

18472

ARTICLES OF INCORPORATION
OF
TWIN CITIES AREA CHAPTER OF CFMA

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "Twin Cities Area Chapter of CFMA".

ARTICLE II

This corporation is organized and shall be operated exclusively as a business league, as contemplated and permitted by Section 501(c)(6) of the Internal Revenue Code of 1986 ("IRC") and to be specifically organized and operated for the purposes as hereinafter set forth under Article III.

ARTICLE III

The purpose of this corporation is to promote the education and common business interests of financial executives of businesses involved in the construction industry by providing programs and distributing information involving finance, operations, banking insurance, taxation and other related areas designed to assist those executives in the fulfillment of their duties. The corporation shall not engage in a for-profit business of any kind. To accomplish the aforementioned purposes, the corporation may receive money and funding from any source, government or private, to plan, develop and carry out programs and activities towards these ends, and may hold, retain pledge and use property, both real and personal, in connection with such programs and activities, make and incur all legal, proper and reasonable expenditures, and make disbursement of funds for any purposes related to the function of this corporation.

ARTICLE IV

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members and/or directors as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise incur to the benefit of any member or individual, but this corporation may pay reasonable compensation for services rendered and for supplies

furnished to this corporation in furtherance of its purposes set forth in Article III hereof. 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.

ARTICLE V

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation shall be in care of Cobb, Strecker, Dunphy and Zimmermann, 150 South Fifth Street, Suite 2000, Minneapolis, Minnesota 55402.

ARTICLE VII

The name and address of the incorporator, who is a natural person of legal age, is:

<u>Name</u>	<u>Address</u>
David Olson	5916 Pleasant Avenue South Minneapolis, Minnesota 55419

ARTICLE VIII

The management and direction of this business and affairs of this corporation shall be vested in a Board of Directors. 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 express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation.

ARTICLE IX

The corporation shall have one class of members, voting members. The bylaws of the corporation may establish criteria or procedures for admission as to membership.

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ARTICLE X

The members, officers and directors of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

ARTICLE XI

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

ARTICLE XII

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, the board of directors shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively as a business league, as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(6), as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the court of Common Pleas 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of March, 1997.

David Olson
David Olson,
Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 01 1997

Jan Anderson Howe
Secretary of State

STATE OF MINNESOTA)
)
COUNTY OF Hennepin)
)
) ss.

On this 21st day of March, 1997, personally appeared before me, David Olson to me known to be the person described as incorporator in, and who executed, the foregoing Articles of Incorporation, and acknowledged that he executed the same for the uses and purposes therein expressed.



Lawrence R. Koenig
Notary Public

1108

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

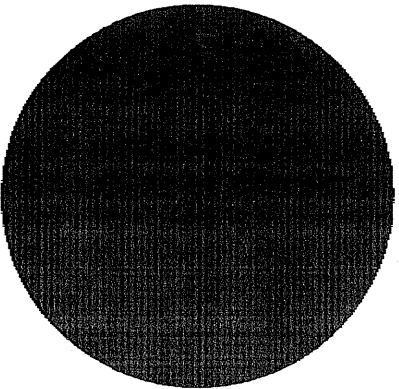
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Twin Cities Area Chapter of CFMA

Corporate Charter Number: 1P-476

Chapter Formed Under: 317A

This certificate has been issued on 04/01/1997.



Joan Anderson Grove
Secretary of State.