

REVISED ARTICLES OF INCORPORATION  
of the  
MORRISON COUNTY HISTORICAL SOCIETY

ARTICLE I

The name of this corporation is the Morrison County Historical Society.

ARTICLE II

The general purpose of this corporation (hereinafter called Society) is educational, social and civic in discovery, preservation and dissemination of historical knowledge, especially about, but not restricted to, historic knowledge of Morrison County and Minnesota.

ARTICLE III

The Society has all of the authority necessary or proper to accomplish its general purpose including, though not limited to, the powers specified in Minnesota Statutes Section 317.16 Subd. 2, and the power to acquire or construct and to own and maintain a history center.

ARTICLE IV

The Society has perpetual existence.

ARTICLE V

The Society does not, and may not, have capital stock.

ARTICLE VI

The conditions, rights and responsibilities of membership are defined in, and may be altered from time to time by, the Society's Bylaws. Until the Bylaws provide otherwise members may vote by mail at any regular or special meeting of the members.

ARTICLE VII

The registered office of the Society is 2151 Lindbergh Drive South, Little Falls, Minnesota.

ARTICLE VIII

The management of the Society is in a Board of Directors composed of the number of persons, not less than nine nor more than fifteen, stated in the Bylaws. The officers of the Society are its President, its Vice President, its Secretary, and its Treasurer, and such other officers as may be created in the Bylaws. The officers are elected by the Board of Directors. The qualifications and terms are defined by the Bylaws, consistent with these Articles. The terms of directors are three years and until successors qualify: Provided, that the directors incumbent when this revision is adopted continue in office to the end of their respective terms and their successor's terms will be arranged in a manner that will result as nearly as practicable in one-third of the directors' terms expiring each year.

ARTICLE IX

There is an annual meeting of the members for the election of directors and for the transaction of other business at the time and place stated in the Bylaws.

ARTICLE X

The Society is authorized to affiliate with the Minnesota Historical Society.

ARTICLE XI

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Society 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 Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in 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 Society 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution, any remaining assets shall be distributed for the purposes of the Society or to such organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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Note:

Revised Articles Of Incorporation as shown above were approved at the Annual Meeting on 08/29/98. The purpose of the revision was to insert the correct address of the Society into Article VII.

It should be noted here that the address was changed from 1600 to 2151 Lindbergh Drive South, as part of the implementation of the 911 system.