

**ARTICLES OF INCORPORATION OF THE
Pine City Area History Association.**

We, the subscribers, for the purposes of forming a nonprofit corporation pursuant to the Minnesota Statutes 1989, Chapter 317A, do hereby bind ourselves together as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be **Pine City Area History Association.**

ARTICLE II

CORPORATE PURPOSES

This organization is formed exclusively for the purpose of the collection, preservation and dissemination of historical knowledge about the Pine City Area.

The corporation shall have power to discover and collect any and all material that may establish or illustrate the history of the organization, its members and their activities.

The corporation shall have power to publish any and all material that may bear upon this history.

The corporation shall have power to provide for the preservation of any and all material necessary to fulfill its mission statement.

The corporation shall have the power to disseminate historical information by any means it deems advisable, including the operation of a museum. A museum, for these purposes, follows the International Council of Museums (ICOM) definition: “a non-profit-making, permanent institution in the service

of society and its development, and open to the public, which acquires, conserves, researches, communicates and exhibits, for the purposes of study, education and enjoyment, material evidence of people and their environment.”

The corporation shall have the power to apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

The corporation shall have the power to own property, for the purpose of carrying out the above.

The corporation shall conduct its activities in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III

PECUNIARY GAIN

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes set forth in Article II hereof. 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE V

LOCATION

The registered address of the corporation shall be **Pine City Area History Association, 315 Main Street South, Suite 170, Pine City, MN 55063**

ARTICLE VI

INCORPORATORS

Names and addresses of the incorporators:

President - Judy Scholin, 410 8th St SW, Pine City, MN 55063

Vice President - Mary Babolik, 11139 Emerald Road, Pine City, MN 55063

Secretary - Jennifer Krinke, 120 8th St SW, Pine City, MN 55063

Treasurer - Edwin Stoffel, 105 27 Emerald Road, Pine City, MN 55063

Wendy Johnson, 922 7th St SW, Pine City, MN 55063, Richard Lindig, 11821 Bluebird Lane SE, Pine City, MN 55063, Robert Shuey, 32030 St. Croix Rd, Pine City, MN 55063

ARTICLE VII

DISSOLUTION AND PERSONAL LIABILITY

Upon the dissolution of the corporation, the officers and/or board, after paying or making provisions for the payment of all the liabilities of the corporation, shall offer to the Minnesota Historical Society (a nonprofit, tax-exempt organization) or some other 501(c)(3) the right of first refusal to all collections in the corporation's possession. No disposition may be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. Should

the assets not be so disposed of, they 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(s) as said court shall determine, which are organized and operated exclusively for such purposes and are qualified as an exempt organization under section 170(c)(1) or (2) of the Internal Revenue Code of 1986.

The members, officers and trustees of the corporation shall have no personal liability for the debts of the corporation.

ARTICLE VIII

CAPITAL STOCK

The corporation shall have no capital stock and shall have no authority to issue shares.

ARTICLE IX

BOARD OF TRUSTEES

The Board of Trustees shall consist of at least five (5) members of the corporation, each elected for the term of three (3) years at the regular annual meeting of the corporation. All members of the board shall be members in good standing. Should any vacancy occur, the vacancy may be filled by a majority vote of the remaining members of the board.

ARTICLE X

OFFICERS

The officers shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected by the membership and shall serve terms as established in the Bylaws. Any officer may be removed for cause by the board. Upon any vacancy, the board may fill such vacancy by a majority vote for the unexpired term of the officer.

Names and addresses of officers:

President - Judy Scholin, 410 8th St SW, Pine City, MN 55063

Vice President - Mary Babolik, 11139 Emerald Road, Pine City, MN 55063

Secretary - Jennifer Krinke, 120 8th St SW, Pine City, MN 55063

Treasurer - Edwin Stoffel, 105 27 Emerald Road, Pine City, MN 55063

ARTICLE XI

MEMBERSHIP

Membership shall be open to all persons interested in the history of the Pine City Area upon the payment of their annual dues in such an amount as prescribed by the Board of Trustees at the annual meeting.

Honorary members may be elected by a two-thirds vote of the members at any regular meeting of the corporation. Honorary members shall not be required to pay annual dues.

ARTICLE XII

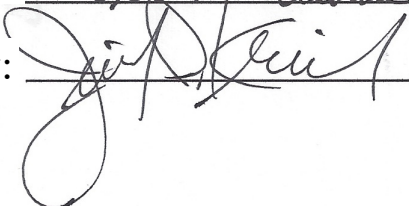
AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY

The Pine City Area History Association shall be affiliated with the Minnesota Historical Society under such terms and conditions as are required by the Minnesota Historical Society.

This corporation shall be enrolled as an institutional member of the Minnesota Historical Society, paying such dues as prescribed by that Society and shall when possible send a delegate or delegates to represent it at all meetings of the Minnesota Historical Society.

IN WITNESS WHEREOF, we have subscribed our signatures and seals this 7th day of June, 2013.

President:  Judith A Scholin

Secretary:  Jennifer Krinke