

443394

GRAND RAPIDS AREA COMMUNITY FOUNDATION

ARTICLES OF INCORPORATION

OFFICE OF COUNTY RECORDER

STATE OF MINNESOTA

County of Itasca

} ss

I hereby certify that the within instrument  
was filed in this office for record as

Document No. 443394

JUL 21 1993 at 9:50 a. M.

Date

LARRY A. UNGER

County Recorder

By

*Patricia Sparks*  
Deputy

100 NW Third Street

Grand Rapids, Minnesota 55744

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ARTICLE I

The name of the corporation shall be: **Grand Rapids Area Community Foundation.**

ARTICLE II

The registered office of the corporation shall be located at 100 NW Third Street, Grand Rapids, Minnesota 55744.

ARTICLE III

The corporation is formed to carry out exclusively charitable, religious, scientific, literary, cultural or educational purposes within, or which relate to, the Grand Rapids area and which are consistent with the specific powers set forth in Article IV hereof.

ARTICLE IV

The corporation is organized and shall be operated for exclusively charitable, religious, scientific, literary, cultural or educational purposes. The corporation shall promote these purposes and projects of every nature on its own behalf or as agent for others. The corporation also shall assist and contribute to individuals for the purposes so described and to corporations, associations, organizations and institutions organized and operated for the purposes so described. The corporations, associations and institutions which shall be assisted and/or contributed to, shall be operated, at all times, consistently with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and Minnesota Statutes, Section 290.05, Subd. 2, as are now enacted or as they may hereafter be amended. The corporation shall have such powers as are required by and are consistent with its stated purposes, including the power to acquire and receive funds and property of every nature, whether by purchase, conveyance, lease, gifts, grant, bequest, legacy, agreement or otherwise, and to own, hold, expend, make gifts, grants and contributions of, and to convey, transfer and dispose of any funds, property or the income therefrom, in order to further the

purposes of the corporation as set forth above, and to lease, mortgage, encumber and use the same and in addition thereto, shall have the following powers:

(1) Power, in the discretion of the Board of Trustees, to receive, accept, administer and dispose of funds or other assets contributed to the corporation, notwithstanding that the conditions for use and disposition of the assets or some part thereof may be for the benefit of charitable, religious, scientific, literary, cultural or educational uses and purposes beyond the Grand Rapids area.

(2) Power, in the discretion of the Board of Trustees, to enter into agreements with any corporation, person, or foundation, not consistent with the provisions of Article IV, subparagraph 3 hereof, under which the corporation shall receive, accept, administer and dispose of funds or other assets contributed to it for exclusively charitable, religious, scientific, literary, cultural or educational uses and purposes as may be provided for by the agreement.

(3) Power, to modify or eliminate any restrictions, limitation or condition on the distribution of funds, including their use for any specified purposes or their distribution to specified organizations, if in the sole judgment of a majority of all of the members of the Board of Trustees (without the necessity of the approval of any trustee, custodian or agent), such restriction, limitation or condition becomes, by change of circumstances, in effect, unnecessary, incapable of fulfillment, or inconsistent with the proper charitable, religious, scientific, literary, cultural or educational uses and purposes of the Grand Rapids area.

(4) Such other powers consistent with the purposes set forth herein and the purposes and powers which are afforded to the corporation by Minnesota Statutes, Chapter 317A (Minnesota Nonprofit Incorporation Act), as now enacted or as hereafter amended, and such powers as shall be necessary to carry out fully the purposes of the corporation set forth herein; provided, however, that all powers of the corporation shall be exercised only so that the corporation's operation shall be as contemplated by Section 501(c)(3) of the Code and of Minnesota Statutes 290.05, Subd. 2 as they are now enacted or as they may hereafter be amended.

**ARTICLE V**

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members and no part of the net income or net earnings of the corporation shall inure to the benefit of any trustee, member, officer or shareholder. No substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as may be permitted by Section 501(b) of the Code as now enacted or hereafter amended), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

The corporation shall not lend any of its assets to any officer, trustee or member of the corporation or guarantee to any other person the payment of a loan by any officer, trustee or member of the corporation.

**ARTICLE VI**

The period of duration of corporate existence of the corporation shall be perpetual.

**ARTICLE VII**

The management and direction of the business of the corporation shall be vested in a board of directors known as the Board of Trustees. The number, term of office, method of selection, powers, authority and duties of the Trustees of the corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the provision of these Articles shall be specified from time to time by the Bylaws of the corporation. The Board of Trustees may act by and through such committees as may be specified by the Bylaws of the corporation or in a resolution adopted by the vote of a majority of the whole number of trustees. Any action may be taken by the Board of Trustees by written action signed by the number of trustees that

would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present; provided that all trustees shall be notified of the text of the written action prior to the signing by any of the trustees. All trustees shall be notified immediately of the effective date of any such written action that is duly taken.

#### **ARTICLE VIII**

The names of the incorporators and first Trustees of the corporation are as follows:

Warren Anderson  
Charles P. Driscoll  
Rick Glorvigen  
Susan Hawkinson  
John Licke  
Ken Lundgren  
Wayne Mills  
Kent Nyberg

Jane Reif  
Wendy Roy  
Tom Saxhaug  
Mary Streufert  
Barbara Swentkofske  
Ann Welliver  
Steve Wilcox

#### **ARTICLE IX**

The members of the Board of Trustees of the corporation shall be the voting members of the corporation. In accordance with the Bylaws promulgated by the Board of Trustees, the Board of Trustees may establish classifications and procedures for the selection of additional members (if any). Each voting member of the Board of Trustees shall continue to be such a member as long as he or she is a member of such Board of Trustees. Members of the Board of Trustees shall have voting rights both as trustees and as members.

#### **ARTICLE X**

Incorporators, officers and trustees of this corporation shall have no personal liability for the debts or obligations of the corporation of any nature whatsoever, nor shall any of the property of the incorporators, officers and trustees of this corporation be subject to the payment of the debts or obligations of this corporation to any extent whatsoever, and shall be exculpated and indemnified for their action or inaction to the

extent permitted by law, including but not limited to, the protection provided by Minn. Stat. 317A.257.

#### ARTICLE XI

The corporation shall have no capital stock.

#### ARTICLE XII

The Board of Trustees may amend these Articles of Incorporation to include or omit any provision which could be lawfully included or omitted at the time such amendment is made. Any amendment of these Articles may be submitted and voted upon at a single meeting of the Board of Trustees and shall be adopted at such meeting upon receiving more than seventy-five percent (75 %) of the vote of all members of the Board of Trustees present and entitled to vote. No amendment of any provision of these Articles requiring a specific vote may be made unless such amendment receives the support of at least that number of trustees required in such provisions to take action.

#### ARTICLE XIII

The corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated for one or more of the purposes of the corporation, and described in Section 501(c)(3) of the Code, as now enacted or amended, or to the State of Minnesota or any political subdivision or agency for exclusively public purposes, in such proportions as the Board of Trustees of the corporation shall determine. Nothing shall be construed to affect the disposition of property and assets held by the corporation upon trust or other condition, or subject to any executory of special limitation and such property, upon dissolution of the corporation, shall be transferred in accordance with the trust condition or limitation imposed with respect to it; provided, however, that property and assets so disposed of shall be transferred with the power of

the transferee to modify or eliminate such restriction, condition, limitation or trust consistent with the provisions of Article IV, subparagraph 3 hereof. Any assets not so disposed of shall be disposed of by the Minnesota District Court, located in Itasca County, Minnesota exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as said Court shall select.

We swear that the foregoing is true and accurate and that we have the authority to sign this document on behalf of the corporation

*Warren Anderson*

Warren Anderson

*Charles P. Driscoll*

Charles P. Driscoll

*Rick Glorvigen*

Rick Glorvigen

*Susan Hawkinson*

Susan Hawkinson

*John Licke*

John Licke

*Ken Lundgren*

Ken Lundgren

*Wayne Mills*

Wayne Mills

*Kent Nyberg*

Kent Nyberg

*Jane Reif*

Jane Reif

*Wendy Roy*

Wendy Roy

*Tom Saxhaug*

Tom Saxhaug

*Mary Streufert*

Mary Streufert

*Barbara Swentkofske*

Barbara Swentkofske

*Ann Welliver*

Ann Welliver

*Steve Wilcox*

Steve Wilcox

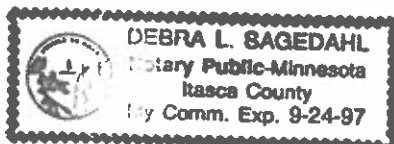
STATE OF MINNESOTA )  
 )ss.  
COUNTY OF ITASCA )

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 9 1993

*Joan Anderson Howe*  
Secretary of State

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 1993 by: Warren Anderson, Charles P. Driscoll, Rick Glorvigen, Susan Hawkinson, John Licke, Ken Lundgren, Wayne Mills, Kent Nyberg, Jane Reif, Wendy Roy, Tom Saxhaug, Mary Streufert, Barbara Swentkofske, Ann Welliver and Steve Wilcox.



*Debra L. Sagedahl*  
Notary Public