

ARTICLES OF INCORPORATION
OF
THE MINNESOTA COUNCIL OF NONPROFITS, 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 the corporation shall be The Minnesota Council of Nonprofits.

ARTICLE II

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically, to support and conduct non-partisan research, educational and informational activities to increase public awareness of nonprofit activities; to provide research and information to foundations and corporate giving programs about the needs of organizations that serve or advocate for disadvantaged people; to research the contribution patterns of foundations and corporate giving programs; to sponsor reports, meetings and workshops for non-profit organizations about how to obtain charitable contributions; conduct research and education about government funding of nonprofit organizations; sponsor other services to strengthen the stability of the nonprofit sector; and to educate the general public about the funding needs of organizations that provide services or advocacy for disadvantaged people.

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ARTICLE III

The corporation shall not afford picuniary gain, incidentally or otherwise, to its members, directors, or officers, except that the corporation shall be authorized to make reasonable allowance in payment for actual expenditures incurred or services rendered for or on behalf of the corporation.

No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or of attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The duration of the corporate existence shall be perpetual.

ARTICLE V

The location of the registered office of the corporation shall be the Twin Cities metropolitan area, County of Hennepin, State of Minnesota.
330 HUMPHREY CENTER, 301 19TH AVE S, MINNEAPOLIS, MN 55455

ARTICLE VI

The names and addresses of the incorporators of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Terry Anderson	1900 Chicago Avenue, Minneapolis, MN 55404
Marcia Keller	2222 Elm Street SE, Minneapolis, MN 55414
Catherine Warrick	2104 Stevens Ave. South, Minneapolis, MN 55404

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ARTICLE VII

The management of the corporation shall be vested in a Board of Directors. The number of persons constituting the Board shall be fixed by the Bylaws to be adopted at the first meeting of the Board of Directors, and may be altered by amending the Bylaws. The Bylaws shall also fix the term of office and qualifications of the Board members.

The number of Directors constituting the first Board of Directors is three (3), their names and addresses being as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Terry Anderson	1900 Chicago Avenue, Minneapolis, MN 55404
Marcia Keller	2222 Elm Street SE, Minneapolis, MN 55414
Catherine Warrick	2104 Stevens Ave. South, Minneapolis, MN 55404

Members of the first Board of Directors shall serve until their successors have been duly elected and qualified by a vote of the membership at a general meeting, and subsequent elections will take place on an annual basis.

ARTICLE VIII

The corporation shall have no capital stock.

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ARTICLE IX

The corporation shall have and exercise any and all powers, rights, and privileges which a corporation organized under the Minnesota Nonprofit Corporation Act by law may now or hereafter have or exercise. Notwithstanding any provision of the Minnesota Nonprofit Corporation Act or any other law, the corporation and its directors, officers, and other agents shall conduct no activities not permitted to be conducted by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE X

The members of the corporation shall have no personal liability for obligations of the corporation.

ARTICLE XI

These Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors at any meeting, provided that notice of the proposed amendment shall have been given and the notice supplied to the Directors of such meeting.

ARTICLE XII

Upon dissolution of the corporation the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation in such a manner or to such organization(s) as the Board of Directors shall determine, provided that any organizations(s) selected for such purpose shall be organized and operated exclusively for charitable, educational or scientific purposes as to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as such may be amended. Any assets not disposed in this manner shall be disposed of by the District Court of Hennepin County exclusively for such purposes or to exempt organizations.

In Witness Whereof, the undersigned have hereunto set their hands this 4th day of December, 1986.

Maria Kellor

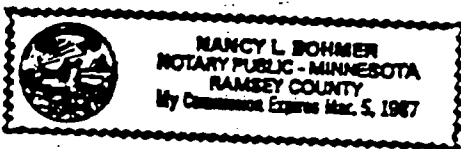
Jerry Anderson

Carlton A. Parrick

STATE OF MINNESOTA)
) SS.
COUNTY OF Hennepin)

The foregoing instrument was acknowledged before me this 4th day of December, 1986 by

Nancy L. Bohmer
NOTARY PUBLIC



SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: The Minnesota Council of Nonprofits

Corporate Charter Number: 1A-384

Chapter Formed Under: 317

This certificate has been issued on 12/04/1986.

Joan Anderson Grove
Secretary of State.