

**ARTICLES OF INCORPORATION  
OF  
MINNESOTA RACQUETBALL ASSOCIATION**

The undersigned, for the purpose of forming a corporation under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this corporation shall be MINNESOTA RACQUETBALL ASSOCIATION

**ARTICLE II  
Purposes and Activities**

This corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to promote the sport of racquetball at all levels, including junior programs, high school programs, college programs, recreational leagues, and tournament play; and to maintain and record historical data regarding racquetball in Minnesota.

**ARTICLE III  
Powers**

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article II above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the

purposes of this corporation; lease, mortgage, encumber, any such property; and exercise any other powers that are consistent with the foregoing purposes and that are afforded to this corporation under the Minnesota Nonprofit Corporation Act.

#### **ARTICLE IV Restrictions**

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article IV shall govern the activities of this corporation.

This corporation shall not engage in any activity which may not be carried on (i) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article II above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

#### **ARTICLE V Registered Office**

The registered office of this corporation shall be located at 24245 Thames St NE – Stacy MN 55079.

**ARTICLE VI  
Incorporator**

The name and address of the incorporator, who is an adult, natural person, is:

Jonn Olson  
24245 Thames St. NE  
Stacy, MN 55079

**ARTICLE VII  
Board of Directors**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The Bylaws of this corporation shall specify the number, qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

**ARTICLE VIII  
Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of no less than three (3) nor more than fifteen (15) persons, who shall be divided into three classes. The initial term of Class I directors shall expire one year from the date of the first regular meeting of the Board of Directors of this corporation; the initial term of Class II directors shall expire two years from that date; and the initial term of Class III directors shall expire three years from that date. As the initial term of each class of directors expires, the successors of that class shall be appointed for a term of three years, or until their successors are appointed.

**ARTICLE IX  
Members**

This corporation shall have one class of members with voting rights. The rights and privileges of all members shall be equal. The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the Bylaws.

**ARTICLE X**  
**No Personal Liability**

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

**ARTICLE XI**  
**Capital Stock**

This corporation shall have no capital stock, either authorized or issued.

**ARTICLE XII**  
**Written Actions**

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by all of the directors, except for an action which does not require member approval, which may be signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When an action is taken by less than all of the directors, all directors must be notified immediately of its text and effective date.

**ARTICLE XIII**  
**Dissolution**

This corporation may be dissolved in accordance with the Laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article

XIII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Minnesota, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XIII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation on August 10, 2017.

Jonn Olson, Incorporator