

**NON-PROFIT**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BRAINERD AREA SERTOMA CLUB, INC.**

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of Chapter 17, Minnesota Statutes Annotated, (hereinafter referred to as the "Act"), executed the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is "Brainerd Area Sertoma Club, Inc."

**ARTICLE II**

**Purposes**

The purposes for which the Corporation is formed are:

~~To promote acquaintance, friendship and fellowing as an opportunity for service.~~

~~(b)~~ (a) To encourage and foster the ideal of service and to provide opportunity for its members to be of service to youth, to less fortunate of their fellowmen and to the community.

~~To create higher business and civic principles and to promote cooperation in all business and civic affairs.~~

~~To provide recognition of all worthy classifications of business, professions and other fields of endeavor as dignified occupations, worthy of serving mankind.~~

~~(e)~~ (b) To provide through its club meetings opportunity for the full and free discussion of matters of public interest.

~~To promote in every way the freedom of individuals and the maintenance of the principles of free enterprise; to encourage good government and good citizenship; and to further mutual tolerance and understanding among all peoples.~~

~~(g)~~ (c) To engage in activities of worthwhile service and benefit to the community and its citizens, whether it be by the donations of funds or by the donations of time, labor and materials to needy causes, other than political causes, or by any other legal means.

~~To raise funds, or to acquire interest of any nature in real, personal or intangible property, or to buy, sell, assign, donate, lease, mortgage or pledge real, personal or intangible property, all in pursuance of and limited exclusively to the pursuance of the purposes contained herein for which this corporation is formed, not however for the pecuniary gain or profit of any or all of this corporation's members.~~

~~To operate and function exclusively as a charitable, fraternal and educational non-profit corporation with all the rights, powers and privileges permitted by and subject to the restrictions imposed by the Minnesota Non Profit Corporation Act and with purposes exclusively within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1954, as now in force or afterward amended, and more particularly set out above.~~

(d) This Corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(e) 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 the corresponding provision of any future United States Internal Revenue Law) or (b) by corporation contributions which are deductible under second 170(c)(2) of the Internal Revenue Code of 1986 (or the correspondence provision of any future United States Internal Revenue Law).

### ARTICLE III

#### **Period of Existence**

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### **Registered Office**

The location of this Corporation's registered office shall be ~~e/o Harold's Club, Box 9, Brainerd, MN 56401~~ 7343 Wolda Road, PO Box 2707, Baxter, MN 56425.

### ARTICLE V

#### **Membership**

## Section 1. Classes

Membership shall be divided into five classes: (1) Active; (2) Senior Active; (3) Associate; (4) Reserve; and (5) Honorary.

## Section 2. Rights, Preferences, Limitations, and Restrictions of Classes.

~~Active membership: Active members shall be classified further as to the business or profession of the active member. There shall be not more than 10% of the active members in any one business or professional classification at the same time. Any adult male residing or having business or community interest within the area of Brainerd, State of Minnesota, of good personal and business repute who personally devotes 60% of his occupational time to the vocational activity under which he is classified is eligible for active membership in the club if he also meets one of the following qualifications:~~

~~He is engaged in any worthy and recognized profession;~~

~~Holds a responsible position in a business, firm or industry;~~

~~Is retired from active business or professional endeavors but would have qualified under the foregoing provisions at the time of his retirement.~~

~~All active members shall possess all rights associate with membership subject to the preferences, limitations and restrictions contained in the club's By Laws.~~

~~Senior Active Membership: An active member who has been a member of this club for 20 years or more or who is of the age of 65 years or more, after having been a member of this club for the next preceding 5 years or more, who shall have retired from active business or profession may be classified as a senior active member and shall have all the rights, privileges and responsibilities of an active member except that he shall not be considered as representing any business, institute, agricultural or professional classification and the classification which he formerly held shall be considered open.~~

~~Associate membership: For each active membership there may be established an associate membership in the same business or professional classification. Any employee of the firm, member of the partnership, or other business or professional associate of an active member may upon such terms as specified by the Board of Directors be elected to associate membership, provided however he possesses all the qualifications of active membership.~~

~~Reserve membership: Any person who (1) is an active member of another Sertoma Club chartered under Sertoma International (2) has permanently~~

~~transferred his occupational activity to a place within the Brainerd area, State of Minnesota, and (3) who because his classification by profession or business is filled cannot become an active member of the club or be while an active member of this club with a given business or professional classification loses his active membership because of a change in his vocational activity to one for which no classification is open in active membership, may be deemed a reserve member under the classification of the vocational activity to which he devotes 60% of his occupational time.~~

~~Honorary membership: An honorary member shall be a man who has performed distinguished public service and who is not a member of this Sertoma Club or any other Sertoma Club chartered by Sertoma International and may be chosen by the procedures provided for in the By Laws.~~

### ~~Section 3. Voting Rights of Classes.~~

~~Active members: An active member may vote on any questions submitted to the discretion and vote of the active membership by the By Laws of the club or on any question submitted to the membership by the Board of Directors, provided however that proxy shall not be recognized for any purposes.~~

~~Senior Active members: Senior Active members shall have the same voting rights and privileges as active members.~~

~~Associate members: Associate members may not hold office and may vote only in the absence of the active member with whom he is associated.~~

~~Reserve members: A reserve member shall not be entitled to vote or hold office.~~

~~Honorary members: An honorary member shall not be entitled to vote or hold office.~~

This corporation shall be composed of members as set forth in its By Laws.

## **ARTICLE VI**

### **Directors**

Section 1. Number of Directors. The initial Board of Directors is composed of 13. Provided, however, that the exact number of directors shall be prescribed from time to time in the By Laws of the Corporation: AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the Directors. The name and post office addresses of the initial Board of Directors are:

Ron Converse	President	Box 781, Brainerd, MN 56401
Charles Bartels	Program Vice-President	RR 9, Box 1-C, Brainerd, MN 56401
Ron Hart	Sponsorship Vice-President	Citizens State Bank, Brainerd, MN 56401
Charles Isackson	Membership Vice-President	108 S. 6 <sup>th</sup> Street, Brainerd, MN 56401
Jim Hartley	Secretary	704 NE 1 <sup>st</sup> Avenue, Brainerd, MN 56401
Allen Hall	Treasurer	521 Charles Street, Brainerd, MN 56401
Jim Webb	Attendance Director	221 North 6 <sup>th</sup> Street, Brainerd, MN 56401
Harold Philippy	Sargent at Arms, Director	314 N. 9 <sup>th</sup> Street, Brainerd, MN 56401
Robert Ehrich	Director	RR 9, Box 47, Brainerd, MN 56401
Lawrence Holman	Director	1002 NE 4 <sup>th</sup> Avenue, Brainerd, MN 56401
Richard Johnson	Director	Box 664, Brainerd, MN 56401
Mike Manion	Director	310 South 6 <sup>th</sup> Street, Brainerd, MN 56401
John Pecarich	Director	Box 664, Brainerd, MN 56401

## **ARTICLE VII**

### **~~Composition and Tenure of Board of Directors~~**

The Board of Directors shall consist of elective officers of the club and six Directors, three of whom shall be elected annually at the annual meeting of the club to serve for a two year term. The tenure office for the Directors as above set forth shall be decided at the first annual meeting of the Board of Directors. The Directors of the club who are also the elective officers of the club shall serve for a period of one year. The future composition and tenure of the Board of Directors will be set forth in the Corporation's By Laws.

## **ARTICLE VIII**

### **Incorporators**

Section 1. Names and Post Office Addresses of the Directors. The name and post office addresses of the incorporators of the Corporation are as follows:

Ron Converse

Box 781, Brainerd, MN 56401

Robert Ehrich

RR 9, Box 47, Brainerd, MN 56401

Ron Hart

c/o Citizens State Bank, Brainerd, MN 56401

## ARTICLE IX

### **Provisions for Regulation and Conduct of the Affairs of Corporation**

~~Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members are as follows:~~

~~The regulation and conduct of the affairs of this corporation shall be subject to the club "By Laws" as promulgated and amended by the Board of Directors.~~

~~All meetings of members shall be held within this state at such times and places as designated in the By Laws of the corporation.~~

~~No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the corporation shall be authorized the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein above set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda or other wise attempting to enforce legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office; notwithstanding any other provisions of these Articles the corporation shall not carry out any other activities not permitted to be carried on by a corporation exempt for Federal Income Tax under Section 501 (c) (4) of the Internal Revenue Code of 1954 as amended.~~

~~Upon the dissolution of the corporation, the Board of Directors shall after paying and making provisions of the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended; as the Board of Directors shall determine.~~

~~The undersigned, being one or more person do hereby adopt these Articles of Incorporation, representing beforehand to the Secretary of the State of Minnesota and all person whom it may concern that a membership list or lists of the above named corporation for which a Certificate of Incorporation is hereby applied for, have heretofore been opened in accordance with the law and that at least three (3) persons have signed such membership list.~~

No member, director, officer or incorporator of this Corporation shall have any personal liability whatsoever for debts or obligations of the corporation and neither shall the private property or any director or officer be liable for the corporate debts of this corporation.

## ARTICLE X

~~The Corporation shall have no capital stock and there shall be no personal liability or members for corporation obligations. It shall be composed of members rather than shareholders. The private property of the members of this corporation is not liable for its corporate debts.~~

This Corporation may hold or lease any amount of real property, personal property or mixed classifications of property as may be necessary or expedient for its welfare and the successful and adequate attainment of its purposes and objectives.

## ARTICLE XI

~~No substantial part of the activities of this organization will be carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.~~

The Corporation shall have no capital stock nor shall any person, at any time, either upon dissolution of the Corporation or in any event, be considered the owner or entitled to any extent to the assets or any income of the Corporation, excepting the payment of expenses necessarily incurred on behalf of the Corporation, and all of said assets, funds or property of the Corporation shall be exclusively and forever devoted to the purposes herein above set forth.

## ARTICLE XII

~~The corporation shall have and may exercise the following authority and powers in addition to other powers incurred upon it by these Articles:~~

~~Continue as a corporation perpetually;~~

~~Sue and be sued;~~

~~Have, and alter at pleasure, a corporate seal, affixing of which shall not affect the validity or enforceability of any instrument;~~

~~Take and hold an interest in real or personal property;~~

~~Lease, encumber, convey or dispose of real and personal property subject to the provisions of Section 317.26, subdivision 3;~~

~~Acquire, hold, mortgage, pledge, or dispose of shares, bonds, securities, and other evidences of indebtedness of any domestic or foreign corporation, either profit or nonprofit and either public or private, and, if it is owner thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote;~~

~~Enter into obligations or contracts and do any act incidental to the transaction of its business or expedient to the purposes stated in its Articles of Incorporation;~~

~~Conduct its affairs within and without this state;~~

~~Make, amend, and repeal By Laws, not inconsistent with its articles or with law, for the administration and regulation of its affairs;~~

~~Make donations to other nonprofit corporations, domestic or foreign, organized for related purposes, and to needy persons;~~

~~Dissolve and wind up.~~

In the event of the dissolution of this Corporation, those assets representing property acquired by a transfer restricting the alienation or use of such property shall be transferred in accordance with the terms of such restrictions and subject to such restrictions, if any, and to the orders of any court having jurisdiction in the dissolution of this Corporation; all other property of this Corporation after payment of or provision for all of the obligations, shall be donated to such non-profit Corporation, trusts or associations, as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall select.

### **ARTICLE XIII**

Amendments to the Articles of Incorporation or to the By Laws may be made as set forth in the Corporation's By Laws.

IN WITNESS WHEREOF, we the undersigned do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

Subscribed and Sworn to before me

this \_\_\_\_ day of \_\_\_\_\_, 2009

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Notary Public

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Subscribed and Sworn to before me

this \_\_\_\_\_ day of \_\_\_\_\_, 2009

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Notary Public

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Subscribed and Sworn to before me

this \_\_\_\_\_ day of \_\_\_\_\_, 2009

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Notary Public