

ARTICLES OF INCORPORATION
of
WHITE IRON CHAIN OF LAKES ASSOCIATION

The undersigned incorporator, being a natural person of full age, in order to form a corporation under Chapter 317A of Minnesota Statutes as amended, hereby forms a body corporate and adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of this corporation shall be:

WHITE IRON CHAIN OF LAKES ASSOCIATION

ARTICLE II.
PURPOSE

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this corporation are: To promote good lake management and the general welfare in lake property ownership for shoreline owners and those on the watershed areas of the White Iron Chain of Lakes – and – To disseminate information to the Members that will help to improve the quality of living by the lakes – and –To promote, represent, and inform the Members on matters that protect and improve water quality

ARTICLE III.
POWERS

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary, or educational purposes directly or indirectly benefiting this corporations (sic), and in such manner that not part of the net earning of this corporation will in any event inure to the benefit of any Member that is not an organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer of (sic) [or] director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual.

This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in §504(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets, or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No Member that is not an organization described in §501(c)(3) of the Internal Revenue Code, as amended, or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee otherwise properly made in accordance with the provisions of these

Articles and the purposes herein stated, solely by reason of the fact that one or more of the Member[s], directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer, or in any other capacity.

ARTICLE IV.
NONDISCRIMINATION

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

status, sexual preference, status with regard to public assistance, disability or age.

ARTICLE V.
INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its Members or any private individual.

ARTICLE VI.
DURATION

The duration of this corporation shall be perpetual.

ARTICLE VII.
REGISTERED OFFICE

The registered office of this corporation is located at: **R. 1, Box 3286, Ely, Minnesota 55731.** (Actual location is in Lake County.)

Mailing Address: **White Iron Chain of Lakes Association**
P.O. Box 493, Ely, MN 55731

The registered agent at that address is: **Virginia R. Harger**

ARTICLE VIII.
CAPITAL STOCK & MEMBERS

This corporation shall have no capital stock, but shall have one class of Members whose voting and other rights and interests shall be equal. The conditions and qualifications for Membership in this corporation shall be as provided for in the Bylaws of this corporation. Members of this corporation shall have no personal liability for corporate obligations.

ARTICLE IX.
DIRECTORS

A.

The management of this corporation shall be vested in a Board of Directors elected by the Members.

B. The Board of Directors shall initially consist of three (3) directors. Thereafter the Board of Directors shall consist of the number of directors provided for in the Bylaws of this corporation. The initial Board of Directors shall continue in office until the first meeting of the Members and thereafter until his or her successor is elected and qualifies or until he or she is removed from office as provided by law or in the Bylaws of this corporation.

C. The terms of office of the directors, other than the members of the initial Board of Directors, shall be fixed by the Bylaws of this corporation.

D. The names and address of the first Board of Directors are:

President: **Virginia R. Harger**
Rt. 1, Box 3286, Ely, MN 55731

Secretary: **Berna Seliskar**
Star Route 1, Ely, MN 55731

Treasurer: **Elaine Hartelben**
327 W. Shagawa, Ely, MN 55731

ARTICLE X.
LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING

Any action required or permitted to be taken at meeting[s] of the Board of Directors may be taken by written action 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.

ARTICLE XI.
DISSOLUTION

In the event of the liquidation, dissolution, or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary, or educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provision of Minnesota or Federal law as may from time to time be applicable.

ARTICLE XI[I].
AMENDMENT

A.

Amendment by Members. Amendments to the Articles must be approved by a majority of the directors and by the Members with voting rights. If an amendment is initiated by the directors, proper notice of the proposed amendment must precede a meeting of the Members at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the Members, the members may demand a special meeting of the Board of Directors within 60 days for consideration of the proposed amendment if a regular meeting of the Board would not occur within 60 days.

B. Amendment by Board. When authorized by the Members, 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. The Members may prospectively revoke the authority of the Board to exercise the power of the Members to amend the articles.

ARTICLE XII[I].
INCORPORATORS

The name and address of the incorporator of this corporation:

Virginia R. Harger
Rt. 1 Box 3286
Ely, MN 55731

IN WITNESS WHEREOF, I have herunto set my hand this 9th day of September, 1993.

Virginia R. Harger, Incorporator

Certificate of Incorporation issued by the Secretary of State for the State of Minnesota on September 13, 1993 as corporate charter number 1J-569.