

19920432ND 1910000295002

FILED 06 25 1992 ARTI

NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

Fee Paid	\$20.00
C. B.	
Date	JUN 29 1992
	3

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

For the Honorable Secretary of State
FILED
June 25, 19 92
<i>Ray Connor</i>
Deputy Secretary of State
A True Copy When Attested By Signature
Deputy Secretary of State

FIRST: The name of the corporation is Downtown Improvement District, Inc.

SECOND: The corporation is organized for all purposes permitted under Title 13-B, MRSA, or, if not for all such purposes, then for the following purpose or purposes:

See Exhibit A, attached hereto.

THIRD: The name of its Registered Agent and address of registered office: (The Registered Agent must be a Maine resident, whose business office is identical with the registered office of a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office.)

Name Peggy L. McGehee, Esq.

Street & Number One Canal Plaza, P.O. Box 426

City Portland, Maine 04112-0426
(zip code)

FOURTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if they have been designated or elected, is 15.

The minimum number of directors (not less than 3) shall be 15 and the maximum number of directors shall be 15.

FIFTH: Members: There shall be no members.
 There shall be one or more classes of members, and the information required by §402 is as follows:

SIXTH: (Check if this article is to apply)
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

FORM NO. MNPC-A-R-V-60

SEVENTH: (Check if this article is to apply. Then *fill in* reference number of Section 501(c)(3) in first paragraph below.)

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 organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13B, of the Maine Revised Statutes as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, 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 member, 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.

EIGHTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, and distribution of assets on dissolution or final liquidation.

See Exhibit B, attached hereto.

Dated: June 24, 1992

INCORPORATORS

ADDRESSES

<u><i>Craig N. Denekas</i></u> (signature)	Street <u>One Canal Plaza, P.O. Box 426</u>
<u>Craig N. Denekas</u> (type or print name)	<u>Portland, Maine 04112-0426</u> (city, state and zip code)
_____ (signature)	Street _____
_____ (type or print name)	_____ (city, state and zip code)
_____ (signature)	Street _____
_____ (type or print name)	_____ (city, state and zip code)
_____ (signature)	Street _____
_____ (type or print name)	_____ (city, state and zip code)
_____ (signature)	Street _____
_____ (type or print name)	_____ (city, state and zip code)

Exhibit A

Within the geographic area designated as the Downtown Improvement District zone of the City of Portland, Maine, as amended from time to time, the purposes of the Corporation shall be:

- (1) To represent the business, cultural and residential community in the on-going development and management of downtown Portland;
- (2) To create a safer, cleaner, well-managed downtown area so that Portland can successfully compete as an environment in which to live, do business, shop and visit;
- (3) To stimulate commercial, retail, tourist and cultural activities through improved marketing and promotional initiatives which enhance the image of downtown Portland.

In pursuit of the purposes for which the Corporation is organized, the Corporation shall have all of the specific, general, and incidental powers granted to it by the Maine Nonprofit Corporation Act, and the Corporation is empowered to do all and everything necessary, suitable and proper for the accomplishment, attainment or furtherance of its purposes, subject to the limitations that:

(a) The Corporation shall be operated exclusively for the promotion of social welfare, as such term and purpose are used and defined in, or in connection with, Section 501(c)(4) of the Internal Revenue Code of 1986, relating to tax exempt corporations (or in the corresponding provisions of any future United States Internal Revenue Law), and the regulations

pertaining thereto as they now exist or hereafter may be amended;

(b) The Corporation shall not, directly or indirectly, participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office;

(c) The Corporation shall not operate as a social club for the benefit, pleasure, or recreation of its members nor carry on a business with the general public in a manner similar to organizations which are operated for profit;

(d) No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or employee of the Corporation or any private individual or organization (except as reasonable compensation for services actually rendered to the Corporation in carrying out its exempt purposes) and no director, officer, or employee of the Corporation or any private individual or organization shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation except in furtherance of the Corporation's exempt purposes.

In the event of the dissolution of the Corporation, all remaining assets, after making provision for payment of all lawful debts and liabilities, shall be distributed to such tax exempt organization under Internal Revenue Code Section 501(c)(3) or 501(c)(4), or such federal, state, or local government, as the Board of Directors shall determine will best carry out the exempt purposes of the Corporation.

Exhibit B

The initial Board of Directors shall be:

Esther Clenott
Blaine Davis
Steven DiMillo
Jerome E. Devlin
Roger Gilmore
Joseph E. Gray, Jr.
Brewster Harding
James Harnden
Jay Hibbard
J. Spencer Jones
Ralph H. Pride
T. Ricardo Quesada
David E. Robinson
Joseph A. Troiano
Carleton Winslow