

**ARTICLES OF INCORPORATION
OF
CROMWELL AREA COMMUNITY CLUB**

The undersigned individual, being of full age, for the purpose of forming a nonprofit corporation pursuant to Chapter 317A of the Minnesota Statutes, as amended, hereby adopts the Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be CROMWELL AREA COMMUNITY CLUB.

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The principal place of transacting the business of this corporation and the location of its registered office shall be 1775 Middle Road, Cromwell, MN 55726 and the name of the registered agent at that address is Debra A. Switzer.

**ARTICLE III
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE IV
PURPOSE**

CROMWELL AREA COMMUNITY CLUB is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. CROMWELL AREA COMMUNITY CLUB is comprised of a group of community-oriented people of all ages whose purpose is to support local youth, maintain local buildings, parks and playgrounds, and provide local activities that promote community welfare. CROMWELL AREA COMMUNITY CLUB raises money for these purposes by requesting donations at hosted community events and petitioning the local community for aid. To maximize its impact on its efforts, CROMWELL AREA COMMUNITY CLUB may seek to collaborate with other non-profit organizations which fall under 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable purposes.

ARTICLE V
NON-PROFIT NATURE

5.1 No Private Gain. CROMWELL AREA COMMUNITY CLUB is not organized, and shall not be operated for, the private gain of any person. No part of the assets, receipts, or net earnings of CROMWELL AREA COMMUNITY CLUB, on dissolution or otherwise, shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, or other private persons or individuals, 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 the purpose clause hereof.

5.2 Prohibited Activities. No substantial part of CROMWELL AREA COMMUNITY CLUB's activities 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, CROMWELL AREA COMMUNITY CLUB shall not carry on any activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI
NON-DISCRIMINATION

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, or sex.

ARTICLE VII
CAPITAL STOCK AND MEMBERS

This corporation is formed on a membership basis without capital stock. The conditions and qualifications for membership in this corporation shall be as provided for in the Bylaws of this corporation.

ARTICLE VIII
MANAGEMENT AND DIRECTORS

8.1 Management. The business and affairs of this corporation shall be under the management and control of a Board of Directors elected as provided in the Bylaws. The Board of Directors shall have all powers that may be exercised by this corporation pursuant to these Articles of Incorporation, the Bylaws and applicable law.

8.2 Board of Directors. The Board of Directors shall consist of not less than three (3), nor more than seven (7). The initial Board of Directors shall be:

Debra Switzer
Lynn Odegaard
Cherie Nyberg
Delores Debele

8.3 Term of Office. The terms of office of the directors, and the manner of selection, other than the members of the initial Board of Directors, shall be fixed by the Bylaws of this corporation.

ARTICLE IX
LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written notice signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. When written action is taken by less than all directors, all directors as provided in this Article, must be notified immediately of the text and effective date. Failure to provide such notice does not invalidate the written action.

ARTICLE X
AMENDMENT

These Articles may be amended by the Board of Directors by the affirmative vote of a majority of the directors then in office, at a meeting for which notice of the meeting and the proposed amendment have been given.

ARTICLE XI
LIMITATION OF LIABILITY

No member, officer or director of CROMWELL AREA COMMUNITY CLUB shall be personally liable for the debts or obligations of CROMWELL AREA COMMUNITY CLUB of any nature whatsoever, nor shall any of the property or assets of such parties be subject to the payment of the debts or obligations of CROMWELL AREA COMMUNITY CLUB, except to the extent that federal or State law shall mandate such personal liability.

ARTICLE XII
DISSOLUTION

Upon termination or dissolution of CROMWELL AREA COMMUNITY CLUB, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to CROMWELL AREA COMMUNITY CLUB.

The organization to receive the assets of CROMWELL AREA COMMUNITY CLUB hereunder shall be selected by the discretion of a majority of the managing body of the CROMWELL AREA COMMUNITY CLUB and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against CROMWELL AREA COMMUNITY CLUB by one or more of its managing body which shall contain statements that reasonably indicate the applicability of this section. The court upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Minnesota.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to CROMWELL AREA COMMUNITY CLUB, then the court shall direct the distribution of its assets lawfully available for distribution to the State Treasurer of Minnesota to be added to the general fund.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Nathan J. Betts, Esq.
813 Cloquet Avenue
Cloquet, MN 55720

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this _____ day of _____, 2014.

Nathan J. Betts, Incorporator