

**ARTICLES OF INCORPORATION
OF
EMILY LAKES AND RIVERS ASSOCIATION, INC.**

We, the undersigned, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the nonprofit corporation act, do hereby associate ourselves together as a body corporate and adopt the following articles of incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be the "Emily Lakes and Rivers Association, Inc.", hereinafter called the Association.

**ARTICLE II
CORPORATE PURPOSE**

Section 1. The Association shall be for the purposes of a nonprofit corporation organized under Chapter 317A of the laws of the state of Minnesota.

Section 2. The Association is formed for educational and environmental purposes as appropriate for organizations under Section 501 (c) (3) of the United States Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Such purposes shall include, but not be limited to, the protection and improvement of the lakes and their watershed. The objectives of the Association shall include, but not be limited to; stable water levels, high water quality, improving fisheries, education and sociability.

Section 3. The Association is organized to encourage wise use, management and preservation of the Emily lakes and rivers in order to maintain the delicate ecological balance which must be kept between the lakes, rivers and the adjacent shoreland. The Association will work to keep these waters and their surrounding watershed in good condition. Further, the Association will consider, recommend and endeavor, through responsible means, to bring about appropriate actions and funding by agencies of government, private individuals and corporations, to realize effective management and preservation of these valuable resources.

**ARTICLE III
CORPORATE ACTIONS**

Section 1. For the above purposes this Association shall have the power to acquire and receive funds and property of every kind, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants and to convey, transfer, and dispose of any funds and property and the income

therefrom in furtherance of the purposes of this Association hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this Association by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

Section 2. The Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or director of the Association, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Association affecting one or more of its purposes), and no member, trustee, officer or director of the Association, or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolutions of the Association. The Association shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV DURATION

The duration of the Association shall be perpetual.

ARTICLE V REGISTERED OFFICE

The registered office of the corporation shall be located at P.O. Box 111, 39948 State Highway 6, Emily, MN 56447. The registered agent at that office shall be Frank Martin.

ARTICLE VI INCORPORATORS

The names and addresses of the persons acting as incorporators of the Association are as follows:

Frank Martin - P.O. Box 12, Emily, MN 56447

Richard James - 21345 Damm Rd., P.O. Box 187, Emily, MN 56447

**ARTICLE VII
DIRECTORS**

Section 1. The names and addresses of the initial Board of Directors are as follows:

Bonnie Fairchild
23223 North Shore Drive
Emily, MN 56447

Richard James
P.O. Box 187
Emily, MN 56447

Robert Haarman
23671 North Shore Drive
Emily, MN 56447

Frank Martin
P.O. Box 12
Emily, MN 56447

Michael Heinecke
P.O. Box 422
Emily, MN 56447

Judith Peterson
23547 North Shore Drive
Emily, MN 56447

Thomas Hintz
P.O. Box 192
Emily, MN 56447

Jan Pope
P.O. Box 116
Emily, MN 56447

Douglas Humphrey
Little Pine Route
Emily, MN 56447

Section 2. The Board of Directors may take any action, other than an action requiring member approval, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors.

**ARTICLE VIII
BOARD TENURE**

The tenure of office for the first Board of Directors shall be until their successors are elected and qualified at the first annual meeting of the members in the year 2002, and thereafter as described in the By-Laws of the Association.

**ARTICLE IX
MEMBERS LIABILITY**

Section 1. The members of the Emily Lakes and Rivers Association, Inc. shall have no personal liability for Associations obligations. The private property of the members of this Association shall not be held liable for any Association debts.

Section 2. The Association shall not have capital stock.

**ARTICLE X
AMENDMENT OF ARTICLES**

Any three members of the Emily Lakes and Rivers Association, Inc. may propose amendments to these Articles, at least sixty days before the next meeting of the members, by setting forth the proposed amendment and direction that it be submitted for adoption at the next meeting of the members. A proposed amendment shall be adopted when two-thirds (2/3) majority of the members voting have approved the amendment. Members may vote absentee for the amendment(s) to these Articles of Incorporation.

**ARTICLE XI
DISSOLUTION**

Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to another Lake Association which would qualify under the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

IN WITNESS WHEREOF, we have subscribed our names as of the date subscribed below these signatures.

Franklin R. Martin

Richard James

STATE OF MINNESOTA
COUNTY OF CROW WING

The above document was acknowledged before me on this 28th day of January 2002, by Franklin R. Martin, President and Richard E. James, Treasurer, incorporators of Emily Lakes and Rivers association, Inc.

Joan Towne Wiggs
Notary Public

Official Stamp
JOAN TOWNE WIGGS
Commission Expires January 31, 2005

Document History

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