

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

**RESTATED
ARTICLES OF INCORPORATION**

Municipal Review Committee, Inc.
(Name of Corporation as it appears on the records of the Secretary of State)

<p>_____</p> <p>Deputy Secretary of State</p> <hr/> <p>A True Copy When Attested By Signature</p> <hr/> <p>_____</p> <p>Deputy Secretary of State</p>
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Pursuant to [13-B MRSA §805](#), the undersigned corporation adopts these Articles of Restatement:

FIRST: The restatement set out in Exhibit A attached contains the same information and provisions as are required for original articles. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on _____ (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

Greg Louder

(name of noncommercial registered agent)

395 State Street, Ellsworth, ME 04605

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

Dated _____

***By** _____
(signature)

Greg Louder, Clerk
type or print name and capacity)

***By** _____
(signature)

type or print name and capacity)

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

*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

EXHIBIT A

- FIRST:** The name of the corporation is Municipal Review Committee, Inc.
- SECOND:** The Corporation is a public benefit corporation organized exclusively for charitable purposes, including, for such purposes, the promotion of the common good and general welfare of the residents of the member municipalities and the reduction of the burdens of the member municipalities by ensuring the continuing availability to its members of long-term, reliable, safe and environmentally sound methods of solid waste disposal at a stable and reasonable cost. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
- THIRD:** The Registered Agent is a Noncommercial Registered Agent who is a Maine resident and whose office is identical with the registered office. .
The name and registered office of the Registered Agent are:
Greg Louder
395 State Street
Ellsworth, Maine 04605
- FOURTH:** Pursuant to 5 M.R.S.A. §108.3, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.
- FIFTH:** The number of directors constituting the Board of Directors of the Corporation shall be nine (9).
- SIXTH:** There shall be one or more classes of members and the information required by 13-B MRSA § 402 is as follows:

The Corporation shall have two classes of members: (a) Charter Members; and b) Non-Charter Members.

Charter Members shall be those members that were members of the Corporation as of the earlier of March 31, 2018 or the date upon which the existing waste disposal agreements between each member of the Corporation and the Penobscot Energy Recovery Company Limited Partnership terminate (the "PERC Termination Date") and that have elected to continue as members by entering into an agreement with the Corporation ("Municipal Joinder Agreement") under which they have

agreed to deliver solid waste to the so-called Fiberight waste processing facility located off Coldbrook Road in Hampden, Maine (the "Fiberight Facility") or otherwise to deliver municipal solid waste under the aegis of the Corporation.

Non-Charter Members shall be those members that were not members of the Corporation as of the PERC Termination Date but have thereafter elected to become members, have been admitted to membership by the Board of Directors, and have executed and delivered a Municipal Joinder Agreement pursuant to which they have agreed to dispose of municipal solid waste at the Fiberight Facility or otherwise under the aegis of the Corporation.

Municipalities and counties, inclusive of public waste disposal corporations and other regional associations, located within the State of Maine and engaged in collecting and disposing of municipal solid waste within the State of Maine, shall be eligible for membership. New Members may be admitted upon (i) execution of a Municipal Joinder Agreement or other similar agreement between the Corporation and its members related to the disposal of municipal solid waste (as determined by the Board of Directors) and (ii) an affirmative vote of a majority of the Board of Directors. An affirmative vote by the Board of Directors may specify any terms and conditions, including but not limited to, financial preconditions and continuing obligations, upon which admission is predicated. The Board of Directors shall be the sole judge of the qualifications and proper classification of a Member.

Members shall vote as a single class for the election of directors, one third of whom, as nearly as may be, to be elected each year for a term of three (3) years. Members shall also have limited special voting rights with respect to the approval of certain Fundamental Matters as provided in the Bylaws of the Corporation. Members shall have no other voting rights and all other corporate powers shall be exercised by the Board of Directors.

SEVENTH: N/A

EIGHTH: Upon any 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 for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to one or more state or local governments, for a public purpose, as the Board of Directors of the Corporation, in its sole and absolute discretion, shall determine.