

Filing Fee \$20.00

For Use By The Secretary of State	
File No.	19910390ND
Fee Paid	\$20.00
C. B.
Date	MAY. 13. 1991
	4

NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

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

For Use By The Secretary of State	
FILED	
May 8, 19 91	
<i>Hary Cooper</i>	
Deputy Secretary of State	
A True Copy When Attested By Signature	
<i>Parula O'Fench</i>	
Deputy Secretary of State	

FIRST: The name of the corporation is Museum at Portland Head Light

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: For such charitable, scientific, literary and educational purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(3) of the Code, including, the operation of a museum which will enhance an understanding and appreciation of Portland Head Light, a historic light house, and Portland Harbor.

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 or a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office.)

Name Michael McGovern

Street & Number P. O. Box 6260, 320 Ocean House Road

City Cape Elizabeth, Maine 04107
(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 _____.

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 24.

FIFTH: Members: There shall be no members.
("X" one box only) 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.

SEVENTH: (Check if this article is to apply. Then fill in reference number of Section 501(c)(?) 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)(_____) 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 attachment 1, which is incorporated herein by reference.

Dated: May 7, 1991

INCORPORATORS

ADDRESSES

Elizabeth T. McCandless
(signature)
Elizabeth T. McCandless, Esq.
(type or print name)

(signature)

(type or print name)

Street One Monument Square
Portland, Maine 04101
(city, state and zip code)
Street _____
(city, state and zip code)

ARTICLES OF INCORPORATION
OF
MUSEUM AT PORTLAND HEAD LIGHT

ATTACHMENT 1

A. 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 the Town of Cape Elizabeth, a political subdivision of the State of Maine.

B. 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.

C. The Corporation shall have no power to take any action which may not be taken by a corporation contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(2) of the Code.

D. During any period in which the Corporation is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall not:

(1) Engage in any act of "self-dealing" as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed under Section 4941(a) of the Code;

(2) Retain any "excess business holdings" as defined in Section 4943(c) of the Code which would give rise to any liability for the tax imposed under Section 4943(a) of the Code;

(3) Make any investment which would jeopardize the carrying out of any exempt purposes of the Corporation within the meaning of Section 4944 of the Code so as to give rise to any liability for the tax imposed under Section 4944(a) of the Code; or

(4) Make any "taxable expenditures" as defined in Section 4945(d) of the Code which would give rise to any liability for the tax imposed under Section 4945(a) of the Code.

E. During any period in which the Corporation is a "private foundation" as defined in Section 509(a) of the Code, the Corporation shall distribute with respect to each taxable year in such period amounts at least sufficient to avoid liability for the tax imposed under Section 4942(a) of the Code.

F. References in this instrument (and any amendment hereto) to the "Code" shall be construed to refer to the Internal Revenue Code of 1986 as amended before or after the date hereof or of any amendment hereto or any succeeding United States internal revenue law, whenever enacted, containing provisions substantially similar to either of the foregoing, shall from time to time be in effect. References in this instrument to specific sections of the Code shall be construed to refer to substantially similar provisions of any succeeding internal revenue statute of the United States notwithstanding any difference in the manner in which such provisions are numbered or otherwise designated.

MUSEUM AT PORTLAND HEAD LIGHT

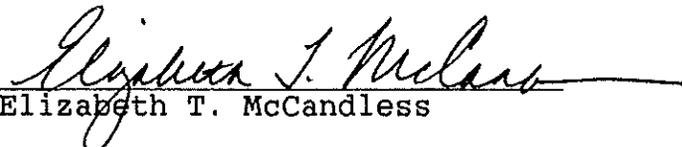
ORGANIZATIONAL ACTION TAKEN
BY SOLE INCORPORATOR

The undersigned, being the Sole Incorporator of the above named nonprofit corporation incorporated under the laws of the State of Maine, hereby consents to the taking of, and hereby takes the following action pursuant to 13-B M.R.S.A. §406:

1. The code of bylaws annexed hereby and incorporated herein by reference is adopted hereby as the code of bylaws of said corporation.
2. The following named individuals are elected as the initial directors of this corporation to serve and hold office as such until the first annual meeting of the directors and until their successors shall be duly elected and qualified:

Jane A. Amero
Phyllis Coggeshall
Wayne Creelman
William H. Jordan
Janet McLaughlin
Carl E. Pearson
Rosemary A. Reid

DATED: *May 28* , 1991


Elizabeth T. McCandless

PIERCE, ATWOOD, SCRIBNER,
ALLEN, SMITH & LANCASTER

ATTORNEYS AT LAW

ONE MONUMENT SQUARE PORTLAND, MAINE 04101-1110
207/773-6411 FAX 207/773-3419

BARBARA K. WHEATON

December 2, 1992

Mr. Michael K. McGovern
Town Manager
Town of Cape Elizabeth
320 Ocean House Road
P. O. Box 6260
Cape Elizabeth, Maine 04107

Re: Museum at Portland Head Light

Dear Michael:

Enclosed are proposed Articles of Amendment for the Museum at Portland Head Light. The Amendment revises the Articles of Incorporation to state that the Museum is established for all purposes available to an organization exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code, including for the purpose of providing support and other benefits to the Town of Cape Elizabeth through the restoration and maintenance of the Museum at Portland Head Light and the operation of a Museum at the Head Light, the care of which was entrusted to the Town of Cape Elizabeth by the United States Coast Guard. Please review the Articles of Amendment and contact me if you wish any changes before your board meeting on Monday, December 7. I can have those to you in time for the meeting. If you and the Board are satisfied with the Articles of Amendment as drafted, please have Cheryl, in her capacity as Secretary, execute the Articles. Please return them to me. I will file them with the Secretary of State.

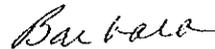
I understand the Board intends to vote on these Articles of Amendment at its December 7 meeting. I suggest you include in the minutes of the meeting the following language regarding the action that will be taken by the Board:

Mr. Michael K. McGovern
Page 2
December 2, 1992

whereupon, a motion duly made and seconded, it was
(unanimously/by majority of the Board):

RESOLVED: That the Articles of Incorporation of this corporation be, and they hereby are, amended so that Article SECOND of the Articles of Incorporation will read in its entirety as follows: Revision to Article SECOND to include reference to supported organization: For such charitable, scientific, literary and educational purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(3) of the Code, including providing support to the Town of Cape Elizabeth, Maine, a political subdivision of the State of Maine within the meaning of Section 170(b)(1)(A)(v) of the Internal Revenue Code (and no other organization) by restoring and maintaining the keeper's quarters of the Portland Head Light, a historic lighthouse, the care of which was entrusted to said Town by the United States Coast Guard, and by operating a museum at the lighthouse to promote an understanding and appreciation of Portland Head Light and Portland Harbor.

Sincerely yours,



Barbara K. Wheaton

BKW/sko
Enclosure

Filing Fee (See Sec. 1401)

For Use By The Secretary of State	
File No.	
Fee Paid	
C. B.	
Date	

NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

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

For Use By The Secretary of State FILED	
_____ 19 _____	
Deputy Secretary of State	
A True Copy When Attested By Signature	

Deputy Secretary of State	

FIRST: STATE NATURE OF CHANGE (e.g. "New Section", "Deletion of Words", "Revision of Article 3") as well as TEXT of Amendment. Use back of form if necessary.

Please see Attachment I.

SECOND: This amendment was adopted on _____, 19____, as follows: ("X" one box only)

- a. 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.
- b. (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.
- c. By the written consent of all members entitled to vote with respect thereto.
- d. (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

THIRD: Address of the registered office in Maine: P. O. Box 6260, 320 Ocean House Road
Cape Elizabeth, Maine 04107
(street, city and zip code)

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)

MUSEUM AT PORTLAND HEAD LIGHT
(Name of Corporation - Typed or Printed)

By* _____
(signature)

Cheryl L. Milligan, Secretary
(type or print name and capacity)

By* _____
(signature)

Dated: _____

(type or print name and capacity)

*This document **MUST** be signed by (1) the Clerk or Secretary OR (2) the President or a vice-president **AND** the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if no such officers, then a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, then the members or such of them designated by the members at a lawful meeting.

ATTACHMENT I

Revision to Article SECOND to include reference to supported organization: For such charitable, scientific, literary and educational purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(3) of the Code, including providing support to the Town of Cape Elizabeth, Maine, a political subdivision of the State of Maine within the meaning of Section 170(b)(1)(A)(v) of the Internal Revenue Code (and no other organization) by restoring and maintaining the keeper's quarters of the Portland Head Light, a historic lighthouse, the care of which was entrusted to said Town by the United States Coast Guard, and by operating a museum at the lighthouse to promote an understanding and appreciation of Portland Head Light and Portland Harbor.

2484-BKW

QUITCLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS: That the UNITED STATES OF AMERICA, GRANTOR, acting by and through the SECRETARY OF TRANSPORTATION, under and pursuant to the powers and authority contained in sec. 31 of Pub. L. 102-241, Dec. 19, 1991 and delegation contained in 49 Code of Federal Regulations, Part 1, to the Commandant, U.S. Coast Guard, and further delegation, without payment of consideration, does hereby remise, release and quitclaim unto the The Town of Cape Elizabeth, Maine, GRANTEE, all of the GRANTOR'S right, title and interest in: Portland Head Lighthouse located on: See Schedule A, attached hereto and made a part hereof.

This conveyance is subject to the following conditions: The purposes of this conveyance are to establish and maintain a nonprofit center for public benefit. In connection therewith, the property may be used for educational, historic, recreational, and cultural programs open to and for the benefit of the general public. Theme displays, museum, gift shop, open exhibits, meeting rooms, and an office and quarters for personnel in connection with security and administration of the property and the adjacent Fort Williams Park, owned and operated by the Town of Cape Elizabeth, are expressly authorized. Other uses not inconsistent with the foregoing uses are permitted unless the Secretary shall reasonably determine that such uses are incompatible with the historic nature of the property or with other provisions of this deed.

If the property, or any part of the property, ceases to be used for the purposes intended, title to all of the property shall immediately revert to the United States.

The light, antennae, sound signal, and associated equipment which are active aids to navigation shall continue to be operated and maintained by the United States.

The GRANTEE will not interfere or allow interference in any manner with navigational aids without express written permission from the United States.

The GRANTEE shall not have any obligation to maintain any active aid-to-navigation equipment on the property conveyed.

There is reserved to the United States the right to relocate, replace, or add any navigational aids, or make any changes on any portion of the property as may be necessary for navigation purposes.

The United States shall have the right, at any time, to enter the property with notice to maintain navigational aids.

The United States shall have the right, in emergency circumstances, to enter the property without notice to maintain navigational aids.

The United States shall have an easement for access to the property to maintain navigational aids.

The United States shall have an easement for utility services to operate the navigational aids.

HISTORIC PRESERVATION COVENANT

The GRANTEE covenants for itself, its successors, and assigns and every successor in interest to the Portland Head Lighthouse hereby conveyed, or any part thereof that the real property above described is hereby conveyed subject to the conditions, restrictions, and limitations hereinafter set forth which are covenants, that the GRANTEE, its successors, and assigns, covenants and agrees, that in the event that the Lighthouse is sold or otherwise disposed of, these covenants and restrictions shall be inserted in the instruments of conveyance.

1. The structures and archeological resources situated on said real property will be preserved and maintained in accordance with plans approved in writing by the State of Maine Historic Preservation Officer (SHPO).
2. No physical or structural change or changes of color or surfacing will be made to the exterior of the structures and architecturally or historically significant interior features as determined by the SHPO without the written approval of the SHPO.
3. No new construction of any kind whatsoever on the property shall be under taken without prior approval of the SHPO.
4. In the event of violation of the above restrictions, the SHPO may institute a suit to enjoin such violation or for damages by reason of any breach thereof.
5. These restrictions shall be binding on the Parties hereto, their successors, and assigns in perpetuity; however, the SHPO may, for good cause, and with the concurrence of the Advisory Council on Historic Preservation (ACHP) modify or cancel any or all of the foregoing restrictions upon written application of the GRANTEE, its successors or assigns.

The acceptance of the delivery of this Deed shall constitute conclusive evidence of the agreement of the GRANTEE to be bound by the conditions, restrictions, and limitations and to perform the obligations herein set forth.

The sound signal cited in Schedule A can be a source of noise pollution and could cause hearing impairment. The signal will automatically activate when fog is detected. The GRANTEE and its assigns, shall keep and maintain warning signs at: (1) all access points to the conveyed property by land or vessel, and (2) in the interior of the structure at the exits to warn of the sound signal.

(1) The warning signs at access points shall read:

"DANGER. ENTRY NOT AUTHORIZED WHEN THE SOUND SIGNAL IS OPERATING."

(2) The warning signs in the buildings shall read:

"DANGER. WHEN THE SOUND SIGNAL IS OPERATING, YOU MAY NOT LEAVE THIS BUILDING WITHOUT WEARING PROPER OCCUPATIONAL SAFETY AND HEALTH ADMINISTRATION APPROVED HEARING PROTECTION."

In compliance with Pub. L. 96-510, Title I, sec. 120, Dec. 11, 1980, as added by Pub. L. 99-499, Title I, sec. 120(a), Oct. 17, 1986, a search of U.S. Coast Guard agency files does not show the presence of any hazardous substances. Any remedial action necessary after transfer, attributable to the U.S. Coast Guard shall be conducted by the United States.

This deed is executed and delivered to the Town of Cape Elizabeth, Maine, c/o Town Manager, Town Hall, Cape Elizabeth, Maine 04107, and its assigns, without any other covenants whatsoever, either express or implied.

In WITNESS WHEREOF, the UNITED STATES OF AMERICA, acting by and through the SECRETARY OF TRANSPORTATION, or his delegee has caused these presents to be executed in its name and behalf this 13th day of October 1993.

UNITED STATES OF AMERICA
ACTING BY AND THROUGH THE
SECRETARY OF TRANSPORTATION

[Signature]
P. A. BUNCH, Rear Admiral
U. S. COAST GUARD

Sworn to before me and subscribed
in my presence this 13th
day of October 1993
At Washington, D. C.

[Signature]

SEAL

Otto R. Argibay
Notary Public, District of Columbia
My Commission Expires Sept 14, 1997

My Commission Expires

SCHEDULE A

"Portland Head Lighthouse" means the Coast Guard lighthouse located at Cape Elizabeth, Maine, including the attached keeper's dwelling, several ancillary buildings, the associated fog signal, and such lands as may be necessary to enable the Town of Cape Elizabeth to operate at that lighthouse a nonprofit center for public benefit; and being more particularly described as follows:

Beginning at a point bearing N 0° 24' 30" E and distant forty-nine (49) feet, more or less, from a concrete monument marked "U.S." located on the westerly boundary line of the Light House Reservation, thence S 0° 24' 30" W, two hundred thirty-nine and five tenths (239.5) feet along said boundary line to a point at the top of a bluff, thence S 40° 20' 00" E eighty-six (86) feet, more or less, to a point at the low water line, thence easterly and then westerly around Portland Head following the low water line of Casco Bay to the point of beginning containing 1.2 acres more or less.

The "Portland Head Lighthouse" does not include the historical artifacts, title of which remains in the United States. The Coast Guard may loan the historical artifacts to the GRANTEE.

Recorded
Cumberland County
Registry of Deeds
11/10/93 10:50:10AM
John B. O'Brien
Register