

**DOMESTIC  
NONPROFIT CORPORATION**

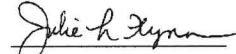
**STATE OF MAINE**

**RESTATED  
ARTICLES OF INCORPORATION**

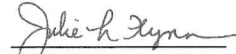
Bigelow Laboratory for Ocean Sciences  
(Name of Corporation as it appears on the records of the Secretary of State)

Minimum Filing Fee

Charter Number: 19590038ND  
Filing Number: 20240930202420190 Pages: 7  
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Filing Date: 07/24/2024 12:00AM

  
Deputy Secretary of State

A True Copy When Attested By Signature

  
Deputy Secretary of State

A

Pursuant to 13-B MRSA §805, the undersigned corporation adopts these Articles of Restatement:

**FIRST:** All restated statements required to be set forth in Articles of Incorporation (\*MNPCA-6-1) are attached as Exhibit A. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on June 28, 2024.  
(date)

("X" one box only)

- By the members at a meeting at which a quorum was present and the restatement received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the restatement received at least the percentage of votes required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

**SECOND:** 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

Deborah Bronk

\_\_\_\_\_  
(name of noncommercial registered agent)

60 Bigelow Drive, East Boothbay, ME 04544

\_\_\_\_\_  
(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 new commercial registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

Dated July 9, 2024

**\*\*By**   
(signature)

Deborah Bronk, President  
type or print name and capacity)

**\*\*By** \_\_\_\_\_  
(signature)

\_\_\_\_\_  
type or print name and capacity)

**MUST BE COMPLETED FOR VOTE  
OF MEMBERS**

I certify that I have custody of the minutes showing  
the above action by the members.

\_\_\_\_\_  
(signature of clerk, secretary or asst. secretary)

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\*Form MNPCA-6-1 **MUST** accompany this filing.

**\*\*This document MUST be signed by any duly authorized officer. (13-B MRSA §104.1.B)**

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](mailto:CEC.Corporations@Maine.gov)

**Articles of Incorporation**  
pursuant to 13-B MRSA §403  
to accompany the following:

(Check one box only.)

- Articles of Nonprofit Conversion (13-C MRSA §933)
- Statement of Conversion (31 MRSA §1645)
- Restated Articles of Incorporation (13-B MRSA §805)

**FIRST:** The name of the corporation:  
**Bigelow Laboratory for Ocean Sciences**

**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 Exhibit B, attached

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 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  
**Deborah Bronk**  
\_\_\_\_\_  
(name of noncommercial registered agent)  
**60 Bigelow Drive, East Boothbay, ME 04544**  
\_\_\_\_\_  
(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 \_\_\_\_\_.

The minimum number of directors (not less than 3) shall be ten (10) and the maximum number of directors shall be twenty-five (25).

**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.) See Exhibit C, attached.

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 D attached hereto and made a part hereof.

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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](mailto:CEC.Corporations@Maine.gov)

## **Exhibit B**

The Corporation is and shall at all times be organized and operated as a public benefit corporation within the meaning of Section 1406 of the Maine Nonprofit Corporation Act, Title 13-B of the Maine Revised Statutes, exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and the regulations thereunder, as from time to time in effect (or corresponding provision of any future United States tax law) (the "Code"), including without limitation research, education, and the promotion and use of knowledge related to ocean sciences.

It is intended that the Corporation shall have the status of a corporation (i) which is exempt from federal income taxation under Section 501(c)(3) of the Code; (ii) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code; and (iii) which is "other than a private foundation" as defined in Section 509(a) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. These Articles and the Corporation's bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly.

In furtherance of the above-described purposes, and subject to the limitations set forth herein, the Corporation shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature.

With respect to any taxable year or years of the Corporation during which it is a private foundation as defined in Section 509 of the Code, the Corporation shall make distributions for such years at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code; (iii) make any investments or otherwise acquire assets in such manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

**Exhibit C**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, nothing in this Article shall be construed to prevent the Corporation from making the election available under Section 501(h) of the Code. During any tax year for which an election under Section 501(h) of the Code shall be in effect for the Corporation, "direct lobby expenditures" and "grass roots expenditures" by the Corporation in any given tax year shall not exceed the applicable limits under Section 501(h) of the Code.

The Corporation shall not, in any manner or to any extent, participate or intervene, including publishing or distribution of statements, in any political campaign on behalf of or in opposition to any candidate for public office.

**Exhibit D**

The Corporation is nonprofit in nature, and shall not authorize or issue shares of stock. No part of the net earnings of the Corporation shall inure to the benefit of any 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 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.

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 that are then exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which said court shall find, in its sole discretion, to be organized and operated exclusively for such purposes.