

**DOMESTIC
NONPROFIT CORPORATION**

STATE OF MAINE

ARTICLES OF INCORPORATION

Filing Fee \$40.00

<p>_____ Deputy Secretary of State</p> <hr/> <p>A True Copy When Attested By Signature</p> <hr/> <p>_____ Deputy Secretary of State</p>
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Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Wagner Farm Homeowners Association

SECOND: ("X" one box only. Attach additional page(s) if necessary.)

The corporation is organized as a public benefit corporation for the following purpose or purposes:

The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B or, if not for all such purposes, then for the following purpose or purposes:

THIRD: The Registered Agent is a: (select **either** a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: _____

(name of commercial registered agent)

Noncommercial Registered Agent

Lawrence R. Clough, Esq.

(name of noncommercial registered agent)

3 Canal Plaza, Portland, Maine 04101

(physical location, not P.O. Box – street, city, state and zip code)

3 Canal Plaza, P.O. Box 15060, Portland, Maine 04112

(mailing address if different from above)

FOURTH: Pursuant to 5 MRSA §108.3, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

FIFTH: The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is three (3).

The minimum number of directors (not less than 3) shall be three (3) and the maximum number of directors shall be seven (7).

SIXTH: Members: ("X" one box only.)

- There shall be no members.
 There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached.

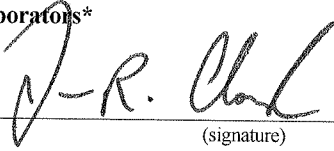
SEVENTH: (Optional) (Check if this article is to apply.)

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.

EIGHTH: (Optional) (Check if this article is to apply.)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit A attached hereto and made a part hereof.

Incorporators*



(signature)

Lawrence R. Clough

(type or print name)

(signature)

(type or print name)

(signature)

(type or print name)

Dated April 29, 2009

Street 57 Stonybrook Road

(residence address)

Cape Elizabeth, Maine 04107

(city, state and zip code)

Street _____

(residence address)

(city, state and zip code)

Street _____

(residence address)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

Name of Corporate Incorporator _____

By _____
(signature of officer)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (13-B MRSA §401), the name of the corporation should be typed or printed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation, not the person signing the articles, certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

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

EXHIBIT A
Wagner Farm Homeowners Association
ARTICLES OF INCORPORATION

ARTICLE FIFTH:

The members shall consist of all the owners of all the Lots in the "Wagner Farm Subdivision" located in Town of Gorham, Maine created in accordance with the Subdivision Plan and Declaration of Covenants recorded or to be recorded in the Cumberland County Registry of Deeds.

The membership of each Lot owner shall terminate upon the sale, transfer or other disposition of his ownership interest in a Lot accomplished in accordance with the Declaration, whereupon membership shall automatically transfer to and be vested in the successor in ownership. A mortgage of a Lot shall not operate to transfer membership until foreclosure of the mortgage.

Each Lot shall have the percentage vote in the Association as specified in the Declaration. Any specified percentage vote refers to the aggregate percentage of such votes.

ARTICLE EIGHTH:

The affairs of the Association shall be governed by a Board of Directors initially composed of three (3) directors appointed by Risbara Bros. Construction Co., Inc., a corporation as the Declarant or any successor thereto as the Declarant.

Following the sale of 75% of the lots subject to the Declaration and the expiration of the Declarant Control Period as defined in the Declaration of Covenants, *five* directors shall be elected; a majority of such directors shall be the owner or the spouse of an owner of a Lot, or if a Lot owner is a corporation, limited liability company, partnership, trust or estate, then a designated agent thereof.

The number of directors may be changed by amendment to the bylaws of the Association.

No amendment to these Articles of Incorporation of the Association shall be effective during the Declarant Control Period as defined in the Declaration of Covenants without the written consent of the Declarant.