

AMENDMENT OF ARTICLES OF INCORPORATION
Chapter 317A
Non-Profit Corporation Law of 1989

The undersigned incorporators, who are natural persons 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Friends of Sherburne National Wildlife Refuge, Inc.

ARTICLE II

The registered office of this corporation is located at 17076 293rd Avenue, Zimmerman, MN 55398, in Sherburne County.

ARTICLE III

The corporation is organized exclusively for the charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(C)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code).

The purpose or purposes for which the corporation is organized are to promote a better understanding and appreciation of the natural environment of the Sherburne National Wildlife Refuge and the surrounding area. In this connection, the corporation will enter into an agreement with the U.S. Fish and Wildlife Service to:

- A. Produce and make available to refuge visitors, by placement, sales or free distribution, suitable interpretive and educational material such as books, leaflets, posters, maps, kiosks, observation decks and other items of interest, to increase visitors' understanding of natural history and their surrounding environment.
- B. Acquire books, films, recordings and other materials for use in interpretive programs, which may be donated to the Service and to assist in carrying out such programs as may be agreed with Service representatives.

ARTICLE IV

The corporation is organized upon a non-stock basis. The description and value of its real property assets are none.

The corporation is to be financed under the following general plan:

- A. Members shall pay dues as established by the Board of Directors.
- B. The Board of Directors may from time to time elect continuing Honorary Members. Honorary membership may, but is not required to be, based on the donation of

Friends of Sherburne NWR
Articles of Incorporation

additional sums or services to the Corporation. Honorary membership does not include special or any additional rights to vote, and is not a separate class of membership of the Corporation.

- C. The Corporation may seek donations from third parties.
- D. The Corporation may, but is not required to, participate in charitable gambling or other methods of seeking contributions.
- E. The Corporation may hold fundraisers and other events for the purpose of obtaining donations and funding.

ARTICLE V

The Corporation shall be comprised of Members as set forth below:

- A. Any individual or organization approving of the objectives of the corporation and who is willing to assist the corporation in its activities shall be eligible for membership.
- B. There will be one class of membership.
- C. The membership year shall commence on January 1st. Membership dues shall be set by the Board of Directors. Membership shall be effective on receipt of membership application and payment of dues.
- D. Only members in good standing shall be eligible to participate in business meetings, vote on corporate business, or serve in any of the corporation's elective or appointive positions. Members in default of dues payment for more than three (3) months shall be dropped from the rolls.
- E. Members shall be entitled to one (1) vote.

ARTICLE VI

Board of Directors

The Board of Directors shall consist of at least seven elected members. At each annual meeting, directors shall be elected to serve terms of three years. Directors may be re-elected. Designated representatives of the U.S. Fish and Wildlife Service may serve as ex-officio members of the Board without vote.

ARTICLE VII

Conduct of Corporate Affairs

There shall be no limit on the corporation indebtedness or liability other than as may be established by the Laws of the State of Minnesota for corporations not-for-profit. The corporation shall have the power to receive donations, engage for pay, remuneration, and revenue, in business transactions relevant to the purpose of its organization, provided that none of the income of the corporation shall be distributed to its members or any person as dividends or profits. Money received by the corporation, such as membership dues, grants, net income from sale of books and other items, etc., will be

Friends of Sherburne NWR
Articles of Incorporation

used solely for the purposes outlined in Article III. The corporation shall not carry on any activity of propaganda or otherwise attempt to influence legislation or the election of any political candidate.

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.

ARTICLE VIII

By-Laws

The By-Laws shall be adopted by a majority of the incorporators present and voting at a meeting of the corporation called for such purpose with the proposed By-Laws having been submitted to the incorporators at least seven (7) days prior to such meeting. Amendments to the By-Laws may be made by a majority vote of the members of the Board of Directors at any meeting of the Board of Directors, subject to the power of the members of the Corporation with voting rights to adopt, amend or repeal bylaws adopted, amended or repealed by the board as set forth in Minn. Stat. § 317A.181, Subd. 2..

ARTICLE IX

Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be made by a two-thirds vote of the members present at any meeting of the membership provided that written notice is submitted to the members at least thirty (30) days prior to such meeting and approved by a majority vote of the board of directors. If an amendment is proposed and approved by the members of the Corporation with voting rights, those members may demand a special board meeting within 60 days for consideration of the proposed amendment if a regular board meeting would not occur within 60 days.

ARTICLE X

Upon the 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, 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.

Signed by:



Myrna Krueger, President, November 29, 2018

Friends of Sherburne NWR
Articles of Incorporation

A handwritten signature in black ink that reads "Steven Chesney". The signature is written in a cursive style with a long, sweeping underline.

Steven Chesney, Secretary, December 1, 2018

Original: July 1, 1993
Amended: January 27, 2003
Amended: August 9, 2018