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ARTICLES OF INCORPORATION  
OF  
CENTRAL MINNESOTA AUDUBON SOCIETY, INC.

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317 Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be CENTRAL MINNESOTA AUDUBON SOCIETY, INC.

Article II.

The purpose of this corporation shall be:

To engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this corporation shall function as a chapter. No substantial part of this corporation's activities shall consist of carrying on propoganda, or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Always within the scope of its corporate purposes, the corporation shall be to:

- 1) bring together all persons interested in increasing their knowledge and appreciation of the natural world,
- 2) Receive gifts of money and property, invest and reinvest the corporate assets and apply the entire net income and, to the extent not restricted by the terms of the gift, such part if any, or all, of the principal as may be deemed advisable, in the furtherance of its corporate purposes
- 3) acquire by purchase, gift, grant, exchange or devise real and personal property and hold, administer, sell, convey, exchange, lease, and mortgage the same in furtherance of its corporate purposes.

ARTICLE III.

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

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ARTICLE IV.

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

ARTICLE V.

The location, by city, town, or other community, of the registered office of this corporation in this state is St. Cloud and the Post Office address is P.O. Box 753, St. Cloud, Minnesota 56301. County of Stearns.

ARTICLE VI.

The name and address of each of the incorporators is:

<u>NAME</u>	<u>ADDRESS</u>
James M. Barrett	1039 Sunset Ridge Road St. Cloud, Minnesota 56301
Gary A. Strandemo	121 SE 4th Ave. St. Cloud, Minnesota 56301
Thomas G. Weaver	520 6th Ave. S. St. Cloud, Minnesota 56301

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is six (6), and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
James M. Barrett	1039 Sunset Ridge Road St. Cloud, Minnesota 56301	1 year
Donald L. Rubbelke	1823 SE 15th Ave. St. Cloud, Minnesota 56301	1 year
Edmund A. Hibbard	Rural Route 1 St. Cloud, Minnesota 56301	1 year
Ann E. Vollmar	Rural Route 6 St. Cloud, Minnesota 56301	1 year
Thomas G. Weaver	520 6th Avenue South St. Cloud, Minnesota 56301	1 year
Steven F. Williams	1615 Millen Boulevard St. Cloud, Minnesota 56301	1 year

ARTICLE VIII.

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection is none.

ARTICLE IX.

The corporation shall not have capital stock.

In Testimony Whereof, we have hereunto subscribed our names this 12<sup>th</sup> day of Feb, AD 1981.

James M. Barrett  
James M. Barrett

Gary A. Strandemo  
Gary A. Strandemo

Thomas G. Weaver  
Thomas G. Weaver

State of Minnesota ss.  
County of Stearns

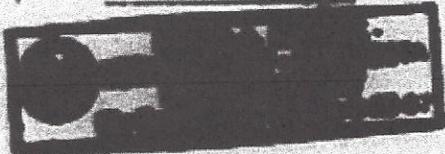
On this 12<sup>th</sup> day of February, 1981, personally appeared before me, James M. Barrett, Gary A. Strandemo and Thomas G. Weaver to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and each acknowledged this to be of their own free act and deed for the uses and purposes therein expressed.

Seal

Edward A. Kugel  
Notary Public, \_\_\_\_\_ County, Minn  
My Commission Expires \_\_\_\_\_

STATE OF MINNESOTA  
 DEPARTMENT OF STATE  
 I hereby certify that the within instrument was filed for record in this office on the 25 day of Feb A. D. 1981 at 4:20 o'clock P. M., and was duly recorded in Book 0-31 of Incorporations, on page 836

Jean Anderson Thore  
 Secretary of State



CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF

Central Minnesota Audubon Society, Inc.  
(Name of Corporation)

We, the undersigned, Donald Eubelke and Thomas Weaver, respectively the president ~~and~~

~~assistant secretary & treasurer~~ Central Minnesota Audubon Society, Inc.  
(Name of Corporation)

a corporation subject to the provisions of Chapter 317, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby certify that resolutions as hereinafter set forth were adopted by a two-thirds vote of the directors pursuant to Minnesota Statutes 317.27, Subd. 3, 4, or by a unanimous written authorization pursuant to Minnesota Statutes 317.22, Subd. 9, or at a meeting of the members of said corporation, pursuant to Minnesota Statutes 317.27 Subd. 2, notice of such meeting, proposal to amend and nature of such proposal having been mailed to each member entitled to vote thereon at least five days prior to such meeting, held at St. Cloud Public Library, in the city of St. Cloud, County of Stearns, as designated in such notice, on the 18th day of January, 1982, by an unanimous vote of said members presented in person or proxy:

"Resolved that the following article(s) of the articles of incorporation of Central MN Audubon Society  
(Name of Corporation)

be, and the same hereby (is) (are) amended to read as follows:

Article II

The purpose of this corporation shall be:  
To engage in any such educational, scientific, investigative, literary, historical, and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this corporation shall function as a chapter. The purpose of this society is exclusively charitable and educational, within the meaning of section 501 (c) (3) of the Internal Revenue Code.

(The rest of this article remains unchanged. The changes above involve the removal of the word "philanthropic" from the first sentence, and the addition of the entire second sentence.)

ARTICLE X

Upon the dissolution of the corporation, the assets of this Society remaining after payment of, or provision for, all debts and liabilities of this Society, shall be donated to National Audubon Society or its successor or, if unwilling or unable to accept said donation, to such organization or organizations having similar objectives and purposes as this Society, as the Board of Directors of this Society may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for purposes presently set forth in Section 501 (c) (3) of the Internal Revenue Code.

(The Article X above is entirely new to the Articles of Incorporation, but contains substantially the same language as the dissolution provision in the Constitution and By-Laws.)

*Handwritten initials/signature*

*Handwritten initials/signature*

IN WITNESS WHEREOF, we have subscribed our names this 21st day of January, 19 82

Donald L. Rubelle  
President  
Thomas G. Weaver  
Assistant Secretary and Treasurer

STATE OF MINNESOTA }  
County of STEARN } ss

The foregoing instrument was acknowledged before me this 21st day of January, 19 82 by Donald L. Rubelle and Thomas G. Weaver respectively the president (vice president) and the secretary (assistant secretary) of Central Minnesota Audubon Society Inc a Minnesota corporation, on behalf of the corporation.

NOTARIAL SEAL



A. William Jennings  
Notary Public SHERBURNE Co., Minn.  
My commission expires 12-6-88

DIRECTIONS

1. Type of print with dark black ink.
2. Filing fee is ~~\$9.00~~ 15.
3. If the amendment changes the registered office to a new county, the total fee is approximately ~~\$46.00~~ 25.
4. Mail or bring completed form to:

SECRETARY OF STATE  
CORPORATION DIVISION  
180 STATE OFFICE BUILDING  
ST. PAUL, MN 55155

FOR USE BY SECRETARY OF STATE

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 1 day of Feb A. D. 19 82 at 6:30 clock P. M., and was duly recorded in Book 2-58 of Incorporations, on page 655

James Anderson  
Secretary of State