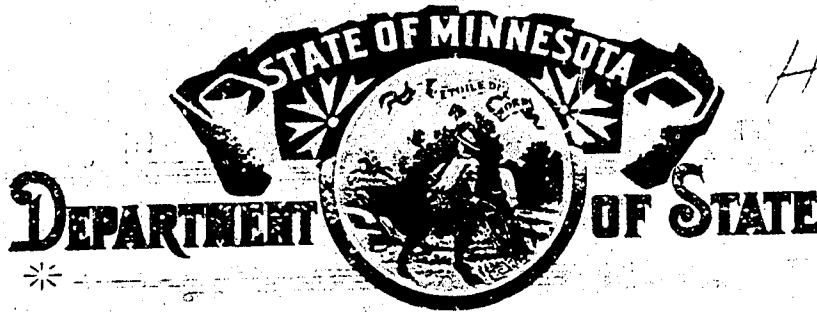


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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the 13th day of April, A. D. 1983 for the incorporation of

DULUTH PRESERVATION ALLIANCE, INC.

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317,

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

DULUTH PRESERVATION ALLIANCE, INC.

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this thirteenth day of April in the year of our Lord one thousand nine hundred and eighty-three

*Joan Anderson Grove*  
Secretary of State.

U-1136

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ARTICLES OF INCORPORATION

OF

DULUTH PRESERVATION ALLIANCE, INC.

ARTICLE I

The names of this Corporation is DULUTH PRESERVATION ALLIANCE, INC.

ARTICLE II

Nonprofit Corporation

This corporation is being organized as a nonprofit corporation under the Minnesota Nonprofit Corporation Act, Chapter 550 of Laws of Minnesota, 1951.

This Corporation is not formed for and shall not furnish pecuniary gain to its shareholders or members, nor pay dividends or other pecuniary remuneration directly or indirectly to its shareholders or members.

ARTICLE III

Purpose of Corporation

This Corporation is organized exclusively for, and will be operated exclusively for charitable, and educational purposes, including, but not limited to, the combatting of the community deterioration of the City of Duluth; the instruction of the public on subjects useful to the individual and beneficial to the community of the City of Duluth through public discussion groups, forums, panels, lectures or other similar programs. In furtherance of said purpose, doing all acts necessary and convenient for the promotion thereof, including but not being limited to receiving gifts, grants, contributions and legacies to be devoted to said purposes and to dispose of any funds and property received and the income therefrom for the furtherance of the purposes of the Corporation.

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#### ARTICLE IV

##### Public Operating Nonprofit Corporation

It is intended by the Incorporators that this Corporation shall operate as a public operating nonprofit corporation, but in any event its operation shall be in accordance with the following requirements:

- (a) The Corporation shall expend and distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (b) The Corporation shall not engage in any act or self dealing as defined in Section 4942(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of; any subsequent federal tax laws.
- (d) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (e) This Corporation may distribute, transfer or donate surplus funds of this Corporation to any other tax exempt corporation or corporations active in the State of Minnesota whose purposes are the same or similar to those of this Corporation. Upon dissolution of this Corporation, following or subject to payment of all its costs, expenses, liabilities and obligations, all its property and assets shall be conveyed to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code. In selection an organization to receive such distribution following dissolution, regard shall be given to the accomplishment of the general purposes for which the corporation was organized. In the event of dissolution of the Corporation none of its assets will directly or indirectly be transferred to or in any other respect whatsoever, inure to or for the benefit of any member, director, or officer of the Corporation.

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(g) This Corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors, or officers, provided that subject always to the limitations contained in this Article, this Corporation may pay reasonable compensation for services rendered to or for the Corporation affecting, and to make payments and distributions in furtherance of, one or more of its purposes as set out in Article III hereof. No part of the property or the net earnings of this Corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer or any other person having a personal and private interest in the activities of the Corporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activity not permitted to be carried on:

(1) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, or

(2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

#### ARTICLE V

##### Duration

The duration of this Corporation shall be perpetual.

#### ARTICLE VI

##### Registered Office

The registered office of this Corporation shall be located in the City of Duluth, Minnesota.

#### ARTICLE VII

##### Names of Incorporators

The names and addresses of the Incorporators of this Corporation,

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each of whom is a natural person of full age, are:

<u>NAME</u>	<u>ADDRESS</u>
<del>Laurel D.</del> Lawrence Ulland	1632 E. 1st Street
Bob Jansen	1215 E. 2nd Street
Doug Blackmore	2104 E. Superior Street
Virginia Hyvarinen	2812 Branch Street

#### ARTICLE VIII

##### BOARD OF DIRECTORS

1. This Corporation shall be governed by a Board of Directors which shall have control over its property and the general direction of its affairs, subject to review by the membership as provided in the By-Laws. The number of Directors shall not be less than three (3); the exact number of the members of the Board of Directors, their method of election or appointment and eligibility shall be stated, and may be altered from time to time, in the By-Laws.

2. In case of a vacancy on the Board of Directors other than a vacancy occurring because of the expiration of a term in office, the vacancy may be filled by election at any special meeting of the Board of Directors called for that purpose, or at any annual meeting of the Board of Directors; provided, however, that the appointee shall serve only for the balance of the vacated term.

3. A quorum for meetings of the Directors shall be one-third (1/3) of all of the Directors, or more.

4. The first Board of Directors shall consist of nine (9) members, and they shall serve for one (1) year and until their successors are elected and qualified. The names and post office addresses of the first Board of Directors are as follows:

<del>Laurel D.</del> Lawrence Ulland	1632 E. 1st Street Duluth, Minnesota 55812
Bob Jansen	1215 E. 2nd Street Duluth, Minnesota 55805
Doug Blackmore	2104 E. Superior Street Duluth, Minnesota
Virginia Hyvarinen	2812 Branch Street Duluth, Minnesota

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<sup>R.</sup>  
Clyde Olson

2029 E. Superior Street  
Duluth, Minnesota 55812

~~Bob Bruck~~  
Robert J. Bruce

2222 E. <sup>3rd</sup> ~~2nd~~ Street  
Duluth, Minnesota 55812

Jim Ulland

1632 E. 1st Street  
Duluth, Minnesota 55812

~~Lawrence Sommer~~  
~~Larry Sommers~~

2134 Dundedin Street  
Duluth, Minnesota

Gaynelle Blackmore

2104 E. Superior Street  
Duluth, Minnesota 55812

#### ARTICLE IX

##### Officers

The Board of Directors shall elect the persons to exercise the functions of the offices of President, Vice-President, Secretary and Treasurer, and may elect or appoint any other officers and agents deemed to be necessary. The same person shall not at the same time hold the office of President and Vice-President nor the offices of President and Secretary; however, the same person may hold any other two offices at the same time.

#### ARTICLE X

##### Non-Stock Corporation

There shall be no capital stock allotted, issued or sold by this Corporation.

#### ARTICLE X①

##### Personal Liability

The members, Directors and officers of this Corporation shall not be personally liable to any extent whatsoever for obligations of this Corporation.

#### ARTICLE XII

##### By-Laws

Authority to make and/or alter the By-Laws of this Corporation

is vested in the Board of Directors to the full extent permitted by law, subject to the provision of that:

- (a) they are consistent with the Articles, and
- (b) they may be repealed or altered by the members of the Corporation in the same manner that the Articles may be amended.

IN WITNESS WHEREOF, we have hereunto subscribed our names  
to these Articles of Incorporation this 10<sup>th</sup> day of Feb., 1982.

In the presence of:

Laurel D. Ulland  
Laurel D. Ulland

Bob Jansen

Doug Blackmore  
Doug Blackmore

Virginia Hyvärinen

Clyde Olson


Robert Bruce  
-Bob Bruce Robert J Bruce

Jim Ulland

[illegible]

Gaynelle Blackmore  
Gaynelle Blackmore

On this 12th day of February, 1982, before me, a notary public in and for said County and State personally appeared Doug Blackmore, to me known to be one of the persons described above and who stated that he witnessed all the signatures above and knew them to be the persons represented.



KEITH M. BROWNELL  
ST. LOUIS, MO.  
JAN 10 1961

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 13 day of April  
A. D. 19 83. - 4:30 o'clock P.M.  
and was duly recorded in Book 45  
of Incorporations, on page 676  
John Anderson Secy.  
Secretary of State



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## DULUTH PRESERVATION ALLIANCE BY-LAWS

### ARTICLE I- NAME AND PURPOSE

- 1.1 The name of the organization shall be Duluth Preservation Alliance, hereinafter referred to as the Corporation.
- 1.2 The purpose of the Corporation is to promote a greater appreciation of Duluth's architectural heritage and to serve as a source of encouragement and technical advice for those who have undertaken a restoration project.

### ARTICLE II - MEMBERSHIP

- 2.1 Persons may become members of the Corporation upon the payment of annual dues, or upon the waiver of dues, if provision for such wavier has been made.
- 2.2 Annual membership dues may be assessed for any year by an affirmative vote of a majority of the members present and voting at the Annual Meeting preceding that year. The Board of Directors may waive the requirement of dues for any person for whom the payment of dues would represent an economic hardship by an affirmative vote of a majority of the members present and voting at any membership meeting.
- 2.3 Every member shall have the right to participate in meetings of the membership, to cast one vote on all matters properly put before the membership of the Corporation for consideration, to nominate and participate in the election of members of the Board of Directors as provided by these By-Laws, to serve on the Board of Directors or on committees if chosen, to receive notices and minutes of the membership and Board meetings, and to receive Annual Reports as provided by these By-Laws.

### ARTICLE III - MEETINGS

- 3.1 Written notice of every membership meeting shall be given to all members. Except as otherwise provided in Article VII of these By-Laws, notice shall be mailed using last known address at least five days prior to a meeting or shall be delivered in person at least three days prior to a meeting.
- 3.2 The first Annual Meeting of the membership, for the adoption of these By-Laws, the election of Directors, the assessment of membership dues, and the transaction of other business, shall be held on May 16, 1994. Notice of the first Annual Meeting shall include a copy of the By-Laws proposed for adoption by

the membership and a list of nominations for the Board of Directors as provided in Article IV of these By-Laws.

- \* 3.3 Subsequent to the first Annual Meeting, the Annual Meeting of the membership of the Corporation shall include reports to the membership by the Board of Directors and officers, the election of officers, the assessment of dues, and the transaction of other business. The Annual Meetings shall be held during the second quarter of the fiscal year. The location and specific time of the Annual Meeting shall be determined by the Board of Directors. Notice of the Annual Meeting shall include a list of those persons nominated for offices.
- 3.4. Regular meetings shall be scheduled by the Board of Directors. All meetings shall be open to any person.
- 3.5 Special meetings of the membership may be called by the Board of Directors or by a written petition addressed to the President of the Corporation and signed by at least 10% of the membership.
- \* 3.6 Minutes of all membership and Board meetings shall be recorded by the Secretary of the Corporation or by such other person as the Board of Directors may designate. Minutes of every meeting shall be approved by the membership at the next membership meeting.

#### ARTICLE IV - BOARD OF DIRECTORS

- 4.1 The Board of Directors shall be as stated in the Certificate of Incorporation. The initial Board shall call the first Annual meeting of the membership in accordance with Section 2, Article III of these By-Laws, and shall serve until the next annual meeting, at which time a successor Board shall be elected, as provided in Sections 2, 3, 4, 5 and 6 of Article IV.
- 4.2 The Board of Directors shall consist of the four elected officers and others appointed by the officers.
- \* 4.3 For all regular elections subsequent to the first Annual Meeting of the membership, Directors shall be nominated as follows: President, Vice-President, Secretary, Treasurer and any other position as determined by the Board of Directors.
- 4.4 Directors shall be elected by a majority of the membership present and voting at the Annual Meeting. Each member may vote for one nominee for each vacant position in each of the Board positions.

- \* 4.5 If any Director vacates his or her term, the remaining Directors may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant.
- \* 4.6 Terms of Directors shall be one year, commencing at the adjournment of the Annual Meeting.
- 4.7 The Board of Directors shall create such committees as are necessary or desirable to conduct the affairs and further the purposes of the Corporation in accordance with the Certificate of Incorporation and these By-Laws.
- 4.8 Action taken by the Board of Directors on any motion for the assessment of membership dues, the amendment of the Certificate of Incorporation or these By-Laws, or dissolution of the corporation shall not become effective unless and until such action is approved by the membership in accordance with these By-Laws.
- 4.9 Members are obligated to reveal conflicts of interest to the Board. When a vote on an issue is taken, members with a conflict of interest must abstain.

#### ARTICLE V - OFFICERS

- 5.1 Officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer.
- \* 5.2 The officers of the Corporation shall be elected by a majority of the votes at the Annual Meeting. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.
- \* 5.3 The officers shall hold office until the next Annual Meeting after their election, unless before such time, they resign or are removed from their offices.
- \* 5.4 Officers may serve two consecutive terms and may be re-elected after vacating the office for at least one term.
- 5.5 The President shall preside at all meetings of the Board of Directors and of the membership of the Corporation when able to do so; consult with other officers and the committees of the Corporation regarding the fulfillment of their duties; assure that an agenda is prepared for every meeting of the membership and the Board of Directors.
- 5.6 The Vice-President shall perform all duties of the President in the event the President is absent or unable to perform

these duties.

- 5.7 The Secretary shall assure that a list of all members of the Corporation and their mailing addresses is maintained by the Corporation (or assigned to a member); assure that motions and votes in meetings of the membership and Board are accurately represented to those present and are accurately stated in the minutes of such meetings; assure that minutes of all meetings of the membership and the Board are recorded, distributed to the members, and kept on permanent record, in accordance with the By-Laws; perform such other duties as the Board may direct.
- 5.8 The Treasurer shall oversee the finances of the Corporation and assure that financial records of the Corporation are maintained in accordance with generally accepted accounting principles; assure that the funds of the Corporation are deposited in the name of the Corporation in accordance with the By-Laws; assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the Corporation are duly recorded; assure the proper disbursement of such funds as authorized to be dispersed; oversee the preparation of financial reports, including a balance sheet and an income statement at the close of each fiscal year and present such reports to the Corporation; assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner; oversee the preparation of an annual budget prior to the beginning of each fiscal year for the approval of the membership.

#### ARTICLE VI - AMENDMENT OF CERTIFICATION OF INCORPORATION AND BY-LAWS

The Certification of Incorporation may be amended and these By-Laws may be amended or may be repealed and new By-Laws adopted only by an affirmative vote by two-thirds of the members present at any regular or special meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.

#### ARTICLE VII - DISSOLUTION

A decision to dissolve the Corporation and to distribute the Corporation's assets in a particular manner in accordance with the Certificate of Incorporation shall require an affirmative vote by two-thirds of the members present at a regular or special membership meeting, provided that written notice of such meeting, including a full description of the proposed plan of dissolution has been given to all members.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

- 8.1 The fiscal year of the Corporation shall begin on January 1 of each year, and shall end on December 31 of each year.
- 8.2 All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Corporation may determine.
- 8.3 All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Corporation from time to time may determine.
- 8.4 No loans or advances shall be contracted on behalf of the Corporation except as authorized by the membership.
- 8.5 Only upon specific authorization of the membership may an officer or agent of the Corporation enter into any binding agreement in the name of the Corporation.

The following persons shall constitute the first Board of Directors:

<u>Name</u>	<u>Address</u>
Maryanne Norton	2828 Branch Street, Duluth MN 55812
Robert Berg	2117 Jefferson Street, Duluth MN 55812
Warren Czaia	3523 E Fourth Street, Duluth MN 55804
Diane Christianson	111 Chester Parkway, Duluth MN 55805

IN WITNESS WHEREOF, the above-named Incorporators have executed these Article of Incorporation/By-Laws on this day of May 16, 1994.