

Amended

per MN

ARTICLES OF INCORPORATION

DULUTH PRESERVATION ALLIANCE, INC.

ARTICLE 1

The name of this corporation is DULUTH PRESERVATION ALLIANCE, INC.

ARTICLE 11

This corporation is organized pursuant to the provisions of the General Nonprofit Corporation Law of the State of Minnesota.

ARTICLE 111

The principal office for the transaction of business of this corporation is to be located at 2117 Jefferson Street, Duluth, Minnesota 55812.

ARTICLE IV

This corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Specifically, the purpose of the Corporation is to promote a greater appreciation of the city of Duluth's architectural heritage and to serve as a source of encouragement and technical advice to those persons who have undertaken a restoration project. The Corporation shall exercise all rights and powers conferred on corporations under the general Nonprofit Corporation Law of the State of Minnesota (Minnesota Statutes Chapter 317) , and shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation.

ARTICLE V

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, trustees , officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered .

ARTICLE VI

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

ARTICLE VII

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under 9170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

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

Laurel D. Ulland	1632 E- First Street Duluth, MN 55812
Bob Jansen	1215 E. Second Street Duluth, MN 55805
Doug Blackmore	2104 E. Superior Street Duluth, MN
Virginia Hyvarinen	2812 Branch Street Duluth, MN
Clyde R. Olson	2029 E. Superior Street Duluth, MN 55812
Robert J. Bruce	2222 E. Third Street Duluth, MN 55812
Jim Ulland	1632 E. First Street Duluth, MN 55812
Lawrence Sommer	2134 Dundedin Street Duluth, MN
Gaynelle Blackmore	2104 E. Superior Street Duluth, MN 55812

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board of Directors, shall be as stated in the Bylaws. .

The authorized number, if any, and qualifications of members the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liabilities to due and assessments and the method of collection, and the termination and transfer of membership, shall be as set forth in the Bylaws.

ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of that net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person . Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Articles X and XI shall be as written in the original Articles of Incorporation.

Article XII of the original Articles of Incorporation Deleted.

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED

JAN 19 1995

Jean Anderson Howe
Secretary of State 