. The MaineStay Society was born out of the need for disaster relief following the devastating storms that hit the New Harbor and Pemaquid areas in Maine on January 10th and 13th, 2024. The MaineStay Society's mission is to raise money to help families, fishermen, and the local community rebuild not just the bricks and mortar, docks and floats, but to rebuild and encourage the spirit of the community. The MaineStay Society will provide immediate funding to those who suffered damage and losses for which insurance or other assistance cannot. The storms revealed just how fragile the coastal community is and how the working waterfront and the entrepreneurial individuals who run them are truly the mainstay of the community. The MaineStay Society will continue to financially support community events, provide scholarships and grants to individuals and associations who promote, encourage, educate, and sustain the unique traditions and lifestyle of the coastal communities of Maine.

3.02 Non-Profit

MaineStay Society is designated as a non-profit corporation.

ARTICLE IV
NON-PROFIT NATURE

4.0 Non-profit Nature

MaineStay Society is organized exclusively for charitable and educational 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 MaineStay 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.

MaineStay 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 educational and 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.

4.01 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of MaineStay 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.

4.02 Dissolution

Upon termination or dissolution of MaineStay 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 organization or organizations 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 MaineStay Society hereunder shall be selected by the discretion of a majority of the managing body of MaineStay 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 MaineStay 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 a 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 Arizona or 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 a 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 Arizona to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, 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.

4.04 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.

4.05 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

MaineStay Society shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Ms. Jennifer Chase, Ms. Sheila McLain, Mr. Jason Lord and Mr. Laurent Poole

ARTICLE VI
MEMBERSHIP

6.01 Membership

MaineStay Society shall have no members. 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 amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

MaineStay Society
6101 N 51st Place
Paradise Valley, AZ 85253

The mailing address of the corporation is:

MaineStay Society
6101 N 51st. Place
Paradise Valley, AZ 85253

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Mr. Laurent Poole
6101 N 51st Place, Paradise Valley, AZ 85253

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Mr. Laurent Poole
6101 N 51st Place, Paradise Valley, AZ 85253

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of MaineStay Society were approved by the board of directors on February 12th, 2024 and constitute a complete copy of Articles of Incorporation of MaineStay Society

Jennifer Chase
6101 N 51st Place, Paradise Valley, AZ, 85253

Sheila McLain
2574 Bristol Rd, New Harbor, ME, 04554

Jason Lord
P.O. Box 40, Bristol, ME 04539
330 OLD COUNTY RD
PEMAQUID ME 04558

Laurent Poole
6101 N 51st Place, Paradise Valley,
AZ, 85253

ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT

I, Laurent Poole, agree to be the registered agent for MaineStay Society as appointed herein.

Laurent Poole, Registered Agent

Date: February 12th, 2024