

K-121

NP - Restated Acts



45107630002

**ARTICLES OF AMENDMENT
OF
NICOLLET ISLAND – EAST BANK
NEIGHBORHOOD ASSOCIATION**

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, Nicollet Island – East Bank Neighborhood Association has adopted certain amendments to its Articles of Incorporation. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of Nicollet Island – East Bank Neighborhood Association.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NICOLLET ISLAND – EAST BANK
NEIGHBORHOOD ASSOCIATION**

**ARTICLE I
Name**

The name of the corporation is Nicollet Island – East Bank Neighborhood Association.

**ARTICLE II
Purposes and Powers**

1. The corporation is organized under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”), and in particular the operation of a neighborhood association for the Nicollet Island – East Bank neighborhood of Minneapolis, Minnesota.
2. The corporation may receive gifts, devises, and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the corporation was created. The corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and laws amendatory thereof and supplementary thereto.
3. Notwithstanding any provision herein, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
4. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the

publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III
No Pecuniary Gain

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors. No part of the net earnings of the corporation shall inure to the benefit of any director or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV
Duration

The duration of existence of the corporation shall be perpetual.

ARTICLE V
Registered Office

The registered office of the corporation in the state of Minnesota shall be 163 Island Avenue East, Minneapolis, Minnesota 55401.

ARTICLE VI
No Capital Stock

The corporation shall not have capital stock.

ARTICLE VII
Members

Membership in the corporation shall be set forth in the bylaws.

ARTICLE VIII
Board of Directors

1. The management of the business of the corporation shall be vested in a board of directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the bylaws of the corporation.

2. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if authorized by a writing or writings signed by the number of directors

that would be required to take the same action at a meeting of the board of directors at which all directors were present; provided that when action is taken by less than all directors, all directors must be notified immediately of its text and effective date; and provided further that the written action shall be effective when signed by the required number of the directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

**ARTICLE IX
No Personal Liability**

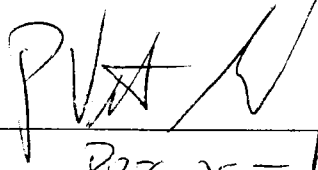
The directors and officers of the corporation shall not be personally liable for the acts, debts, liabilities, or obligations of the corporation to any extent whatsoever; nor shall any of the property of the directors or officers of the corporation be subject to the payment of any debts or obligations of the corporation.

**ARTICLE X
Dissolution**

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute the assets of the corporation to such organization or organizations, as the board may determine, which are organized and operated exclusively for charitable, educational, or scientific purposes and which qualify as exempt organizations under Sections 501(c)(3) and 509(a)(1) or (2) of the Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**NICOLLET ISLAND – EAST BANK
NEIGHBORHOOD ASSOCIATION**

By _____



Title _____

PRESIDENT

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 03 2011

Mark Kitchie
Secretary of State

Business Services
60 Empire Drive, Suite 100
Saint Paul, MN 55103



Mark Ritchie
Secretary of State

Office of the Secretary of State
Packing Slip

November 3, 2011

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Client Account Number: 11365
Batch Number: 4510763

Document Number	Document Detail	Filing Number	Fee
45107630002	NP Amendment (NICOLLET ISLAND)		35.00
45107630002	NP Express Service - Corp (NICOLLET ISLAND)		10.00
Total Fees			\$45.00

<u>Payment Type Received</u>	<u>Payment Reference Number</u>	<u>Amount Paid</u>
Client Account	11365	0.00
Total Payments Received		\$0.00

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