

RESTATED
ARTICLES OF INCORPORATION
OF
TEN MILE LAKE ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a nonprofit corporation under the provisions of Chapter 318 of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: Name

The name of this corporation shall be the Ten Mile Lake Association, Inc.

ARTICLE II: Purposes and Authority

The purposes of this corporation are to engage in, assist and contribute to the support of exclusively scientific and educational activities and projects. In support of such purposes, the main activities of the corporation shall include: (a) research on and preservation of natural resources and the environment; and, (b) to do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment of any of the foregoing purposes.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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).

ARTICLE III: Nonprofit Corporation

The corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IV: Duration

The period of duration of corporate existence of this corporation shall be perpetual or until dissolved by the membership.

ARTICLE V: Legislative or Political Activities

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE VI: Registered Office

The address of the registered office of this corporation in this state is The Ten Mile Lake Association, Inc., c/o Linda C. Schwartz, Fredrikson and Byron, P.A., 1100 International Centre, 900 Second Avenue South, Minneapolis, MN 55402.

ARTICLE VII: Directors

The management of the corporation shall be vested in a Board of Directors. The number, qualifications and terms of directors shall be fixed by the bylaws of the corporation and may be altered by amending the bylaws but shall never be fewer than the number required by law.'

The names, addresses and remaining terms of office of the directors are: Sven Ross Melgaard, 12887 Cambridge Circle, Leawood, KS 66209 (1 yr.); Stan Skaug, P.O. Box 24943, Omaha, NE 68124 (2 yrs.); Robert J. Crabb, 63 Colonia Miramonte, Scottsdale, AZ 85253, (2 yrs.); Roy B. Stromquist, HCR 2, Box 330 Hackensack, MN 56452 (1 yr.); George Schulte, HCR 2, Box 629, Hackensack, MN 56452 (2 yrs.); Maynard Blowers, Rt. 2, Box 160 Austin, MN 55912 (2 yrs.); John Elsenpeter, Walker, MN 56484 (2 yrs.); Mrs. Darwin Gray, HCR 2, Box 300, Hackensack, MN 56452 (2 yrs.); Willa Shonkwiler-Martin, HCR 2, Box 352, Hackensack, MN 56452 (1 yr.).

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors or, in cases where the action need not be approved by the members, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

ARTICLE VIII: Membership

The conditions and terms of and the qualifications for membership in the corporation shall be provided for in the bylaws.

ARTICLE IX: Personal Liability

No individual members, directors, or officers shall be personally liable for corporate obligations.

ARTICLE X: Capital Stock

The corporation shall have no capital stock.

ARTICLE XI: Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Cass County, MN, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE XII: Amendment of Articles

ARTICLES OF AMENDMENT
RESTATEd ARTICLES OF INCORPORATION
OF
TEN MILE LAKE ASSOCIATION, INC.

The undersigned hereby certifies that Restated Articles of Incorporation of Ten Mile Lake Association in the form attached hereto as Exhibit A were adopted at a meeting of the Board of Directors of Corporation duly convened and held on the 24th day of September, 1985, which Restated Articles supersede the original Articles and all amendments to them.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the Corporation.

Lisa E. Sandell
Secretary, Ten Mile Lake Association

STATE OF MINNESOTA)
) SS.
COUNTY OF Cass)

The foregoing instrument was acknowledged before me this 25th day September, 1985, by Lois Sandell, Secretary of Ten Mile Lake Association, Inc., a Minnesota Nonprofit Corporation, on behalf of the Corporation.

Wendy Cline
Notary Public)

