

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: OCT 16 2002

WHA INC
60 ELM ST
WATERVILLE, ME 04901-0000

Employer Identification Number:
01-0454077
DLN:
17053229702032
Contact Person:
MICHAEL A LUDWIG ID# 31470
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
December 1998
Addendum Applies:
no

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Letter 1050 (DO/CG)

Filing Fee \$20.00

For Use By The Secretary of State

File No. . . . 19900184ND

Fee Paid . . . \$20.00

C. B.

Date NOV 1 1989

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

October 27, 19 89

Patricia Corbett

Deputy Secretary of State

A True Copy When Attested By Signature

Patricia A. French

Deputy Secretary of State

FIRST: The name of the corporation is WHA, Inc.

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:

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 Terri E. Connatser

Street & Number 60 Elm Street

City Waterville, Maine 04901
(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 six.

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

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)(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, 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:

1. Any director of the corporation may be removed by majority vote of the directors with cause.

Dated: July 10, 1989

INCORPORATORS

ADDRESSES

<u>Paul F. Jacques</u> (signature) Paul F. Jacques (type or print name)	Street 41 Oakland St., Waterville, Maine 04901 (city, state and zip code)
<u>Peter P. Maroon Sr.</u> (signature) Peter P. Maroon Sr. (type or print name)	Street 12 Hathaway St., Waterville, Maine 04901 (city, state and zip code)
<u>Lucille M. Grenier</u> (signature) Lucille M. Grenier (type or print name)	Street 60 Elm St., Apt. 4G Waterville, Maine 04901 (city, state and zip code)
<u>Laurent P. L'Heureux</u> (signature) Laurent P. L'Heureux (type or print name)	Street 166 First Rangeway Waterville, Maine 04901 (city, state and zip code)
<u>Kempton L. Wakefield</u> (signature) Kempton L. Wakefield (type or print name)	Street P.O. Box 1721 Waterville, Maine 04901 (city, state and zip code)
<u>Robert T. Cote</u> (signature) Robert T. Cote (type or print name)	Street 227 Water St., Waterville, Maine 04901 (city, state and zip code)
<u>16 Maroon St.</u> (type or print name)	Street Waterville, Maine 04901 (city, state & zip code)

MW

Fee Paid \$ 5.00
DCN 197318500040 AMEN
FILED
11/14/1997

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 under-
signed corporation executes and delivers for filing
the following Articles of Amendment:

Nancy B. Kelleher
Deputy Secretary of State

A True Copy When Attested
By Signature

Nancy B. Kelleher
Deputy Secretary of State

97321/088/08/03.088

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.

REVISION OF ARTICLE FOURTH:

"The minimum number of directors shall be 5 and the maximum number of directors shall be 9".

SECOND: This amendment was adopted on January 13, 19 97, 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: 60 Elm Street, Waterville, Maine 04901
(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.

Terri E. Connatser
(signature of clerk, secretary or asst. secretary)

WBA, INC.
(Name of Corporation)

By *Terri E. Connatser*
(signature)

Terri E. Connatser
(type or print name and capacity)

By *Terri E. Connatser*
(signature)

Secretary/Treasurer
(type or print name and capacity)

Dated: November 6, 1997

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.

119 21/080/08/053.080

Filing Fee (See Sec. 1401)

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

NONPROFIT CORPORATION

File No. 19900184ND Pages 2

Fee Paid \$ 10

DCN 1981881300036 PURP

FILED

07-JUL-98

STATE OF MAINE

ARTICLES OF AMENDMENT

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

<i>Nancy S. Kellner</i> Deputy Secretary of State
A True Copy When Attested By Signature
Deputy Secretary of State

1981881300036/079.000

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.

REVISION OF ARTICLE SECOND by adding the following language:

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(see back of form)

SECOND: This amendment was adopted on June 10, 1998, 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: 60 Elm Street, Waterville, Maine
(street, city and zip code)

04901

MUST BE COMPLETED FOR VOTE OF MEMBERS
I certify that I have custody of the minutes showing the above action by the members.
<i>TERRI E. CONNATSER</i> (signature of clerk, secretary or asst. secretary)

WHA, INC.
(Name of Corporation)

By *TERRI E. CONNATSER*
(signature)

TERRI E. CONNATSER
(type or print name and capacity)

By *TERRI E. CONNATSER*
(signature)

Secretary/Treasurer
(type or print name and capacity)

Dated: June 30, 1998

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.

FORM NO. MNPCA-9 Rev. 88

SUBMIT COMPLETED FORMS TO: Secretary of State, Station 101, Augusta, Maine 04333

B. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

BY LAWS
OF THE
WHA, INC.

ARTICLE I - THE CORPORATION

Section 1 - Name of Corporation. The name of the Corporation shall be the "WHA, Inc."

Section 2 - Seal of Corporation. The seal of the Corporation shall be in the form of a circle and bear the name or initials of the Corporation and the year of its organization.

Section 3 - Office of the Corporation. The office of the Corporation shall be located within the City of Waterville, Maine, and shall be designated or may from time to time be changed, by a resolution adopted at any regular or special meeting of the Directors.

Section 4 - Purpose of Corporation. Notwithstanding any other provisions of these By Laws, the Corporation is organized exclusively for charitable purposes, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

The specific purposes of the Corporation is to organize, develop, financially assist, or manage on a non-profit basis, projects or programs providing low and moderate income rentals to elderly, handicapped, and/or families, which projects or housing may be fully responsible to pay real estate taxes to the City or Town where the rental units were located. Any earned proceeds shall be reinvested into the development of new projects or programs in the City of Waterville. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, 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.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaigning on behalf of any candidate for public office.

Section 5 - Members. The Corporation shall have no members.

ARTICLE 2 - OFFICERS

Section 1 - Officers. The officers of the Corporation shall be a President, Vice President, and Secretary-Treasurer. No person shall serve simultaneously as two officers.

Section 2 - President. The President shall preside at all meetings of the Corporation except as otherwise authorized by resolution of the Corporation. The President shall sign all contracts, deeds, and other instruments made by the Corporation. At each regular and special meeting, the President shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Corporation. The President shall render or cause to be prepared an annual report concerning such matters at each annual meeting with the Corporation.

Section 3 - Vice President. The Vice President shall perform the duties of the President in the absence or incapacity of the President, and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as the Corporation shall elect a new President.

Section 4 - Secretary-Treasurer. The Secretary-Treasurer shall manage the day to day operations of the Corporation, shall keep the records of the Corporation, act as Secretary of the meetings of the Corporation, and record all votes and keep a record of the proceedings of the Corporation in a journal to be kept for such a

purpose, and shall perform all additional duties incident to that office. The Secretary-Treasurer shall keep in safe custody the seal of the Corporation and shall have the power to affix such seal to all contracts and instruments authorized to be executed by resolution of the Corporation.

The Secretary-Treasurer of the Corporation shall have the care and custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Corporation may select. The Secretary-Treasurer shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Corporation. Except as otherwise authorized by a resolution and of the Corporation, all such orders and checks shall be countersigned by the President. The Secretary-Treasurer shall keep regular books of accounts showing receipts and expenditures and shall render to the Corporation at each regular meeting, or more often when requested, an accounting of the transactions and the financial condition of the Corporation. The Secretary-Treasurer shall give such bond for the faithful performance of these duties as the Corporation may determine. At each annual meeting of the Corporation, he or she shall render a report concerning the activities of the Corporation in which he or she participated during the year then ending.

In the absence of the Secretary-Treasurer, the Directors of the Corporation shall provide at each regular or special meeting for a Secretary-Treasurer Pro Tem, who shall perform the Secretary-Treasurer's duties until such time as the Secretary-Treasurer is again available or is replaced.

Section 5 - Directors of the Corporation. The Directors of the Corporation shall be six in number and shall consist of the six directors of the Waterville Housing Authority. The initial term of each director shall coincide with the remaining term of said director on the Board of the Waterville Housing Authority. Thereafter, each new term shall be for five (5) years as Director of the Corporation coinciding with the five (5) year terms of the Directors of the Waterville Housing Authority.

Section 6 - Duties of Directors. The Directors of the Corporation shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties or functions as may from time to time be required by the Corporation or its By Laws or which may arise by reason of their appointment to serve on committees functioning within the Corporation or in cooperation with other persons or groups.

Section 7 - Vacancies of Directors. Should any of the Directors resign or be removed during their term, the remaining Directors shall elect a successor to serve out the remaining term and until a

new Director is appointed pursuant to Section 6 hereof, at the expiration of the term of the resigned or removed Director.

Section 8 - Removal of Directors. Any director of the Corporation may be removed by a majority vote of the directors for cause including but not limited to a violation of the By Laws, or any resolutions of the Corporation, or for conduct prejudicial to the best interests of the Corporation.

Section 9 - Election or Appointment of Officers. The President and Vice President shall be elected at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for one (1) year or until their successors are elected and qualified. The Secretary-Treasurer of WHA, Inc. shall serve as Secretary-Treasurer of the Corporation. THE SECRETARY-TREASURER SHALL NOT BE A DIRECTOR AND SHALL HAVE NO VOTE WITH REGARD TO THE BUSINESS OF THE CORPORATION.

Section 10 - Vacancies of Officers. Should any of the offices of the Corporation become vacant during the one (1) year term, the Corporation shall elect a successor from the Directors at the next regular meeting, and such elections shall be only for the unexpired term of said office.

Section 11 - Additional Personnel. The Corporation may from time to time employ such personnel as is deemed necessary to exercise its powers, duties, and functions as prescribed by law of the State of

Maine. Selection and compensation of such personnel shall be determined by the Corporation subject to the laws of the State of Maine.

ARTICLE 3 - MEETINGS

Section 1 - General Provisions. Annual meetings and regular meetings of the Corporation shall be held at such time and place as may be designated or subsequently changed by resolution adopted by the Corporation at any regular or special meeting. In the event the date of any annual or regular meeting as provided in any resolution shall fall on a Sunday or legal holiday, the meeting shall be held on the next succeeding regular day at the place and time designated in the resolution.

Section 2 - Annual Meeting. Annual meetings of the Corporation shall be held with prior notice to all Directors during the second week of December for the purpose of electing officers, receiving the annual reports of the officers, and for the conducting of such other business as may come before the meeting.

Section 3 - Regular Meetings. Regular meetings of the Corporation shall be held quarterly for the transaction of the business of the Corporation at a date, time, and location established by the officers at the annual meeting.

Section 4 - Special Meetings. The President of the Corporation may call a special meeting of the Corporation for the purpose of transacting any business designated in the call when deemed necessary and shall call a special meeting of the Corporation upon the written request by any two (2) Directors. The call for a special meeting may be delivered to any Director or may be mailed to their business or home address at least two (2) days prior to the date of the special meeting. Notice of a special meeting may be waived by unanimous consent of all the Directors. At such special meeting, no business shall be considered other than as designated in the call, but if all Directors are present, any and all business may be transacted at such special meeting.

Section 5 - Quorum. The powers of the Corporation shall be vested in the Directors. Four (4) Directors shall constitute a quorum for the purpose of conducting business and exercising the Corporation's powers and for all other purposes. A smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Corporation upon a vote of the majority of the Directors present.

Section 6 - Order of Business. At the regular meeting of the Corporation, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting
3. Bills and communications
4. Secretary's report
5. Treasurer's report
6. Committee reports
7. Unfinished business
8. New business
9. Directors matters of communications
10. Adjournment

All resolutions shall be in writing and shall be copied or entered in a journal of the proceedings of the Corporation.

Section 7 - Manner of Voting. The voting on all questions coming before the Corporation, other than matters of procedure and the election or appointment of officers, shall be by roll call, and the Aye's and Nay's of the vote shall be entered upon the minutes of the meeting.

ARTICLE 4 - AMENDMENTS

Amendments to By Laws. The By Laws of the Corporation shall be amended by resolution adopted by the affirmative vote of at least five (5) Directors at a regular or special meeting, held after seven (7) days' notice in writing of the substance of the proposed amendment has been sent to each Director.

ARTICLE 5 - DIRECTORS COMPENSATION

Section 1. All Directors shall be entitled to receive reimbursement for any and all expenses incurred by them in the performance of their duties and responsibilities as a Director or officer of the Corporation.

Section 2. No Director or officer of the Corporation, and no Commissioners, officer, or employee of the City of WHA, Inc., during their tenure or term in office, or for one (1) year thereafter, shall have any interest, direct or indirect, or receive any income from any contract, subcontract, or arrangement connected with any Corporation project or property during the planning, developments, or managing of any projects or program by this Corporation.

ARTICLE 6 - INDEMNIFICATION

Section 1 - Power to Indemnify. The Corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses including attorneys' fees,

judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit, or proceeding by judgment order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2 - Indemnity Against Expenses. Any provision of Sections 1 or 3 of this Article to the contrary notwithstanding, to the extent that a Director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably

incurred by him in connection therewith. The right to indemnification granted by this section may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a Court in the action, suit, or proceeding wherein he was successful on the merits or otherwise.

Section 3 - Indemnity Made by Corporation. Any indemnification under Section 1 of this Article, unless ordered by a court or required by the By Law, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the Director, officer, employee or agent may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Section 4 - Expenses Incurred in Civil or Criminal Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 3 upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

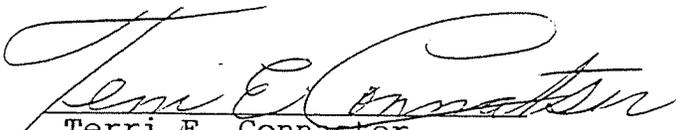
Section 5 - Power to Purchase Insurance. A Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this Article.

ARTICLE 7 - DISSOLUTION

Section 1 - Voluntary Dissolution. Upon the dissolution of the Corporation or the termination of its activities, all of the remaining assets and property of the Corporation shall, after

necessary expenses thereof, be distributed to the Waterville Housing Authority, an exempt Corporation, or its successors in interest, or if none, to the City of Waterville, Maine, a local government entity, or 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, or to any other organizations to be used in such a manner as in the judgment of a justice of the Supreme Court of the State of Maine best accomplishes the general purposes for which this Corporation was formed.

A TRUE COPY ATTEST:


Terri E. Connaster
Secretary/Treasurer

CONSENT IN LIEU OF DIRECTORS SPECIAL MEETING

Pursuant to the provisions of 13-A, M.R.S.A., Section 711, the undersigned being all of the directors of WHA, Inc., by this unanimous written consent to an action which may be taken by the directors without a meeting, make the following amendments to the By-Laws of said Corporation, to-wit:

AMENDMENT TO THE BY-LAWS OF WHA, INC., Article 2, Section 9 – Election or Appointment of Officers, is amended to read as follows:

Section 9 – Election or Appointment of Officers. The President and Vice President shall be elected at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for one (1) year or until their successors are elected and qualified. The Secretary-Treasurer of *Waterville Housing Authority, Inc.* shall serve as Secretary-Treasurer of the Corporation. **THE SECRETARY-TREASURER SHALL NOT BE A DIRECTOR AND SHALL HAVE NO VOTE WITH REGARD TO THE BUSINESS OF THE CORPORATION.**

AMENDMENT TO THE BY-LAWS OF WHA, INC., Article 2, Section 5 is deleted and Replaced with the following:

Section 5 – Directors of the Corporation: The Directors of the Corporation shall be five in number with no more than two of the Directors to simultaneously serve as Directors / Commissioners of the Waterville Housing Authority. Those Directors of WHA, Inc. who simultaneously serve as Directors / Commissioners of the Waterville Housing Authority shall be selected by the Board of Commissioners of the Waterville Housing Authority to serve as Directors of WHA, Inc. The remaining directors shall be nominated and approved by the two directors who simultaneously serve as Directors / Commissioners of the Waterville Housing Authority.

Each Director shall serve a five (5) year term, however, the term of those Directors who simultaneously serve as Commissioner / Director of the Waterville Housing Authority and Director of WHA, Inc. shall not exceed the term which they serve as Commissioner / Director of the Waterville Housing Authority.

AMENDMENT TO THE BY-LAWS OF WHA, INC. Article 2, Section 2 – President, is amended as follows:

Section 2 – President: The President shall preside at all meetings of the Corporation except as otherwise authorized by resolutions of the Corporation. The President shall sign all contracts, deeds, and other instruments made by the Corporation, *unless these tasks are otherwise specifically authorized by resolution of the Corporation to be conducted by the Secretary-Treasurer as part of the day to day operation of the Corporation.* At each regular and special meeting, the President shall submit such recommendations and information as he may consider proper concerning

the business affairs and policies of the Corporation. The President shall render or cause to be prepared an annual report concerning such matters at each annual meeting with the Corporation.

The undersigned further direct that this consent in lieu of directors special meeting Be filed with the permanent records of the corporation.

