

# Articles of Incorporation

pursuant to **13-C MRSA §202**

to accompany the following:

(Check one box only)

- Articles of Domestication (**13-C MRSA §923**)
- Articles of Domestication and Conversion (**13-C MRSA §942**)
- Articles of Entity Conversion (**13-C MRSA §955.2** or **13-C MRSA §955.3**)
- Articles/Certificate of Merger or Share Exchange (**13-C MRSA §§1106** and **1107**)
- Articles of Conversion of Partnership (**31 MRSA §1093**)
- Restated Articles of Incorporation (**13-C MRSA §1007**)

(Check only if applicable)

- This is a professional corporation\* formed pursuant to **13 MRSA Chapter 22-A** to provide the following professional services:

\_\_\_\_\_

\_\_\_\_\_

(type of professional services)

(Check only if applicable)

- This is a benefit corporation formed pursuant to **13-C MRSA §1803**. This election has been adopted by at least the minimum status vote as defined in **13-C MRSA §1802.7**.

**FIRST:** The name of the corporation is \_\_\_\_\_.

**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)

- Noncommercial Clerk

\_\_\_\_\_

(name of noncommercial clerk)

\_\_\_\_\_

(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 clerk listed above has consented to serve as the clerk for this corporation.

**FOURTH:** (Check one box only)

There shall be only one class of shares. The number of authorized shares is \_\_\_\_\_.

(Optional) Name of class: \_\_\_\_\_

There shall be two or more classes or series of shares. The information required by [13-C MRSA §601](#) concerning each such class and series is set forth in Exhibit \_\_\_\_ attached hereto and made a part hereof.

**FIFTH:** (Check one box only)

The corporation will have a board of directors.

There will be no directors; the business of the Corporation will be managed by shareholders ([13-C MRSA §743](#))

**SIXTH:** (For corporations with directors, each of the following provisions is optional – "X" only if applicable)

The number of directors is limited as follows: not fewer than \_\_\_\_ nor more than \_\_\_\_ directors. ([13-C MRSA §803](#))

To the fullest extent permitted by [13-C MRSA §202.2.D.](#), a director shall have no liability to the Corporation or its shareholders for money damages for an action taken or a failure to take an action as a director.

Except as otherwise specified by contract or in its bylaws, the Corporation shall in all cases provide indemnification (including advances of expenses) to its directors and officers to the fullest extent permitted by law. ([13-C MRSA §§202, 857 and 859](#))

**SEVENTH:** (Check only if applicable)

The Corporation elects to have preemptive rights as defined in [13-C MRSA §641](#).

**EIGHTH:** (Check only if applicable)

Additional provisions of these Articles of Incorporation are set forth in Exhibit \_\_\_\_ attached hereto and made a part hereof. ([13-C MRSA §202](#))

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\*The professional corporation name must contain one of the following: "chartered," "professional corporation," "professional association" or "service corporation" or the abbreviation "P.C.," "P.A." or "S.C.". **Examples** of professional service corporations are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list – see [13 MRSA §723.7](#).)

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under [17-A MRSA §453](#).

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)