**ARTICLES OF INCORPORATION SAMPLE
OF
ST. CLOUD ANTIQUE AUTOMOBILE CLUB, INC.**

The undersigned for the purpose of forming a corporation pursuant to Chapter 317 of the Minnesota Statute Annotated, do hereby adopt the following Articles of Incorporation:

**ARTICLE I.** The name of this corporation is St. CloudAntique Automobile Club, Incorporated.

**ARTICLE II.** The purpose of the corporation is to have and exercise all powers for which a non-profit corporation is eligible under the provisions of Chapter 317 of the MinnesotaStatutes Annotated, and as the same may be amended, includingbut not limited to recreational, social, historical, educational,and activities of a like nature related to automobiles, automotive history, the preservation of automobiles and automotive artifacts and the fostering of interest in and perpetuation of mechanical skills and craftmanship.

**ARTICLE III.** The corporation does not afford pecuniary gain, incidentally or other wise, to its members.

**ARTICLE IV.** The period of duration of the corporations existence shall be perpetual.

**ARTICLE V.** The location of the corporation's registered office in this state is in the City of St. Cloud, Steams County, Minnesota.

**ARTICLE VI.** The names and addresses of the incoroorators are as follows:
**(Note:** Personal addresses have been left out for security reasons)

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|  |  |  |
| --- | --- | --- |
| Bernick, Doris & John (son) | Bernick, Roy | Blanchard, Leroy & Joan |
| Bottomley, Sterling P. | Bromenschenkel, Jim | Dahl, Elmer |
| Davis, Kenneth | Hennen, Peter | Hunstiaer. Paul |
| Hunstiqer. Thomas | Kalenda, Robert L. | Klug, Dennis & Darlene |
| Leitheiser, Merlin | Liszka, Jr., Stanley | Marsoiek, John |
| Maslowski, Albert | McKenzie, Allen | Merdan, Milt |
| McCoy, Forrest & Karen | Moline, Larry | Moline, Vera |
| Mrczek, Bonnie | Nappa, George | Newman, Daryl |
| Noble, Warner | Plachecki, Jerry |  |
| Rahm, Leo | Rebischke,William | Richter, David |
| Richter, Lee | Schmid, Rick | Schouviller, Jr., Ray |
| Schreifels, Marvin | Simpson, Gary & Alice | Stanley, Marc & Marilyn |
| Tattle, James | Theisen, Bruce | Theisen, Ray |
| Theisen, Vic | Thell, Allen | Theisen, Vera M |
| Thompson, Bill | Vogel, Louis | Wallak, Ken |
| Wendt, Steve | Westberg, Duane | Yager, Terry |

**ARTICLE VII.** The number of directors constituting the first Board of Directors is seven (7), and the name and address of each such director and the tenure in the office of the first directors is as follows;
**(Note:** Personal addresses have been left out for security reasons)

President and director: Daryl Newman - January 1979

Vice President Director: Terry Yager - January 1979

Secretary-Treasurer Director: Marilyn Stanley - January 2, 1979

Sergeant-at-Arms Director: James Mrozek - January 1979

Director (Three Year Term): Alien McKenzie - January 1981

Director (Two Year Term): Stanley Liszka, Jr. - January 1979

Director (One Year Term): Gerald Plachecki - January 1980

All the directors and directors who are officers shall be elected by the general membership present and voting at the annual meeting of the corporation which shall be held on the second Thursday of January in each year. The president, vice president, secretary-treasurer, and Sergeant at Arms, shall be ex officio members of the Board of Directors. The members of the Board of Directors, who are not officers of the corporation, shall, upon the expiration of the tenure of their original terms as provided by these Articles, be elected for a term of three years each. If any director, who is not an officer be elected to an office in the corporation during his term, the membership shall elect a replacement as director to fill the unexpired term of such director.

**ARTICLE VIII.** The members of the corporation shall not have personal liabilty for corporate obligations.

**ARTICLE IX.** The corporation shall not have capital stock. All memberships are of one class, namely general membership. The membership, upon the proposal of the Board of Directors, may by resolution or bylaw establish the annual membership dues and qualifications for membership. Each member shall be entitled to one vote in the election of directors and officers, and on all matters in which the members are entitled to vote. Both husband and wife may be members and where both husband and wife are members each shall be entitled to one vote. No member shall be entitled to vote, unless membership dues are fully paid and the member is in good standing. Membership may be terminated by the Board of Directors for non-payment of dues, and the Bylaws shall provide the manner and conditions of termination and reinstatement. No membership in any other corporation or association shall be required as a condition of membership. The Bylaws of the corporation shall prescribe the manner and the time of calling regular meetings, special meetings, and elections, and who shall call them. No member shall vote by proxy at any election, or on any other question upon which members are entitled to vote.

**ARTICLE X.** No member shall have or acquire any interest in the property of the corporation.

**ARTICLE XI.** The registered office of the corporation in this state is as follows:

St. Cloud Antique Automobile Club, Inc.

Stearns County, Minnesota.

IN WITNESS WHEREOF, the incorporators have caused these Articles to be executed and acknowledged in their behalf by the undersigned, this 25th day of September, 1978.

Daryl A Newman Pres.

Terry L. Yager V Pres.

Marilyn R. Stanley Sec.

STATE OF MINNESOTA)
COUNTY OF STEARNS )

On this 25th day of September 1978 , before me, a Notary Public within and for said County, personally appeared

|  |  |  |
| --- | --- | --- |
| Bernick, Doris | Bernick, Roy | Blanchard, Leroy & Joan |
| Bottomley, Sterling P. | Bromenschenkel, Jim | Dahl, Elmer |
| Davis, Kenneth | Hennen, Peter | Hunstiger, Paul |
| Hunstiger, Thomas | Kalenda, Robert L. | Klug, Dennis & Darlene |
| Leitheiser, Merlin | Liszka, Jr., Stanley | Marsoiek, John |
| Maslowski, Albert | McKenzie, Alien | Merdan, Milt |
| McCoy, Forrest & Karen | Moline, Larry | Moline, Vera |
| Mrozek, Bonnie | Nappa, George | Newman, Daryl |
| Neitfeld, Robert | Noble, Warner | Plachecki, Jerry |
| Rahm, Leo | Rebischke, William | Richter, David |
| Richter, Lee | Schmid, Rick | Schouviller, Jr., Ray |
| Schreifels, Marvin | Simpson, Gary & Alice | Stanley, Marc & Marilyn |
| Tattle, James | Theisen, Bruce | Theisen. Ray |
| Theisen, Vie | Theisen, Vera M. | Thell, Alien |
| Thompson, Bill | Vogel, Louis | Wallak, Ken |
| Wendt, Steve | Westberg, Du'me | Yager, Terry |

to me known to be the persons named as incorporators, and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

"STATE OF MINNESOTA"
ROBERT L. KALENDA
NOTARY PUBLIC - MINN
SHERBURNE COUNTY
My Commission Expires June 2. 1984

State of Minnesota
Office of the Secretary of State

Notice of Change of Registered Office-Registered Agent or Both by
ST. CLOUD ANTIQUE AUTO CLUB, INC

Pursuant to Minnesota Statutes, Section 302A.123,404.10,317.19,317A.123 or 308A.025 the undersigned hereby certifies that the Board of Directors of the above named Corporation has resolved to change the corporation's registered office and/or agent to:

Agent's Name(If you do not wish to designate an agent, you must list "NONE" In this box. DO NOT UST THE CORPORATE NAME:) None

Address (No. & Street) (You may not list a P.O. Box, but you may list a rural route and box number)\*\*\*\*\*\*\*\*\*\*\*
City: St. Cloud
County: Stearns
State MN
zip564303

Mailing Address (If different than address above-P.O. Box is acceptable)

P.O.Box 704 City:St. Cloud County:Stearns State: MN Zip56302

The new address may not be a post office box It must be a street address, pursuant to Minnesota Statutes, Section 302A.011, Subd. 3, 303.02. Subd. 5., 317.02 Subd. 13., 317A.01 Subd. 2.

This change is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in section 609.48 as If I had signed this certificate under oath.

Name of Officer or Other Authorized Agent of Corporation (Please Print)Bruce V. Theisen
Title or Office: Treasurer
Date 6-23-90

Do not write below this line. For Secretary of State's use only.

NO FEE ICR
Receipt Number 317A821SJiBD1B
File Data N.P.A.R.
Filing Fee: $35.00

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED JULY 03, 1990

Joan Anderson Growe
Secretary of State
Return to: Business Services Division
Office of the Secretary of State
180 State Office Building
St. Paul, MN 55155
(612) 296-2803

Make checks payable to: Secretary of State

TO FILE THE REGISTRATION FOR THE 1990 CALENDAR YEAR YOU MUST ALSO COMPLETE THE REVERSE SIDE OF THIS FORM.

ST. CLOUD ANTIQUE AUTOMOBILE CLUB, INC.
Amendment of the Articles on Incorporation
As approved by board vote on February 20, 2003

**Article XII.** Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**Article XIII.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501(c)(3) purposes. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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 (or corresponding section of any future Federal tax code.)

**Article XIV.** Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand tha by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Kirk Dickinson
(Signature of Authorized Person)

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED FEB.27, 2003

Mary Kiffmeyer
Secretary of State