

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DEER LAKE ASSOCIATION OF ITASCA COUNTY

Pursuant to Minnesota Statutes Chapter 317A, the following Amended and Restated Articles of Incorporation have been properly adopted by the Board of Directors and the Voting Members of the corporation to supersede the original Articles of Incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be: Deer Lake Association of Itasca County
The corporation's registered office is located at: 4145 Washburn Ave So.
Minneapolis, MN 55410

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall operate to help preserve and maintain the high quality of Deer Lake and the surrounding natural environment. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (hereinafter, "the Code"), nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and

4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV **DIRECTORS/MEMBERS**

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

An action, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, 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. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors must be notified immediately of the text of the written action and its effective date. A director who does not sign or consent to the written action is not liable for the action.

ARTICLE V **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

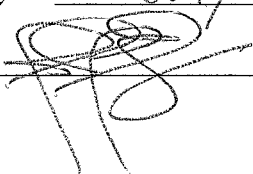
No person who has served or is serving as a director or officer shall be personally liable for obligations or debts of the corporation [based on their service as officer or director] except to the extent such person has unlawfully misappropriated funds to their use or benefit or is liable as a responsible party per state or federal law.

ARTICLE VI **DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of dissolution properly noticed to the Attorney General in accord with Minnesota Statutes section 317A.811 (as now enacted or hereafter amended) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be or distributed to the federal government, or to a state or local government, for a public purpose.

IN WITNESS OF, the undersigned executes these Restated Articles of Incorporation as of the
15th day of July, 2022

Signature

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right, positioned above a horizontal line.

President

Title



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OFFICE OF THE SECRETARY OF STATE
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Steve Simon

Steve Simon
Secretary of State