

ARTICLES OF INCORPORATION
OF
RICE LAKE AREA ASSOCIATION, INC.

The undersigned, for the purpose of forming a non-profit corporation under the non-profit corporation law of the State of Minnesota, Minnesota Statutes Chapter 317A, does hereby certify:

FIRST: The name of the corporation shall be Rice Lake Area Association, Inc.

SECOND: The place in this state where the principal office of the corporation is to be located is 8623 Glacier Lane in the City of Maple Grove, County of Hennepin and State of Minnesota.

THIRD: Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including promoting the general social welfare by preserving, beautifying and maintaining the public waters in the Rice Lake Area. In addition, the purpose of the corporation is to educate the general public in how their actions may injure the environment and to inform the public how certain actions will improve and preserve our natural resources.

FOURTH: The name and address of the incorporator of the corporation is as follows:

Jeffrey A. Berg
Thorson & Berg, P.A.
9353 Jefferson Highway, Suite One
Maple Grove, MN 55369

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding sections of any further federal tax code.

SIXTH: Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,

or the corresponding section of any further federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purposes. Any assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The names and addresses of the initial directors are as follows:

Connie Moroni
8623 Glacier Lane
Maple Grove, MN 55369

Laura Schäub
14819 91st Avenue North
Maple Grove, MN 55369

Chuck Berger
8700 Glacier Lane
Maple Grove, MN 55369

Glenn Shatava
13858 95th Avenue North
Maple Grove, MN 55369

Jerry Younger
8615 Glacier Lane
Maple Grove, MN 55369

Jeffrey Berg
13882 95th Avenue North
Maple Grove, MN 55369

Eileen Youds
14251 88th Place North
Maple Grove, MN 55369

Thomas Neisen
14909 91st Avenue North
Maple Grove, MN 55369

Mary Ellen Swanson
15059 91st Avenue North
Maple Grove, MN 55369

Paul Pagel
9601 Annapolis Lane North
Maple Grove, MN 55369

Thomas Moroni
8623 Glacier Lane
Maple Grove, MN 55369

The term of office of the first Directors shall be until the first annual meeting following the adoption of these Articles of Incorporation and until their respective successors are elected and qualified.

EIGHTH: The corporation shall have no capital stock, but shall have members. The By-laws of said corporation may establish more than one class of membership. Membership shall be non-redeemable and non-dividend bearing. The corporation shall issue Certificates of Membership to each person who is a member of the corporation. The terms of membership and the form of the Certificate shall be as set forth in the By-laws of said corporation.

NINTH: The affairs of the corporation shall be managed by a Board of Directors consisting of not less than 5, nor more than 20, persons. Directors shall be elected by members of said corporation. No member of the corporation shall have any personal liability for corporate obligations.

TENTH: The corporation shall indemnify its members, directors, officers and agents to the full extent permitted by applicable Minnesota law.

ELEVENTH: The Articles of Incorporation may be amended in the following manner:

1. The Board of Directors shall propose the amendment by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members called for such purpose.
2. Notice of the Meeting of Members, stating the purpose, shall be given to each member and to each officer and director.
3. That at such meeting, or any adjournment thereof, the proposed Amendment may be adopted by affirmative vote of a majority of the members voting.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this _____ day of July, 1994.

Jeffrey A. Berg, Incorporator