

Deemed Complete 08.13.2026



APPLICATION FOR LEASE RENEWAL

A. CONTACT PERSON

Name of Applicant:	
Contact Person:	
Email:	
Telephone:	

B. MAILING ADDRESS

Street Address:	
City:	
State:	
Zip Code:	

C. PHYSICAL ADDRESS

☐ Same as mailing address

Street Address:	
City:	
State:	
Zip Code:	

D. PAYMENT METHOD

☐ Check	☐ Credit Card
--------------------------------	--------------------------------------

E. LEASE INFORMATION

Lease Acronym:	
Date Lease Expired:	
Acreage:	
Town:	
Length of Renewal Term Requested:	

F. Authorized Marine Organisms

1. Use the table below to list all the marine organisms you cultured on the lease site over the prior term.

	Common Name	Scientific Name
1.		
2.		
3.		
4.		
5.		
6.		

2. What was the final disposition of the marine organisms cultured over the prior term?

Check all that apply:
☐ Sold for Commercial Purposes ☐ Nursery site, organisms moved to other site(s) for additional growth ☐ Other. Please specify:

G. Aquaculture Activities During the Prior Lease Term

1. Was aquaculture routinely conducted on the lease site over the prior term?

☐ Yes☐ No

2. Describe the aquaculture activities conducted or explain why aquaculture was not routinely conducted:

H. Possible Future Use of the Site

1. If the lease is renewed, describe your plans for the site over the course of the requested term.

2. For salmonid sites only. What is the proposed stocking density of pens in the lease area? As a reminder, proposed stocking density of pens in the lease area cannot exceed 30 kilograms per cubic meter per statute.

3. Bird Deterrents. Only complete this section if you are culturing shellfish using suspended gear.

To comply with the National Shellfish Sanitation Program (NSSP) Model Ordinance (MO), DMR is requiring that applications for the suspended culture of shellfish include a description of mitigation or deterrent measures to minimize the potential pollution impacts of birds at the site. Use the space below to list your mitigation or deterrent measures:

I. Current Lease Holdings

Does the applicant hold any other leases in Maine?
☐ Yes ☐ No

If “Yes”, complete the table below to list all leases held by the applicant and provide total acreage.

Lease Acronym	Acreage
Total Acreage	

J. Bond or Escrow

In accordance with regulation, lease holders are required to either maintain a performance bond or escrow account.

Check which option applies:
☐ The site is currently covered by a performance bond. You must submit a copy of the current bond with the application.
☐ The site is currently covered by an escrow account/agreement.

K. Tax Maps and Riparian List

Is your existing lease within 1,000ft of shorefront land (which extends to mean low water or 1,650 ft. from shore, whichever is less, according to NOAA charts)?

☐ Yes ☐ No

If yes, the following supporting documents are required:

1. Tax Map.

A labeled copy of the appropriate tax map(s) depicting the location of the proposed lease site.

The map(s) needs to include the following elements:

- Label the map "Tax Map: Town of (name of town)."
- Legible scale
- Tax lot numbers clearly displayed
- The boundaries of the existing lease

2. Riparian List.

Please use the Riparian Landowner List (included on the next page) to list the name and address of every shorefront landowner within 1,000 feet of the lease. Have the tax collector or clerk of the municipality certify the riparian list. Refer to the Riparian Determination guidance document to ensure all riparian landowners are included:
<https://www.maine.gov/dmr/aquaculture/forms/documents/RiparianDetermination.pdf>

RIPARIAN LANDOWNER LIST

Using municipal tax records, complete the table below for all riparian shorefront parcels within 1,000 feet of the proposed lease site. **It is the applicant's responsibility to assemble the information for the municipality to certify.** The municipality only certifies that the information is correct according to the town's tax records. Once you have completed the form, ask the municipality to complete the certification section below. Attach additional pages as necessary.

Name of Municipality:	Newcastle
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Tax Map Number	Lot Number	Name of Landowner(s)	Mailing Address (Based on municipal tax records)
1	5-1	Thomas & Sarah Farrell	PO Box 66, Newcastle, ME 04553
1	5-2	David & Barbara St. Onge	PO Box 465, Newcastle, ME 04553
1	5-3	Robert & Marlise Bickel	PO Box 151, Newcastle, ME 04553
1	6	Karl & Jyl Chandler	5 Plymouth Rd, Newton Square, PA 19073
1	3	State of Maine Dodge Pt. Dept. of Conservation	16 State House Station – Maintenance & Operations, Augusta, ME 04333
1	2	State of Maine Dodge Pt. Dept. of Conservation	16 State House Station – Maintenance & Operations, Augusta, ME 04333

Town Certification

By signing below, I am certifying on behalf of the municipality listed above that the names and addresses of the property owners, including the map and lot numbers, are those listed in the records of this municipality and are current as of this date.

Printed Name:	Samantha Cameron
Signature:	S. Cameron
Position:	☐ Town Clerk ☐ Town Assessor ☒ Other town official. Please specify: <u>Deputy Town Clerk</u>
Date:	8/4/2020

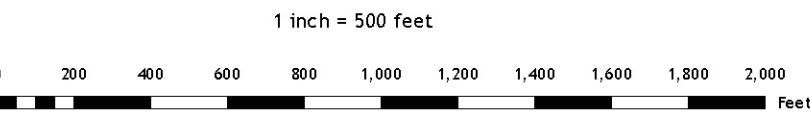
Property Map
Town of Newcastle
Lincoln County, Maine
May 1, 2014

- Legend
- Parcel Line
 - Right of Way
 - RR Right of Way
 - Boundary Stream
 - Townline
 - Discontinued Road
 - Other
 - Private Right of Way
 - Lakes, Ponds and Rivers
 - Non-forested Wetlands
 - Adjacent Maps
 - Adjacent Map Number
- 5

- Land Use Zoning Districts
- C Commercial
 - LI Light Industrial
 - R1 Route 1
 - R Rural
 - DA District A
 - DB District B
 - DD District D
 - VB Village Business
 - VC Village Center
 - VR Village Residential

DISCLAIMER: This map is intended for property tax assessment purposes only. The information contained on this map is based upon recorded deeds, plans, and other public sources. These primary sources should be consulted to verify the information contained on this map. Due to conflicts, errors, and omissions in the primary sources, the tax map should be considered to be a representation of the editor's judgment, based upon the available evidence. Tax maps are not legal evidence of size, shape, location, or ownership of real estate, roads, or municipal boundaries.

THE TOWN OF NEWCASTLE ASSUMES NO LIABILITY RELATED TO THE USE OF THIS MAP. THIS MAP IS NOT A SURVEY.



Northern Geomatics, Inc.
PO Box 557, Bradford, NH 03221
bduffy@northgeo.com
www.northgeo.com



RIPARIAN LANDOWNER LIST

Using municipal tax records, complete the table below for all riparian shorefront parcels within 1,000 feet of the proposed lease site. **It is the applicant's responsibility to assemble the information for the municipality to certify.** The municipality only certifies that the information is correct according to the town's tax records. Once you have completed the form, ask the municipality to complete the certification section below. Attach additional pages as necessary.

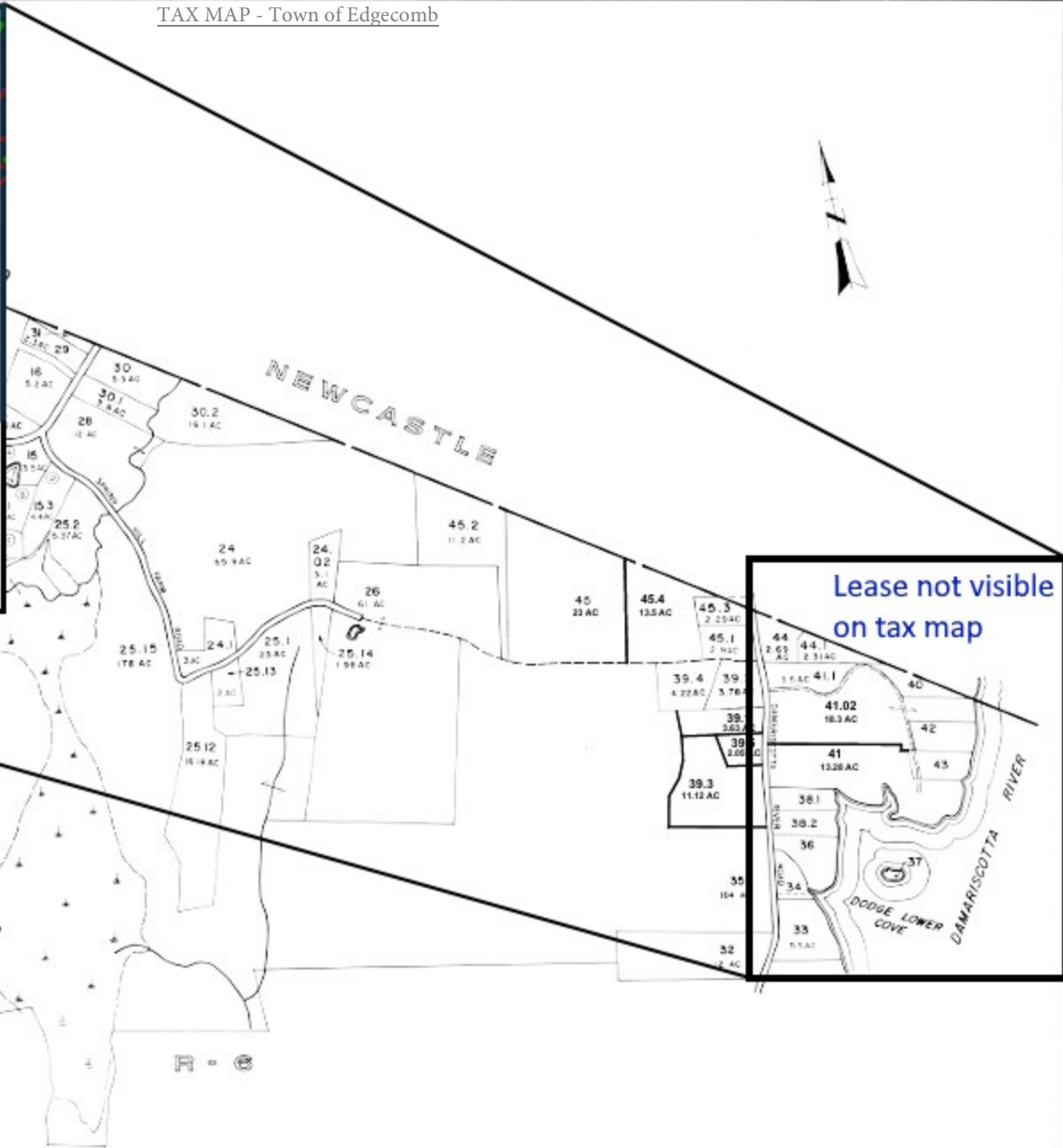
Name of Municipality:	EDGECOMB
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Tax Map Number	Lot Number	Name of Landowner(s)	Mailing Address (Based on municipal tax records)
R07	40	KARL + JYL CHANDLER	5 PLYMOUTH RD NEWTON SQUARE, PA 19073
R07	41.02	GERALD + NANCY PLUMMER	14 FRANCIS HILL RD WESTFORD, MA 01886
R07	42	CARITA BRAYFORD - WENE	PO BOX 561 NEWCASTLE ME 04553

Town Certification

By signing below, I am certifying on behalf of the municipality listed above that the names and addresses of the property owners, including the map and lot numbers, are those listed in the records of this municipality and are current as of this date. 4/1/2025

Printed Name:	Claudia P. Coffin
Signature:	<i>Claudia P. Coffin</i>
Position:	☒ Town Clerk ☐ Town Assessor ☐ Other town official. Please specify:
Date:	7/28/2026



FOR INFORMATION PURPOSES ONLY
NOT FOR PROPERTY CONVEYANCES

NO PARCEL 9, 5, 27

PREPARED BY PHOTOGRAMMETRIC METHODS BY
JOHN E. O'DONNELL & ASSOCIATES
AUBURN, MAINE

LEGEND
ADJACENT SHEET NO.
COMMON OWNERSHIP
DEVELOPMENT LOT NO.
SCALE DIMENSION

12
OR
2

PROPERTY MAP
EDGECOMB
MAINE

SCALE IN FEET
0 500 1000

R-7

L. Certification and Submission

- ☐ I understand that lease application fees are non-refundable.
- ☐ No outstanding lease rent is owed.
- ☐ I understand that this application is only to renew the lease with DMR. I understand that I am responsible for obtaining any other state or federal permits that may apply to this renewal.
- ☐ If the renewal is denied, I understand that all gear and product will need to be removed from the site 120 days after the date of the commissioner’s decision.
- ☐ This application includes all required attachments, including a copy of the current bond, if applicable.
- ☐ I understand that falsifying any information in this application will result in termination of the application or other enforcement action.

Printed Name	
Signature	<i>Nellie Brylewski</i>
Date	



MAINE DEPARTMENT OF MARINE RESOURCES

Aquaculture Division, 21 State House Station, Augusta, ME 04333-0021 (207) 624-6567

CORPORATE APPLICANT FORM **For Standard and Experimental Aquaculture Lease Applications**

Corporations or partnerships that apply for aquaculture leases in the State of Maine must complete this form. Corporations must submit information as requested under A. Corporate Applicant. Partnerships must submit information as requested under B. Partnership Applicant.

A. Corporate Applicant

Note: You must attach a copy of the Articles of Incorporation (Inc.) or Certificate of Formation (LLC) to your application.

1. Name of Corporation: Muscongus Bay Aquaculture, Inc.

2. Date of incorporation: March 5, 1999 State of incorporation: Maine

3. List the names, addresses, and titles of all officers:

Name	Address	Title
Thierry Bedard	5650 Yonge Street, Toronto, ON M2M 4H5	President, Secretary and Treasurer

Please use additional sheets if necessary and attach to the application.

4. List the names and addresses of all directors/members:

Name	Address
Thierry Bedard	5650 Yonge Street, Toronto, ON M2M 4H5
Chris Metrakos	5650 Yonge Street, Toronto, ON M2M 4H5

Please use additional sheets if necessary and attach to the application.

5. Has the corporation, or any stockholder, director, or officer applied for an aquaculture lease for Maine lands in the past? ☒ Yes ☐ No

If you selected “yes,” please indicate who applied for the lease and the status of the application or lease.

Name	Lease Acronym	Status
Dodge Cove Marine Farm, LLC	DAM FTx	Approved
Dodge Cove Marine Farm, LLC	DAM HI	Approved
Dodge Cove Marine Farm, LLC	DAM HI2	Approved
Dodge Cove Marine Farm, LLC	DAM HI5	Approved
Dodge Cove Marine Farm, LLC	NMR NML	Approved
Dodge Cove Marine Farm, LLC	DAM DPT	Approved
Muscongus Bay Aquaculture, Inc.	DAM DP	Approved
Muscongus Bay Aquaculture, Inc.	DAM GS2	Approved
Muscongus Bay Aquaculture, Inc.	DAM HI3	Approved
Muscongus Bay Aquaculture, Inc.	DAM DL3x	In process of conversion to Standard

Tonie Simmons has applied for a standard lease (for Dodge cove Marine Farm) off Dodge point that is currently being processed. Ms. Simmons also applied for, and was granted, an experimental lease (DAM DL3x) for Muscongus Bay Aquaculture. Nellie Brylewski has an application (deemed completed) for an experimental lease located off Glidden Ledge for Dodge Cove Marine Farm that is currently being processed.

6. List the names and addresses of all stockholders who own or control at least 5% of the outstanding stock and the percentage of outstanding stock currently owned or controlled by each stockholder.

Name	Address	Percentage of Owned Stock
Atlantic Aqua Farms USA, Inc.	414 Dow Highway, Eliot, Maine, 03903	100%

Chris Metrakos and Thierry Bedard are employees of our parent company Ontario Teachers’ Pension Plan (OTTP). OTTP owns 100% of Atlantic Aqua Farms USA, Inc (AAFUSA), who owns 100% of Muscongus Bay Aquaculture (MBAq), who owns 100% of Dodge Cove Marine Farm (DCMF). Chris Metrakos and Thierry Bedard are officers of AAFUSA, MBAq, and DCMF.

Please use additional sheets if necessary and attach to the application.

7. List the names and addresses of stockholders, directors, or officers owning an interest, either directly or beneficially, in any other Maine aquaculture leases, as well as the quantity of acreage from existing aquaculture leases attributed to each such person based on the percentage of owned stock listed in question 6. If none, write, "None."

Name	Address	Lease Acronym	Acreage
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	DAM FTx	1.81
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	DAM HI	2.0
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	DAM HI2	6.95
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	DAM HI5	3.55
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	NMR NML	.0365
Dodge Cove Marine Farm, LLC	P.O. Box 204, Bremen, ME 04551	DAM DPT	12.42
Muscongus Bay Aquaculture, Inc.	P.O. Box 204, Bremen, ME 04551	DAM DP	6.53
Muscongus Bay Aquaculture, Inc.	P.O. Box 204, Bremen, ME 04551	DAM GS2	5.0
Muscongus Bay Aquaculture, Inc.	P.O. Box 204, Bremen, ME 04551	DAM HI3	7.0
Muscongus Bay Aquaculture, Inc.	P.O. Box 204, Bremen, ME 04551	DAM DL3x	3.93

Please use additional sheets if necessary and attach to the application.



LIBERTY MUTUAL INSURANCE COMPANY
175 Berkeley Street, Boston, Massachusetts 02116

LICENSE OR PERMIT BOND – Definite Term

Bond No. BDTO-102103-024

KNOW ALL MEN BY THESE PRESENTS, That
We Muscongus Bay Aquaculture, Inc. as Principal, and Liberty Mutual Insurance Company with its principal office in the City of Boston, Massachusetts (hereinafter called the surety), as Surety, are held and firmly bound unto State of Maine Department of Marine Resources hereinafter called the Obligee, in the penal sum of Five Thousand Dollars (\$5,000.00) for the payment of which we hereby bind ourselves, our heirs, executors and administrators, jointly and several, firmly by these presents.

WHEREAS, the Principal has obtained an Aquaculture Lease Permit as required by Chapter 2.64 of the Maine Revised Statutes for Tract Number(s) DAM DP and site location(s) Newcastle, Lincoln County

NOW, THEREFORE, THE CONDITIONS OF THIS OBLIGATION ARE SUCH, that if the Principal shall faithfully perform all duties and protect said Obligee from any damage caused by the Principal's noncompliance with or breach of any laws, statutes, ordinances, rules or regulations pertaining to the license or permit issued, then this obligation shall be null and void; otherwise, to remain in full force and effect

This bond is for a definite term beginning July 12, 2024 and ending July 12 2025 and may be continued at the option of the Surety by Continuation.

PROVIDED, that regardless of the number of years this bond is in force, the Surety shall not be liable for a larger amount, in the aggregate, than the penal sum listed above.

PROVIDED FURTHER, that the Surety may terminate its liability hereunder as to future acts of the Principal at any time by giving thirty (30) days written notice of such termination to the Obligee.

THIS BOND IS NOT TRANSFERABLE.

SIGNED, SEALED and DATED this 6 day of August, 2024

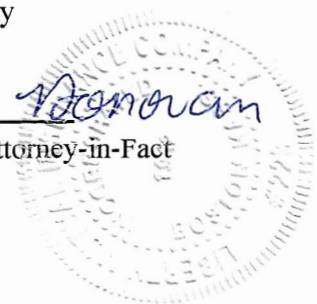
Muscongus Bay Aquaculture, Inc.

BY: [Signature]

Liberty Mutual Insurance Company

BY: [Signature]

Meaghan Donovan, Attorney-in-Fact





This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

Liberty Mutual Insurance Company

Certificate No: **8211877-995088**

POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company ("the Company") a corporation duly organized under the laws of the State of Massachusetts, USA, pursuant to and by authority herein set forth, does hereby name, constitute and appoint, Meaghan Donovan; Tara Rye; Tomas Stryncl

all of the city of Halifax, state/province/territory of Nova Scotia, CA each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents and shall be as binding upon the Company as if they have been duly signed by the president and attested by the secretary of the Company in their own proper persons.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Companies and the corporate seals of the Companies have been affixed thereto this 22nd day of May, 2024.



Liberty Mutual Insurance Company

By:

David M. Carey, Assistant Secretary

State of PENNSYLVANIA ss
County of MONTGOMERY

On this 22nd day of May, 2024 before me personally appeared David M. Carey, who acknowledged himself to be the Assistant Secretary of Liberty Mutual Insurance Company, and that he, as such, being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing on behalf of the Company by himself as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



Commonwealth of Pennsylvania - Notary Seal
Teresa Pastella, Notary Public
Montgomery County
My commission expires March 28, 2025
Commission number 1126044
Member, Pennsylvania Association of Notaries

By:

Teresa Pastella, Notary Public

This Power of Attorney is made and executed pursuant to and by authority of the following By-laws and Authorizations of Liberty Mutual Insurance Company, which resolutions are now in full force and effect reading as follows:

ARTICLE IV – OFFICERS: Section 12. Power of Attorney.

Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of any such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary. Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE XIII – Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

Certificate of Designation – The President of the Company, acting pursuant to the Bylaws of the Company, authorizes David M. Carey, Assistant Secretary to appoint such attorneys-in-fact as may be necessary to act on behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

Authorization – By unanimous consent of the Company's Board of Directors, the Company consents that facsimile or mechanically reproduced signature of any assistant secretary of the Company, wherever appearing upon a certified copy of any power of attorney issued by the Company in connection with surety bonds, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

I, Renee C. Llewellyn, the undersigned, Assistant Secretary, The Ohio Casualty Insurance Company, Liberty Mutual Insurance Company, and West American Insurance Company do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy of the Power of Attorney executed by said Companies, is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Company this 23 day of May, 2024.



By:

Renee C. Llewellyn, Assistant Secretary

**DOMESTIC
BUSINESS CORPORATION**

STATE OF MAINE

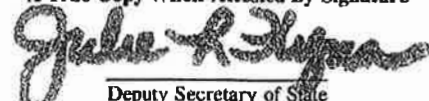
ARTICLES OF AMENDMENT

Muscongus Bay Aquaculture, Inc.
(Name of Corporation)

File No. 19991660 D Pages 2
Fee Paid \$ 50
DCN 2162643600026 CHNG
FILED
09/15/2016


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-C MRSA §1006, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: The text of the amendment or the information required by 13-C MRSA §121.10.E as set forth in Exhibit A attached, was adopted on (date) July 18, 2016.

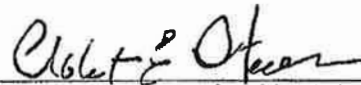
The amendment was duly approved as follows: ("X" one box only.)

- ☐ by the incorporators - shareholder approval was not required **OR**
☐ by the board of directors - shareholder approval was not required **OR**
☒ by the shareholders in the manner required by this Act and by the articles of incorporation.

SECOND: If the amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are set forth in Exhibit ____ or as follows:

THIRD: The effective date of the articles of amendment (if other than the date of filing of the articles of amendment) is as of filing.

DATED September 13, 2016

*By 
(signature of any duly authorized person)

Robert E. Stevens, Clerk

(type or print name and capacity)

This document **MUST** be signed by any duly authorized officer **OR** the clerk. (13-C MRSA §121.5)

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

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
TEL. (207) 624-7752**

O. MBCA-9 (1 of 1) Rev. 8/1/2004

EXHIBIT A
to
Articles of Amendment
for
Muscongus Bay Aquaculture, Inc. ("Corporation")

VOTED: That the minimum number of directors of the Corporation shall be one (1) and the maximum number of directors of the Corporation shall be three (3); and

VOTED: That Robert E. Stevens, Clerk of the Corporation is authorized to file Articles of Amendment with the Maine Secretary of State to reflect the above vote.

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that MUSCONGUS BAY AQUACULTURE, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is March 05, 1999.

I further certify that on:

March 05, 1999	ARTICLES OF INCORPORATION were filed.
October 05, 2001	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
November 01, 2001	AMENDMENT was filed.
May 01, 2003	CHANGE IN NUMBER AND/OR EXISTENCE OF DIRECTORS was filed.

No further amendments have been filed to date.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this sixteenth day of February 2010.



A handwritten signature in black ink, appearing to be "John D. Bates", written over a horizontal line.

MATTHEW DUNLAP
Secretary of State

Authentication: 1575-704

- 2 -

Tue Feb 16 2010 09:42:54

DOMESTIC
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

(Shareholders Voting as One Class)

Muscongus Bay Aquaculture, Inc.

(Name of Corporation)

Minimum Fee \$35 (See §1401 sub-§15)

File No. 19991660 D Pages 3

Fee Paid \$ 35

DCN 2031281200013 CHNG

FILED

05/01/2003


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders on (date) February 13, 2003
("X" one box only)

☐ at a meeting legally called and held OR ☒ by unanimous written consent

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
1000 shares	1000 shares	-0-

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
--------------	------------------------	-------------------------	---------------------------

Not applicable

The aggregate par value of all such shares (of all classes and series) having par value is \$ _____

The total number of all such shares (of all classes and series) without par value is _____ shares

SIXTH: The address of the registered office of the corporation in the State of Maine is One Canal Plaza, 10th floor,
P.O. Box 7320, Portland, ME 04112-7320
(street, city, state and zip code)

DATED April 29, 2003

*By Robert E. Stevens
(signature)

Robert E. Stevens, Clerk

(type or print name and capacity)

*By _____
(signature)

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**

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

Robert E. Stevens

(signature of clerk, secretary or asst. secretary)

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

*This document **MUST** be signed by

- (1) the Clerk OR
- (2) the President or a vice-pres. together with the Secretary or an ass't. sec., or a 2nd certifying officer OR
- (3) if no such officers, then a majority of the Directors OR
- (4) if no such directors, then the Holders of a majority of all outstanding shares OR
- (5) the Holders of all of the outstanding shares.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

TEL. (207) 624-7740

EXHIBIT A

To Articles of Amendment
Muscongus Bay Aquaculture, Inc.

- * Article Third, Item A.4. of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

If the board is so authorized, the minimum number, if any, shall be three (3) directors and the maximum number, if any, shall be five (5).

O:\apd\Corporate\Muscongus Bay Aquaculture\Exhibit A to Articles of Amendment.doc

**DOMESTIC
BUSINESS CORPORATION**

STATE OF MAINE

**CHANGE OF CLERK ONLY or CHANGE
OF CLERK AND REGISTERED OFFICE**

Muscongus Bay Aquaculture, Inc.
(Name of Corporation)

Filing Fee \$20.00

File No. 19991660 D Pages 2
Fee Paid \$ 20
DCN 2012851500028 CLRD
-----FILED-----
10/05/2001


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-A MRSA §304, the undersigned corporation executes and delivers for filing the following change(s):

FIRST: The name and registered office of the clerk appearing on the record in the Secretary of State's office:

Hylie A. West

(name)

Bristol Road, Damariscotta, ME 04543

(street, city, state and zip code)

SECOND: The name and registered office of the successor (new) clerk, who must be a Maine resident:

Robert E. Stevens

(name)

c/o Curtis Thaxter Stevens Broder & Micoletau LLC
One Canal Plaza, 10th Floor, Portland, ME 04101

(physical location - street (not P.O. Box), city, state and zip code)

P.O. Box 7320, Portland, ME 04112-7320

(mailing address if different from above)

THIRD: Upon a change in clerk this must be completed:

☒ Such change was authorized by the board of directors and the power to make such change is not reserved to the shareholders by the articles or the bylaws.

☐ Such change was authorized by the shareholders.

DATED 10/04/01

*By Robert E. Stevens
(signature)

Robert E. Stevens, Clerk
(type or print name and capacity)

*By _____
(signature)

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**

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

Robert E. Stevens

(signature of clerk, secretary or asst. secretary)

THE FOLLOWING SHALL BE COMPLETED BY THE CLERK UNLESS THIS DOCUMENT IS ACCOMPANIED BY
FORM MBCA-18A (§304.2-A.).

The undersigned hereby accepts the appointment as clerk for the above-named domestic business corporation.

CLERK

Robert E. Stevens
(signature)

DATED 10/04/01

Robert E. Stevens
(type or print name)

*This document **MUST** be signed by

- (1) the NEW Clerk OR
- (2) the President or a vice-pres. together with the Secretary or an ass't. sec., or a 2nd certifying officer OR
- (3) if no such officers, then a majority of the Directors OR
- (4) if no such directors, then the Holders of a majority of all outstanding shares OR
- (5) the Holders of all of the outstanding shares.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

DOMESTIC
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

(Shareholders Voting as One Class)

Muscongus Bay Aquaculture, Inc.

(Name of Corporation)

Minimum Fee \$35 (See §1401 sub-§15)

File No. 19991660 D Pages 4

Fee Paid \$ 35

DCN 2013091800066 AMEN

FILED

11/01/2001


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders on (date) October 5, 2001
("X" one box only)

☐ at a meeting legally called and held OR ☒ by unanimous written consent

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
1,000	1,000	

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
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The aggregate par value of all such shares (of all classes and series) having par value is \$ _____

The total number of all such shares (of all classes and series) without par value is _____ shares

SIXTH:

The address of the registered office of the corporation in the State of Maine is c/o Curtis Thaxter Stevens
Broder & Micoeau LLC, One Canal Plaza, 10th Floor, Portland, ME 04101
(street, city, state and zip code)

DATED October 31, 2001

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**

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



(signature of clerk, secretary or assl. secretary)

*By



(signature)

Robert E. Stevens, Clerk

(type or print name and capacity)

*By

(signature)

(type or print name and capacity)

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

*This document **MUST** be signed by

- (1) the Clerk OR
- (2) the President or a vice-pres. together with the Secretary or an ass't. sec., or a 2nd certifying officer OR
- (3) if no such officers, then a majority of the Directors OR
- (4) if no such directors, then the Holders of a majority of all outstanding shares OR
- (5) the Holders of all of the outstanding shares.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

TEL. (207) 287-4195

EXHIBIT A
to Articles of Amendment
Muscongus Bay Aquaculture, Inc.

1. Article Sixth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

There are no preemptive rights.

2. Article Seventh of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit A attached hereto and made a part hereof.

EXHIBIT A
to Exhibit A
to Articles of Amendment
Muscongus Bay Aquaculture, Inc.

The business and affairs of the corporation may be subject to a shareholder agreement between the corporation and all of its shareholders. In the event of a conflict between these Articles of Incorporation and said shareholder agreement, the shareholder agreement shall be controlling. A copy of any such shareholder agreement shall be put on file with the records of the Corporation.

DOMESTIC
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

(Check box only if applicable)

- ☐ This is a professional service corporation
formed pursuant to 13 MRSA Chapter 22.

Minimum Fee \$105. (See §1403 sub-§§1 and 2)

File No. 19991660 D Pages 3
Fee Paid \$ 105
DCN 1990701801014 ARTI
-----FILED-----
05-MAR-99

Julie R. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Julie R. Flynn
Deputy Secretary of State

Pursuant to 13-A MRSA §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation is MUSCONGUS BAY AQUACULTURE, INC.
and its principal business location in Maine is 253 Academy Hill Road, Newcastle, ME 04553
(physical location - street (not P.O. Box), city, state and zip code)

SECOND: The name of its Clerk, who must be a Maine resident, and the registered office shall be:

Hylie A. West, Attorney at Law
(name)

Bristol Road, Damariscotta, ME 04543
(physical location - street (not P.O. Box), city, state and zip code)

P.O. Box 1419, Damariscotta, ME 04543
(mailing address if different from above)

THIS FORM MUST BE ACCOMPANIED BY FORM MBCA-18A (Acceptance of Appointment as Clerk §304.2-A.).

THIRD: ("X" one box only)

☒ A. 1. The number of directors constituting the initial board of directors of the corporation is one (See §703.1.A.)

2. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
<u>Antonina Simmons</u>	<u>253 Academy Hill Road</u>
	<u>Newcastle, ME 04553</u>

3. The board of directors ☒ is ☐ is not authorized to increase or decrease the number of directors.

4. If the board is so authorized, the minimum number, if any, shall be 1 directors, (See §703.1.A.) and the maximum number, if any, shall be 3 directors.

☐ B. There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders. (See §701.2.)

**DOMESTIC
BUSINESS CORPORATION**

STATE OF MAINE

**ACCEPTANCE OF APPOINTMENT
AS CLERK OF**

MUSCONGUS BAY AQUACULTURE, INC.
(name of domestic business corporation)

Pursuant to 13-A MRSA §304.2-A, the undersigned hereby accepts the appointment as clerk for the above named domestic business corporation.

CLERK

Hylie A. West
(signature)

DATED March 4, 1999

Hylie A. West
(type or print name)

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

FORM NO. MBCA-18A 97

TEL. (207) 287-4195