

Form **990-EZ**

Department of the Treasury
Internal Revenue Service

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning , 2008, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Hand in Hand / Mano en Mano Number and street (or P O box, if mail is not delivered to street address) Room/suite P.O. Box 573 City or town, state or country, and ZIP + 4 Milbridge, ME 04658-0573	D Employer identification number 01 0836208 E Telephone number (207) 546-3006 F Group Exemption Number ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). **G Accounting method:** Cash Accrual Other (specify) ▶

I Website: ▶ www.manoenmanocenter.org **H Check** ▶ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

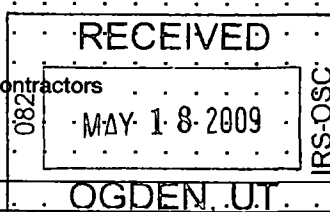
J Organization type (check only one) — 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check ▶ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **74,021**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

	Description	Code	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	71,416
	2 Program service revenue including government fees and contracts	2	2,156
	3 Membership dues and assessments	3	0
	4 Investment income	4	37
	5a Gross amount from sale of assets other than inventory	5a	0
	b Less: cost or other basis and sales expenses	5b	0
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	0
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ 508 of contributions reported on line 1)	6a	47
	b Less: direct expenses other than fundraising expenses	6b	0
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	47	
7a Gross sales of inventory, less returns and allowances	7a	0	
b Less: cost of goods sold	7b	0	
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0	
8 Other revenue (describe ▶ <u>reimbursed expenses</u>)	8	365	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	9	74,021	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	7,638
	11 Benefits paid to or for members	11	0
	12 Salaries, other compensation, and employee benefits	12	44,952
	13 Professional fees and other payments to independent contractors	13	1,787
	14 Occupancy, rent, utilities, and maintenance	14	4,232
	15 Printing, publications, postage, and shipping	15	784
	16 Other expenses (describe ▶ <u>see attachment</u>)	16	8,052
17 Total expenses. Add lines 10 through 16	17	67,445	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9).	18	6,576
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return).	19	26,305
	20 Other changes in net assets or fund balances (attach explanation)	20	0
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	32,881



Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	24,660	31,706
23 Land and buildings	0	0
24 Other assets (describe ▶ <u>equipment: computers</u>)	1,645	1,175
25 Total assets	26,305	32,881
26 Total liabilities (describe ▶)	0	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	26,305	32,881

SCANNED JUN 15 2009

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	✓	
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
35a	a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		✓
35b	b If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
37b	b Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		✓
38b	b If "Yes," complete Schedule L, Part II and enter the total amount involved		
39	Section 501(c)(7) organizations. Enter:		
39a	a Initiation fees and capital contributions included on line 9		
39b	b Gross receipts, included on line 9, for public use of club facilities		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
40b	b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		✓
40c	c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
40d	d Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
40e	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ Maine		
42a	The books are in care of ▶ Noah Scher Telephone no. ▶ (207) 546-3006 Located at ▶ 51 Main St. Milbridge, ME ZIP + 4 ▶ 04658-0573		
42b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		✓
42c	c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶		✓
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		<input type="checkbox"/>
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

- | | Yes | No |
|-----|-----|----|
| 46 | | ✓ |
| 47 | | ✓ |
| 48 | | ✓ |
| 49a | | ✓ |
| 49b | | |
- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization(s) a section 527 organization?
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
Total number of other independent contractors each receiving over \$100,000 . . . ▶		

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *Noah Scher* Date: 5/11/09

Noah Scher, Treasurer of the Board
Type or print name and title

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4: _____ Preparer's Identifying Number (See instructions): _____

EIN: _____ Phone no.: () _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Form 990-EZ (2008)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		5,649	66,549	57,926	71,416	201,540
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf		0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge		0	0	0	0	0
4 Total. Add lines 1-3		5,649	66,549	57,926	71,416	201,540
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						48,608.40
6 Public support. Subtract line 5 from line 4.						152,931.60

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4		5,649	66,549	57,926	71,416	201,540
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		1	8	22	37	68
9 Net income from unrelated business activities, whether or not the business is regularly carried on		0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		170	1,099	3,478	2,521	7,268
11 Total support. Add lines 7 through 10						208,876
12 Gross receipts from related activities, etc. (see instructions)					12	47
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3 % support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3 % support tests—2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3 % support tests—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part I, Line 16 (990EZ) – Other Expenses

Automobile Expenses	660
Conference	190
Depreciation	470
Dues and Subscriptions	195
Event	271
Insurance	1,321
Miscellaneous	81
Program Expenses	950
Real Estate	1,000
Supplies	1,747
Travel	1,047
Website	120
Total	8,052

Part III, Line 31 (990EZ) – Other Program Services

Summer Camp	2,622
Affordable Housing	1,387
Dollars for Scholars	1,195
Adult ESL Classes	213
Total	5,417

Part V, Line 33 (990EZ) – Change in Activities

Scholarship support for individuals pursuing higher education is a new area of activity for us. We paid the tuition of high school students completing an English Language course during the summer. See Part III, Line 29 (990EZ). This was our second year covering tuition for these students. During 2008 we formed a chapter of the national organization Dollars for Scholars and gave away our first scholarships, totaling \$1,000. We are going to continue offering this kind of scholarship support into the foreseeable future.

Part V, Line 34 (990EZ) – Changes to Governing Documents

See attached conformed copy of articles and bylaws with amendments and changes.

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF INCORPORATION

Filing Fee \$40.00

File No. 20050606ND Pages 4

Fee Paid \$ 40

DCN 2051321400033 ARTI

FILED

05/03/2005

Julie R. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

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 Hand in Hand/Mano en Mano

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:
To serve as a resource in the areas of health, education and social advocacy. In order to build a strong community there is a need for these services to be appropriately accessible to all.
- 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 name and registered office of the Registered Agent who must be a Maine resident, whose office is identical with the registered office; or a corporation, domestic or foreign, profit or nonprofit, having an office identical with such registered office:

Anais G. Tomezsko

(name)

6 North Main Street, Milbridge, ME 04658

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

PO Box 573, Milbridge, ME 04658

(mailing address if different from above)

FOURTH: 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 _____.

The minimum number of directors (not less than 3) shall be 3 and the maximum number of directors shall be 20.

FIFTH: 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. *see exhibit B*

SIXTH: (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.

SEVENTH: (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

DATED May 2, 2005

Faye M. Bushey
(signature)

Street Box 941 US Rt 1
(residence address)

Faye M. Bushey
(type or print name)

Steuben ME 04680
(city, state and zip code)

Morna B. Bell
(signature)

Street 456 Wymen Rd.
(residence address)

Morna B. Bell
(type or print name)

Milbridge ME 04658
(city, state and zip code)

Alis Taylor
(signature)

Street 242 Sacarap Rd
(residence address)

Anais Tomezsko
(type or print name)

Columbia ME 04623
(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)

Acceptance of Appointment of Registered Agent

The undersigned hereby accepts the appointment as registered agent for the above-named domestic nonprofit corporation.

DATED May 2, 2005

Alis Taylor
(signature of registered agent)

Anais Tomezsko
(type or print name)

Note: If the registered agent does not sign this form, Form MNPCA-18 (13-B MRSA §304.3) must accompany this document.

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

Exhibit "A"

Articles of Incorporation for **Hand in Hand/Mano en Mano**

Seventh:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization 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.

Exhibit "B"

Articles of Incorporation for Hand in Hand/ Mano en Mano

Fourth:

The corporation shall have one class of members. Members shall consist of interested community members who pay annual dues. Members have the right to attend board of director's meetings, but have no official vote.

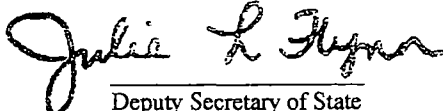
Minimum Filing Fee \$10.00. An additional \$10 filing fee if changing the purpose

DOMESTIC
NONPROFIT CORPORATION

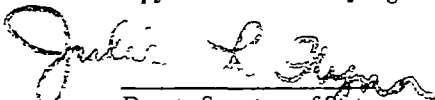
STATE OF MAINE

ARTICLES OF AMENDMENT

File No. 20050606ND Pages 2
Fee Paid \$ 10
DCN 2053481500011 AMEN
---FILED---
12/13/2005


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Hand in Hand / Mano en Mano

(Name of Corporation)

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

Nature of Change : Adding Section

Eighth Article:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of disributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponsing section of any future federal tax code.

THIRD: ("X" one box only) The amendment was adopted on (date) 12/01/05 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

6 North Main Street, PO Box 573 Milbridge, ME 04658

(street, city, state and zip code)

DATED 12/02/05

*By Faye M. Bushey
(signature)

Faye M. Bushey, President
(type or print name and capacity) of Board

*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

Mah Schue

(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**

NONPROFIT CORPORATION

STATE OF MAINE

CHANGE OF REGISTERED AGENT
and/or
REGISTERED OFFICE

Hand in Hand / Mano en Mano

(Name of Corporation)

1 File No. 20050606ND Pages 2
Fee Paid \$ 15
DCN 2081421400098 RO
FILED
05/09/2008

Julie H. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

[Signature]
Deputy Secretary of State

Pursuant to 13-B MRSA §305.1 or 13-B MRSA §1212 2, the undersigned corporation executes and delivers for filing the following Change of Registered Agent and/or Registered Office as authorized by a resolution duly adopted by the board of directors:

FIRST: ("X" all boxes that apply)

- | | | | | | |
|----|-------------------------------------|-----------------------------|----|--------------------------|--|
| A. | <input checked="" type="checkbox"/> | change of registered office | B. | <input type="checkbox"/> | change of registered agent and registered office |
| C. | <input type="checkbox"/> | change of registered agent | D. | <input type="checkbox"/> | change in name of current registered agent |

SECOND: The name and registered office of the registered agent appearing on the record in the Secretary of State's office
Anais G. Tomezsko

(name of current registered agent)

6 North Main Street, Milbridge, Maine 04658

(street, city, state and zip code)

THIRD: Complete this Item as follows based on your selection in Item First.

- A. The address of the new registered office (provide address information only).
- B. The name and registered office of the new registered agent, who must be an individual Maine resident or a corporation, foreign or domestic, authorized to do business or carry on activities in Maine (provide name and address information).
- C. The name of the new registered agent, who must be an individual Maine resident or a corporation, foreign or domestic, authorized to do business or carry on activities in Maine (provide name only); OR
- D. The new name of the current registered agent (provide name only).

(name of new registered agent or new name of current registered agent)

51 Main Street, Milbridge, Maine 04658

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

(mailing address if different from above)

FOURTH: (To be completed by a foreign corporation)

A Jurisdiction of incorporation _____

B Date of authorization to carry on activities in this State _____

FIFTH: The undersigned registered agent of the following nonprofit corporation(s), who has changed the address of the registered office **OR** who has changed his or her name, has notified each nonprofit corporation of the change indicated in Item Third A or D.

Name of Nonprofit Corporation

Hand in Hand / Mano en Mano

____ Names of additional limited attached hereto as Exhibit ____ and made a part hereof

Note The following must be signed by the proper person as designated below.*

DATED 5/2/08

*By Anais G Tomeszko
(signature)

Anais G Tomeszko, Registered Agent
(type or print name and capacity)

*By _____
(signature)

(type or print name and capacity)

File No. 20050606ND Pages 2
Fee Paid \$ 20
DCN 2081421400097 AMEN
---FILED---
05/09/2008

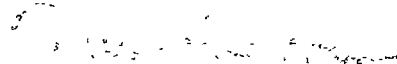
DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT


Deputy Secretary of State

A True Copy When Attested By Signature


Deputy Secretary of State

Hand in Hand / Mano en Mano

(Name of Corporation)

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.

Nature of Change: Purpose

Second Article.

To serve as a resource to and advocate for the Latino community in coastal Washington County
in the areas of health care and access to social services; to provide educational opportunities,
and to develop affordable housing for farmworkers

Nature of Change: Number of Directors

Fourth Article

The minimum number of directors shall be 4 and the maximum number of directors shall
be 20.

Nature of Change . Adding Section

Ninth Article

No part of said organization's earnings may benefit any of its members, founders, or
contributors

THIRD: ("X" one box only.) The amendment was adopted on (date) 5/7/08 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

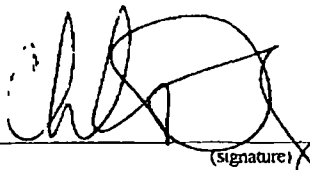
(If no members, or none entitled to vote thereon) By majority vote of the board of directors

FOURTH: The address of the registered office of the corporation in the State of Maine is __

51 Main St. PO Box 573 Milbridge, ME 04658

(street, city, state and zip code)

DATED 5/7/08

*By  _____
(signature)

Chloe Dowley, President of the Board


(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)

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**

FORM NO MNPCA-9 (2 of 2) Rev 9/16/2005

TEL. (207) 624-7752

BYLAWS
Of
Hand in Hand/ Mano en Mano
Approved August 13, 2005
Amended April 12, 2008
Amended on May 7, 2008

- I. NAME – The name of the corporation shall be Hand in Hand/ Mano en Mano.
- II. PURPOSE
- A. To build a strong and diverse community in coastal Washington County by serving the Latino population in the areas of education, health, and social advocacy; and to develop affordable housing for farmworkers.
- B. The corporation is empowered to:
1. receive, use, and hold by means not inconsistent with law or contrary to public policy any gift, devise, or bequest, tangible or intangible personal property or real-estate; and
 2. sell, convey, mortgage, lease or rent real or personal property, and invest and reinvest the proceeds there from, subject to any restriction contained in a gift instrument when approved by a 2/3 vote of the corporate membership at any regular or special meeting when quorum requirements have been met, and after written notice to the membership has been made; and
 3. these purposes and powers shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article.
- C. 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.
- D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
1. By an organization exempt from Federal income tax under IRC 501c3 or corresponding provisions of any subsequent laws;
 2. by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- E. Distribution of earnings and dissolution of the corporation shall be in accordance with “Exhibit A” of the Articles of Incorporation.
- III. OFFICERS – These officers shall be elected annually by a majority vote:
- A. President- shall serve as chairperson at all meetings; and as ex officio Member of all committees except nominating committee.

- B. Vice President- shall serve in the President's stead in her/his absence.
- C. Secretary/Treasurer or separate Secretary and Treasurer as determined by the Board.
 - 1. Secretary – shall record the minutes of all meetings; shall conduct correspondence; and maintain current membership records.
 - 2. Treasurer – shall maintain the corporation's financial records; submit monthly and annual financial reports; and pay bills as approved by the Board. The Treasurer may be bonded at the discretion of the Board.

IV. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the officers, elected for one year terms, and Board members elected for three-year terms on a rotating basis.
- B. In the event of resignation, death, or incapacity of any Board member, the Board shall fill the vacancy until the next annual meeting.
- C. The Board of Directors shall meet at the call of the President or upon the written request of any three members thereof.
- D. Four members shall constitute a quorum of the Board for the transaction of Board business.
- E. Any Director may be removed from the Board by an affirmative 2/3 vote for conduct detrimental to the interest of, or lack of sympathy to, the interests of Hand in Hand/ Mano en Mano.
- F. Directors must attend meetings. Failure to attend 4 consecutive meetings (or 6 meetings during the course of a year) without valid excuse may be deemed as a resignation, and the Board shall determine whether the absent Director's seat shall be vacated.
- G. The Board of Directors shall have a minimum number of 4 and a maximum number of 20 members constituted from a broad representation of interests.

- V. MEMBERSHIP – The membership of the corporation will consist of all who pay annual dues as determined at the annual meeting. See Articles of Incorporation for rights of members.

VI. MEETINGS

- A. Regular meetings shall be held on the second Saturday of the month, unless changed by the Board of Directors
- B. Special meetings shall be called by the President or upon the written Consent of at least three members.
- C. The Annual Meeting shall be held on the fourth Saturday of February for the election of officers and Board members, and an audited Treasurer's report. The fiscal year shall be from January 1st to December 31st.
- D. Four members in good standing shall constitute a quorum at any regular or special meeting. Members must have attended meetings for three months in order to be considered in good standing.
- E. A 2/3 majority vote of not less than twenty-five percent of the membership shall be required to change the name of the corporation. Members may vote by proxy.

VII. COMMITTEES

- A. Committees shall be chosen by the Board or at a regular meeting as the need arises.
- B. A nominating committee of three members shall be elected by the Membership at least two months before the annual meeting

VIII. AMENDMENTS OF BYLAWS – The Bylaws can be amended at any regular or special meeting of the corporation by a 2/3 vote of the members present, provided written notice of the proposed amendment has been given to the Board prior to the meeting.

IX. PARLIMENTARY PROCEDURE – “Robert’s Rules of Order” and the bylaws of the corporation shall adjudicate all questions of parliamentary procedure and order.

X. BANK ACCOUNTS

Those authorized to sign checks of the corporation are as follows: Executive Director, Board President, and Treasurer. Checks in the amount of \$1000.00 or less require only one signature. Checks in an amount greater than \$1000.00 require two signatures.