

AGRICULTURAL MARKETING AND BARGAINING COOPERATIVE

STATE OF MAINE

ARTICLES OF INCORPORATION

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10/16/2017

Handwritten signature of Julie R. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature
Handwritten signature of Julie R. Flynn
Deputy Secretary of State

Pursuant to 13 MRSA §1823, the undersigned executes and delivers the following Articles of Incorporation:

FIRST: The name of the association is Maine First Coop

SECOND: The Clerk is a: (select either a Commercial or Noncommercial Clerk - Person must be a Maine resident)

[] Commercial Clerk CRA Public Number: _____

(name of commercial clerk)

[x] Noncommercial Clerk

Handwritten name: Jerry Ireland
(name of noncommercial clerk)

Handwritten address: 45 Columbia St. Bangor ME, 04401
(physical location, not P.O. Box - street, city, state and zip code)

(mailing address if different from above)

THIRD: Pursuant to 5 MRSA §108.3, the clerk as listed above has consented to serve as the clerk for this corporation.

FOURTH: Purposes of this cooperative on Exhibit A attached hereto.

FIFTH: Duration of this cooperative is: infinite

SIXTH: Names and addresses of first directors (not less than 3 directors pursuant to 13 MRSA §1871):

Table with 2 columns: Name, Address. Lists directors: Jerry Ireland, Emily Ireland, Robert Hanish, Robert Sousa, Clint Slick with their respective addresses.

If more space is needed, attach additional directors

SEVENTH:

Capital Stock and Par Value of Shares. This cooperative is organized:

With Capital Stock Total authorized number of par value shares: 600

Par Value of Each Share: Class A 1,500.00 Class B 2,000.00

If No Par Value Shares - The Authorized Number of such shares is: _____

There is more than one class of stock authorized. The information required by 13 MRSA §1823.7 concerning the description of the classes of shares, the number of shares in each class, the relative rights, preferences and restrictions granted to or imposed upon the shares of each class and the dividends to which each class shall be entitled is set forth in Exhibit B attached hereto and made a part hereof.

Without Capital Stock

If organized without capital stock, whether the property rights and interests of each member are equal or unequal, if unequal, the rule by which such rights and interests shall be determined is set forth in Exhibit _____ attached hereto and made a part hereof.

EIGHTH:

Names and addresses of *incorporators and if organized with capital stock, a statement of the number of shares subscribed by each, which shall not be less than one, and the class of shares for which each subscribes:

See exhibit E D _____
(type or print name) (# of shares) (class of shares)

(complete mailing address)

(type or print name) (# of shares) (class of shares)

(complete mailing address)

(type or print name) (# of shares) (class of shares)

(complete mailing address)

(type or print name) (# of shares) (class of shares)

(complete mailing address)

(type or print name) (# of shares) (class of shares)

(complete mailing address)

NINTH:

("X" only if applicable)

Additional provisions of these Articles of Incorporation are set forth in Exhibit _____ attached hereto and made a part hereof. (13 MRSA §1823.9)

**We, the undersigned incorporators of this Cooperative have authorized these Articles of Incorporation:

Emily Delaney
(signature)

10-16-17
(dated)

Emily Ireland
(typed or printed name)

Director
(capacity of signer)

Clint Slick
(signature)

10-16-17
(dated)

Clint Slick
(typed or printed name)

Director
(capacity of signer)

(signature)

(dated)

(typed or printed name)

(capacity of signer)

(signature)

(dated)

(typed or printed name)

(capacity of signer)

(signature)

(dated)

(typed or printed name)

(capacity of signer)

State of Maine
County of Kennebec

Sworn to and subscribed before me on the 16th day of October, 2017

at Augusta, Maine.

Aimee Theberge
(Signature of Notary Public)

(Notary Public Seal)

(Printed Name of Notary) Aimee Theberge

Notary Public, State of Maine
My commission expires on My Commission Expires October 8, 2021

* Number of incorporators must be at least 5 persons or 2 or more associations pursuant to 13 MRSA §1821
**These articles shall be signed by each of the incorporators and acknowledged by at least 3 of them if natural persons, and by the president and secretary if associations, before a notary public pursuant to 13 MRSA §1823.

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form and payment 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**

Exhibit A

PURPOSE:

The purpose of the Cooperative shall be to engage, on a cooperative basis, collective agriculture efforts in education, agri-business development, agri-tourism growth, marketing and sales of agriculture products and services provided by a collective of Maine veterans, patriots and supporters of military veterans in agriculture that are residents of Maine focused on expanding Maine agricultural economy.

Exhibit B

otherwise, shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Section 7. *Compensation*: The compensation of officers of the Cooperative shall be fixed by the Board of Directors.

ARTICLE VI – CAPITAL CERTIFICATE

Section 1. *Membership Certificates*: The owners of the Cooperative shall be represented by membership certificates, provided that the Board of Directors may provide by resolution that some or all of any or all classes or series of the certificates of the Cooperative shall be uncertificated membership certificates. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of a certificate represented by certificates and, upon request, shall be entitled to have a certificate signed in the name of the Cooperative, by the Chairperson, president or any Vice President, and by the Treasurer or Secretary. Any or all of the signatures on the certificate may be by facsimile. The membership certificates of the Cooperative shall be numbered and registered in the certificate ledger and transfer books of the Cooperative as they are issued and shall bear the corporate seal.

- A. Certificates – Face value of certificate is 50% vested after 12 months, 75% vested after 24 months, and 100% vested after 36 months.
- B. Selling Certificates back – Can be sold back anytime throughout the calendar year. Payment is due at annual meeting in January each year. Selling of certificate forfeits existing years earnings.
- C. Notification of intent to sell a certificate must be done in writing before December 15th each year.

Section 2. *Lost Certificates*: The Cooperative may issue a new certificate of membership in place of any certificate theretofore issued and alleged to have been lost, stolen, or destroyed, and the Cooperative may require the owner of the lost, stolen or destroyed certificate, or his or her legal representative, to make an affidavit of that fact, and the Cooperative may require indemnity against any claim that may be made against the Cooperative on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

Section 3. *Transfers*: Transfers of certificate shall be made on the books of the Cooperative upon surrender and cancellation of the certificates therefore, endorsed by the person named in the certificate or by his or her legal representative. No transfer shall be made which is inconsistent with any provision of law, the Articles of Corporation for the Cooperative, or these Bylaws.

- A. Death – Face Value of certificate sale at last open sell of membership will be the value of the membership at the death of a member. The face value will be paid to the legal holder of the certificate by the closing of the annual books of the Coop each year. No non qualifying holder of the

membership may receive profit-sharing or any value beyond the face value of the certificate.

- B. Death Transfer – The only allowable transfer of certificate will be meeting the following conditions:
- a. Current Patriot certificate holder
 - b. Bonded by marriage or birth to the veteran certificate holder
 - c. Remaining qualified under the certificate holder's responsibilities

If these requirements are achieved the member holding both certificates gain the following benefit:

- a. 100% in profit-sharing instead of 50%
- b. NO vote in meetings as a Patriot member

Section 4. *Record Date*: In order that the Cooperative may determine the owners entitled to notice of or to vote at any meeting of owners, or any adjournment thereof, or to take action without a meeting, or to receive payment of any dividend or other distribution, or to exercise any rights in respect of any change, conversion, or exchange of certificate, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and shall not be less than ten nor more than fifty days before the meeting or action requiring a determination of owners.

If no record date is fixed by the Board of Directors:

- a. for determining owners entitled to notice of or to vote at a meeting, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held or other action taken;
- b. For determining owners entitled to consent to corporate action without a meeting, the record date shall be the day on which the first written consent is delivered to the Cooperative in accordance with these Bylaws; and
- c. For determining owners for any other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 5. *ADDITIONAL Owner Offering*: In order for the cooperative to open new ownership the following determinations must be made by vote of the current owners:

- a. Vote to open new ownership discussion requires a "simple majority" or 51% of the voting owners present.
 - i. Number of shares to open for offering
 - ii. Type of class memberships for offering, Veteran and/or Patriot to include number of each.

- iii. Cost of new member certificate
 - iv. Open to public or to be sold off wait list only.
- b. A final vote to open offerings of membership certificates must have a "collective majority" or 66% of the voting owners present.
- c. All new owners will not receive profit sharing in the current year their membership certificate was purchased.

Exhibit C

Founding Directors

Jerry Ireland, President

Robert Hanish, Treasurer

Robert Sousa, Secretary

Emily Ireland

Clint Slick

Exhibit ~~EE~~ D

Incorporators

ROBERT J. HANISH

Date OCTOBER 11, 2017

Print Name

Robert J. Hanish

Director TREASURER

Signature

Robert A Sousa

Date October 11, 2017

Print Name

Robert A Sousa

Director Secretary

Signature

Jerry Ireland

Date Oct 11, 2017

Print Name

Jerry Ireland

Director President

Signature