

**ARTICLES OF INCORPORATION
OF
LAKE BELLE TAINE ASSOCIATION**

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

**Article I
NAME; REGISTERED AGENT AND OFFICE**

Section 1.01 The name of this corporation shall be: **Lake Belle Taine Association**

Section 1.02 The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the board of directors. Until otherwise fixed by the board of directors, the registered office shall be **24661 County Road 18, Nevis, Minnesota 56467.**

**Article II
PURPOSES**

Section 2.01 This corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes as specified by section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future tax code.

The purpose of this corporation is to protect and enhance Lake Belle Taine, the chain of lakes and the Crow Wing Watershed District through educational and monitoring programs relating to aquatic invasive species and water pollutants, watercraft inspections and water quality testing.

**Article III
TAX EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

Section 3.01 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

Section 3.02 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not

participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3.03 Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future tax code.

Article IV BOARD OF DIRECTORS

Section 4.01 The management of this corporation shall be vested in a board of directors consisting of not less than three persons. The powers, authorities and duties of the board, the time and place of its meetings, and all other matters concerning the board, subject to the provisions of applicable law and the other provisions of these Articles, shall be prescribed in the Bylaws.

Section 4.02 Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action 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; provided that all directors must be notified of the text of the written action before it is signed by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

Section 4.03 The number of directors constituting the initial board of directors is three (3), whose names and addresses are as follows:

Charles Blair, 24661 County Road 18, Nevis, Minnesota 56467

Leon Hammer, 21600 Echo Lane, Nevis, Minnesota 56467

Tom Wenner, 22033 200th Street, Nevis, Minnesota 56467

Members of the initial board of directors shall serve until the first meeting, at which time their successors will be duly elected and qualified, or removed as provided in the bylaws.

Article V MEMBERS

Section 5.01 This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

Article VI INDEMNIFICATION; DISSOLUTION

Section 6.01 This corporation will indemnify any director or officer made a party, or threatened to be made a party, to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as Director or officer of the corporation, or as Director, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The board of directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

Section 6.02 This corporation shall have perpetual duration until dissolution in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more other corporations, associations, institutions, trusts or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in section 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the board of directors of this corporation shall determine.

Article VII INCORPORATOR

The name and address of the incorporator of this corporation is Charles C. Blair 24661 County Road 18, Nevis, Minnesota 56467.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 23 day of August, 2016.



Charles C. Blair, Incorporator