

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

RESTATED
ARTICLES OF INCORPORATION


Bigelow Laboratory for Ocean Sciences

(Name of Corporation)

Minimum Fee \$10.00 (See 13-B MRS-A §(401))

File No. 19590038ND Pages 3
Fee Paid \$ 10
DCN 2071221800038 REST
---FILED---
05/02/2007


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-B MRS-A §805, the undersigned corporation adopts these Articles of Restatement

FIRST:

The restatement set out in Exhibit A attached contains the same information and provisions as are required for original articles. Statements as to the incorporator or incorporators and the initial directors may be omitted. This restatement was adopted on 4/27/07 ("X" one box only)
(date)

- By the members at a meeting at which a quorum was present and the restatement 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 restatement 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

SECOND:

The address of the registered office of the corporation in the State of Maine is 180 McKown Point Road, West

Boothbay Harbor, ME 04575

(street, city state and zip code)

DATED April 30, 2007

*By Robert E. Healing
(signature)

Robert E. Healing, Treasurer
(type or print name and capacity)

*By _____
(signature)

(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)

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

FORMNO MNPCA-6A Rev. 9/16/2005

TEL. (207) 624-7740

Restated Articles of Incorporation

of

BIGELOW LABORATORY FOR OCEAN SCIENCES

First: The name of the corporation is Bigelow Laboratory for Ocean Sciences

Second: The corporation is organized as a public benefit corporation exclusively for charitable, educational, and scientific purposes including without limitation research, education and the promotion and use of knowledge relating to ocean sciences.

Third: The address of the registered office of the corporation is 180 McKown Point Road, West Boothbay Harbor, Maine 04575.

Fourth: The minimum number of directors shall be ten and the maximum number of directors shall be thirty. The exact number of directors shall be established by resolution of the board of directors.

Fifth: There shall be no members.

Sixth: 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Seventh: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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

May 3, 2007

F. SCANNELL
BIGELOW LABORATORY FOR OCEAN SCIENCES
180 MCKOWN POINT ROAD
WEST BOOTHBAY HARBOR ME 04575

ATTESTED COPIES
WR DCN: 2071221800037

Enclosed please find copies of documents recently placed on file with our office. Each copy has been attested as a true copy of the original and serves as your evidence of filing. We recommend that you retain these permanently with your records.

Charter#: 19590038ND Legal Name: BIGELOW LABORATORY FOR OCEAN SCIENCES

RESTATEMENT

DCN: 2071221800038

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