

\$50.00  
Filing Fee ~~\$25.00~~ plus fee  
used on authorized capital stock

For Use By The  
Secretary of State  
No. 79D1039  
Fee Paid \$10. & \$50.  
C. B. \_\_\_\_\_  
Date 2-5-79

STATE OF MAINE  
ARTICLES OF INCORPORATION

This Space For Use By  
Secretary of State  
MAINE  
SECRETARY OF STATE  
FILED

February 2, 1979  
*[Signature]*  
Attest:  
*[Signature]*  
Secretary of State

OF  
BLUE HILL CO-OP  
(insert corporate name)  
A consumer co-operative organized  
pursuant to 13 M.R.S.A., Ch. 85,  
subch I (§§1501-1731)

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 BLUE HILL CO-OP  
and it is located in Maine, at Blue Hill

SECOND: The name of its Clerk and the address of its registered office shall be:  
Name Barry K. Mills  
Street & Number Box D  
City Blue Hill, Maine 04614

THIRD: ("X" one box only)  
 a. The number of directors constituting the initial board of directors of the corporation is seven,  
(See §703, 1. A.)  
b. 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
HARRY LOCK	SURRY, MAINE 04684
KEVIN POLAND	SEDGWICK, MAINE 04676
DOTTIE LAPAIRE	BLUE HILL, MAINE 04614
JON BOYS	SEDGWICK, MAINE 04676
KATY SEABROOK	BLUE HILL, MAINE 04614
EVELYN COURTEMANCHE	PENOBSCOT, MAINE 04476
KENNETH SLADE	BLUE HILL, MAINE 04614

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 §703, 1. B.)

FOURTH: ("X" one box only)  
The board of directors is  is not  authorized to increase or decrease the number of directors.

If the board is so authorized, the minimum number, if any, shall be three  
directors, (See §703, 1. A.) and the maximum number, if any, shall be fifteen directors.

FIFTH ("X" one box only)

There shall be only one class of shares, viz. membership certificate  
(title of class)  
Par value of each share (if none, so state) \$1.00  
Number of shares authorized 1,000

There shall be two or more classes of shares.  
The information required by §403 concerning each such class is set out in Exhibit \_\_\_\_\_ attached hereto and made a part hereof

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 1,000

The total number of authorized shares (of all classes) without par value is None shares.

SIXTH: ("X" one box only)

Meetings of the shareholders may  may not  be held outside the State of Maine.

SEVENTH: ("X" if applicable) There are no preemptive rights.

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

Dated: February 1, 1979

INCORPORATORS

RESIDENCE ADDRESSES

Barry K. Mills  
(type or print name)

Street \_\_\_\_\_  
Blue Hill, Maine 04614  
(city, state and zip code)

Mary E. Bowen  
(type or print name)

Street \_\_\_\_\_  
Blue Hill, Maine 04614  
(city, state and zip code)

Moira McTigue  
(type or print name)

Street \_\_\_\_\_  
Blue Hill, Maine 04614  
(city, state and zip code)

For Corporate Incorporators \_\_\_\_\_

Street \_\_\_\_\_  
\_\_\_\_\_  
(city, state and zip code)

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

Articles are to be executed as follows:

If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The address of the principal place of business of the incorporator corporation should be given. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

**EXHIBIT A**  
**ATTACHMENT TO ARTICLES OF AMENDMENT**  
**BLUE HILL CO-OP**

At the annual meeting of the BLUE HILL CO-OP on March 26, 2005, on the recommendation of the Board of Directors, it was moved, seconded and passed by more than a 2/3 vote of members present that the number of shares authorized (and number of members authorized) be increased from 1,000 to 2,000.

RECORD OF FIRST MEETING.

BLUE HILL CO-OP

We, Barry K. Mills, Mary E. Bowen and Moira McTighe, all of Blue Hill, Maine, hereby declare ourselves to be sole incorporators of BLUE HILL CO-OP, a consumer cooperative, organized under 13 M.R.S.A., Ch. 85, subch I (§§1501-1731).

Having in mind 13 M.R.S.A., sec. 1551 and 13-A, M.R.S.A., sec. 407 which vests in the incorporators all powers to manage the affairs of the cooperative and to perfect the organization of the cooperative until such time as the cooperative shall have directors, we hereby declare the following:

1. The following document is a true copy of the Articles of Incorporation of BLUE HILL CO-OP which was filed in the office of the Maine Secretary of State February 2, 1979.

2. The following shall be the bylaws of BLUE HILL CO-OP until such time as they may be duly amended from time to time as provided in said bylaws:

BYLAWS OF BLUE HILL CO-OP

ARTICLE FIRST

Officers and Their Election

SECTION 1: Officers. The officers of the cooperative shall be a President, a Treasurer, a Secretary, a Clerk, and such Vice Presidents and other officers and agents as may from time to time be appointed by vote of the members or the Board of Directors. Any individual may hold any number of offices. The officers need not be members of the cooperative. All officers shall hold office at the will of the members or Board of Directors, as the case may be.

SECTION 2: There shall be a Board of not less than three nor more than fifteen Directors who shall all be elected for one-year terms. The initial board shall consist of seven members. The Board is authorized to increase or decrease the number of Directors. The Board of Directors may fill vacancies in any office or on the Board, including vacancies created by an increase in the number of Directors, until the next meeting of the members.

SECTION 3: Election of Officers and Directors. The President, Treasurer, Secretary, Clerk and members of the Board of Directors shall be elected by the members. All other officers, including (by example) vice presidents, grain foreman, produce foreman, chief buyer and cheese foreman, shall be elected by the Board of Directors.

SECTION 4: Resignations and Removals. Any officer or director of the cooperative may resign by filing with the president or with the clerk a written resignation which shall take effect upon being so filed or at such other time specified therein.

## ARTICLE SECOND

### Powers and Duties of Officers

SECTION 1: President. The President when present shall preside at all meetings of the members and the Board of Directors. It shall be his duty and he shall have the power to see that all orders and resolutions of the members are carried into effect. The President shall be a member of the Board of Directors.

SECTION 2: Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the cooperative and shall deposit all moneys and other valuable effects in the name and to the credit of the cooperative in such depositories as shall be designated by the members or in the absence of such designation in such depositories as he shall from time to time deem proper. He shall disburse the funds of the cooperative as shall be ordered by the members taking proper vouchers for such disbursements. He shall promptly render to the President and to the members such statements of his transactions and accounts as the President and members respectively may from time to time require. If required by the members, he shall give bond in such amount, with such security and in such form as the

members shall determine. The Treasurer shall perform such duties and have such powers additional to the foregoing as the members may designate.

SECTION 3: Secretary. The Secretary shall keep the day to day records of the cooperative and shall perform such duties as may be assigned to him or her by the President, and shall keep current the membership list.

SECTION 4: Clerk. It shall be the duty of the Clerk to record in books kept for the purpose all votes and proceedings of the members at their meetings. The Clerk shall be charged with the duty of keeping, or causing to be kept, accurate records. The Clerk shall perform such duties and have such powers additional to the foregoing as the members may designate.

SECTION 5: Additional Officers. Any additional officers shall be appointed by the Board of Directors and shall perform such duties as the Board may assign to them.

### ARTICLE THIRD

#### Powers and Duties of Board of Directors

SECTION 1: The affairs of the cooperative shall be managed by the Board of Directors.

SECTION 2: The directors are authorized to act informally without a meeting in accordance with 13-A M.R.S.A., §§711 and 712, a copy of which is attached to these bylaws.

SECTION 3: Board of Directors. Members of the Board of Directors may accept a discount of \$3.00 which shall be applied to their orders during their terms of office.

## ARTICLE FOURTH

### Membership

SECTION 1: Members. Members of the BLUE HILL CO-OP at present are those persons whose names appear on the attached list. By reason of their prior payments to the organization, including dues and deposits, they are each entitled to one membership certificate without further payment except such annual dues as may be determined by the Board of Directors.

SECTION 2: New Members. New members may be admitted to BLUE HILL CO-OP without regard to their race, nationality, age, politics, religion, or sex, provided: (1) They express a willingness to share responsibilities of membership; (2) They pay to the Treasurer a sum equal to the par value (\$1.00) of their membership certificate; (3) They pay additional membership dues in an amount determined by the Board of Directors; (4) They pay an additional deposit in an amount determined by the Board of Directors; (5) Their names are placed on the membership roll by the secretary.

Payments of par value for the cost of obtaining membership certificates are refundable in accordance with ARTICLE SIXTH of these by-laws and 13 M.R.S.A. §1692. The par value of the membership certificates of all persons who are members at the time of organization is included in the amount of their deposit.

SECTION 3: Term of Membership. The Board of Directors shall determine the term of membership. Until the Board decides otherwise,

membership shall be for one year after payment of annual dues.

SECTION 4: Proxies. No member may vote by proxy.

SECTION 5: One Member, one vote. Each member shall have only one vote. There shall be no shared or family memberships.

SECTION 6: Membership certificates shall have a par value of \$1.00 and shall be signed by the President and secretary.

#### ARTICLE FIFTH

##### Allocation and Distribution of Net Savings

SECTION 1: The Board of Directors shall allocate or defer the savings of the cooperative as determined by 13 M.R.S.A., §1645. The directors may, in their discretion, set the amount of the "educational fund" referred to in subsection 3 of section 1645 at zero.

#### ARTICLE SIXTH

##### Transfer of Membership; Withdrawals

SECTION 1: Members shall withdraw and their membership certificate shall be transferred as provided by 13 M.R.S.A., §1692.

#### ARTICLE SEVENTH

##### Meetings of Members

SECTION 1: Annual Meeting. The annual meeting of members of the cooperative shall be held at such place as the members shall fix ~~on the fourth Tuesday of March in~~ each year, to elect officers, hear reports of the officers and transact

other business.

SECTION 2: Special Meetings. Special meetings of the members may be called by the members.

SECTION 3: Notices. Notice of all meetings of members shall be given as follows, to wit: A written notice, stating the place, day and hour thereof, shall be given by the Clerk, at least seven days before the meeting, to each member entitled to vote thereat and to each member who, under the bylaws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to each member at his address as it appears upon the books of the cooperative. Notices of all meetings of members shall state the purposes for which the meetings are called. No notice of the time, place or purpose of any regular or special meeting of the members shall be required if every member entitled to notice thereof, or his attorney thereunto authorized by a writing (including a telegram) which is filed with the records of the meeting, waives such notice, and, in the event of such waiver as aforesaid of notice of a special meeting of the members, no call of such special meeting shall be required.

#### ARTICLE EIGHTH

##### Inspection of Books

Books, accounts, documents and records of the cooperative shall be open to inspection by any member at all times during the usual hours of business.

## ARTICLE NINTH

### Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the cooperative may be signed by the President or by the Treasurer, or by such other persons authorized by the Board of Directors or by the members.

## ARTICLE TENTH

### Seal

The seal of the corporation shall be circular in form, bearing the inscription BLUE HILL CO-OP. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the members) to any instrument requiring the corporate seal.

## ARTICLE ELEVENTH

### Fiscal Year

The fiscal year of the cooperative shall be the calendar year commencing on July 1 of each year and ending on June 30 of each year.

## ARTICLE TWELFTH

### Amendments

These bylaws may be amended by an affirmative vote of two-thirds of the members attending any annual or special meeting of members in the notice of which is stated the substance of the proposed bylaw amendment.

3. The President of BLUE HILL CO-OP shall be Harry Lock of Surry, Maine 04684.

I, Harry Lock, hereby accept election to the office of President of BLUE HILL CO-OP.

Dated:

Harry Lock

4. The Treasurer of BLUE HILL CO-OP shall be Katie Seabrook of Blue Hill, Maine 04614.

I, Katie Seabrook, hereby accept election to the office of Treasurer of BLUE HILL CO-OP.

Dated:

Katie Seabrook

5. The Secretary of BLUE HILL CO-OP shall be Evelyn Courtemanche of Penobscot, Maine 04476.

I, Evelyn Courtemanche, hereby accept election to the office of Secretary of BLUE HILL CO-OP.

Dated:

Evelyn Courtemanche

6. The Clerk of BLUE HILL CO-OP shall be Barry K. Mills of Blue Hill, ME 04614.

I, Barry K. Mills, hereby accept election to the office of Clerk of BLUE HILL CO-OP.

Dated:

Barry K. Mills

7. The Directors of BLUE HILL CO-OP shall be the following persons:

HARRY LOCK  
Surry, Maine 04684

KEVIN POLAND  
Sedgwick, Maine 04676

DOTTIE LaPAIRE  
Blue Hill, Maine 04614


JON BOYS  
Sedgwick, Maine 04676


KATIE SEABROOK  
Blue Hill, Maine 04614

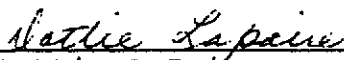
EVELYN COURTEMANCHE  
Penobscot, Maine 04476

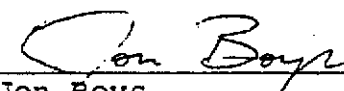
KENNETH SLADE  
Blue Hill, Maine 04614

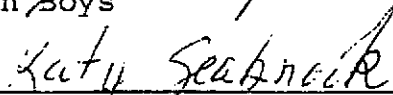
We accept election to the office of Director of BLUE HILL CO-OP.

  
\_\_\_\_\_  
Harry Lock

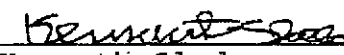
  
\_\_\_\_\_  
Kevin Poland

  
\_\_\_\_\_  
Dottie LaPaire

  
\_\_\_\_\_  
Jon Boys

  
\_\_\_\_\_  
Katie Seabrook

  
\_\_\_\_\_  
Evelyn Courtemanche

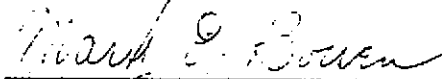
  
\_\_\_\_\_  
Kenneth Slade

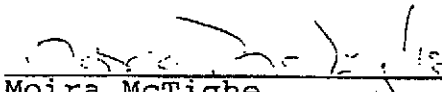
8. BLUE HILL CO-OP shall maintain its office at Blue Hill, Maine, or at such other place in Maine as shall be selected by the Board of Directors.

9. The provisions of this Record of First Meeting shall be binding upon BLUE HILL CO-OP except to the extent subsequently changed by the members or the Board of Directors of BLUE HILL CO-OP under the provisions of the bylaws or in accordance with state law.

Dated: February 1, 1979

  
\_\_\_\_\_  
Barry K. Mills

  
\_\_\_\_\_  
Mary E. Bowen

  
\_\_\_\_\_  
Moira McTighe