

STATE OF MAINE
Department of the Secretary of State
Bureau of Corporations, Elections and Commissions
101 State House Station
Augusta, Maine 04333-0101

January 10, 2025

ROBERT R. CHAPIN
THOMAS POND IMPROVEMENT ASSOCIATION
(TPIA)
PO BOX 209
SOUTH CASCO, ME 04077

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Charter#: 19850400ND Legal Name: THOMAS POND IMPROVEMENT ASSOCIATION

AMENDMENT

Filing Number: 20250109214532602 Page(s): 4

Total Pages: 4

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

ARTICLES OF AMENDMENT

Thomas Pond Improvement Association (TPIA)

(Name of Corporation)

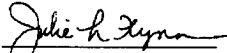
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Charter Number: 19850400ND

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Form: AMEN Fee Paid: \$20

Filing Date: 12/26/2024


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

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Deputy Secretary of State

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: ("X" one box only.) ☒ public benefit corporation ☐ mutual benefit corporation

SECOND: Describe **NATURE OF CHANGE** (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as **TEXT** of amendment. Attach additional pages as needed.

ARTICLE SECOND: Paragraph 2 of the Purpose was amended by adding the following language at the end of

"the Paragraph: "of Thomas Pond for the benefit of the majority of Members and the public use of Thomas Pond."

ARTICLE FOURTH: The minimum number of Directors was reduced from nine (9) to three (3), and

a sentence was added: "The Officers of the TPIA serve as additional Directors."

ARTICLE FIFTH: The amendment establishes new requirements for Membership in the TPIA and restricts voting to those eligible for membership and who have paid the annual dues.

ARTICLE SEVENTH: This new amendment establishes how the assets of TPIA will be distributed upon the dissolution of TPIA. The assets will go to one or more organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, and qualified as charitable organizations under Title 138 of the Maine Revised Statutes as amended. These net assets shall not inure to the benefit of any Member, Director, or Officer of TPIA, or any private individual.

THIRD: ("X" one box only.) The amendment was adopted on (date) June 22, 2024 as follows:



By the members at a meeting at which a quorum was present and the amendment 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 amendment 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.



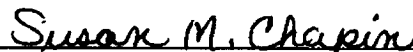
(If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

FOURTH: The address of the registered office of the corporation in the State of Maine is _____
PO Box 209 South Casco, Maine 04077
(street, city, state and zip code)

DATED 19 December 2024

*By 
(signature)

Robert R. Chapin, President, TPIA
(type or print name and capacity)

*By 
(signature)

Susan M. Chapin, Secretary, TPIA
(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF MEMBERS**

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


(signature of clerk, secretary or asst. secretary)

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

THOMAS POND IMPROVEMENT ASSOCIATION
ARTICLES OF INCORPORATION AMENDMENTS

APPROVED BY A MAJORITY OF A QUORUM OF MEMBERS ON 6/22/2024:

SECOND:

1. To maintain and preserve mutually agreeable water levels through acquisition and operation of the Thomas Pond Dam, and to act relative to the repair and on-going maintenance of said dam.
2. To perform acts appropriate to a non-profit Corporation dedicated to the protection and maintenance of water quality and natural beauty of Thomas Pond for the benefit of the majority of Members and the public use of Thomas Pond.

FOURTH:

The minimum number of directors shall be 3 and the maximum number of directors shall be 9. The Officers of the TPIA serve as additional Directors.

FIFTH:

Those persons owning one or more properties on Thomas Pond or with a documented right of way to Thomas Pond shall be eligible for membership in the TPIA. Thomas Pond shall consist of the main contiguous pond, the outlet, and the river to the dam. An owner of such property or right of way shall become a Member upon payment of annual dues as described in the by-laws of the corporation. Only Members shall be entitled to vote at the annual meeting or special meetings of the corporation. Members owning multiple properties will have one vote. A property or right of way owned by more than one person shall have one vote.

SEVENTH: {X} *(Check if this article is to apply. Then fill in reference to section 501(c)(3) in the first paragraph below.*

Upon the dissolution of the corporation or upon the termination of its activities the assets of the Corporation upon payment of 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, nor any private individual (except reasonable compensation may be paid for services rendered to or for the benefit of 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 upon dissolution of the Corporation.