

**ARTICLE OF INCORPORATION**

**OF**

**MANKATO AREA COUNCIL FOR QUALITY, INC.**

We, the undersigned, being natural persons of legal age, for the purpose of forming a non-profit Corporation under and pursuant to the provisions of Chapter 317 of Minnesota Statutes Annotated, and acts amendatory thereto and supplementary thereof, to hereby associate ourselves together as a body corporate and adopt, sign and acknowledge the following Articles of Incorporation:

**ARTICLE I.**

The name of this corporation is: Mankato Area Council For Quality, Inc.

**ARTICLE II.**

The purposes of the corporation are:

A. To promote, develop and carry on charitable and civic work of any kind in order to foster appreciation and understanding of quality and quality control; provide seminars and materials incidental thereto and to promote interest therein; and to do any of these things, either directly or by making or providing donations, gifts, grants, contributions, loans, guaranties, or subsidies out of net income or the principle assets of the corporation, or both, including donations, gifts, grants, contributions, foundations, funds, institutions, or governmental bodies; but subject always to the provisions of Section C. of this Article II.

B. The corporation shall have authority:

1. To acquire by gift, devise, purchase or otherwise, or own hold, improve, lease, mortgage, pledge, sell, assign, transfer, manage, or otherwise deal in the with, and exercise all rights or ownership in or in respect of, any and every kind of real estate, improved or unimproved, and to own, lease, operate, construct or erect buildings, structures or other improvements on any of such real estate, all as may be necessary, suitable, and convenient for carrying out any lawful purpose of the corporation.

2. To acquire by way of gift, devise, bequest, purchase or other wise and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of personal property of every kind, including shares, stocks, bonds, debentures, securities, and other obligations or evidence of indebtedness of any other corporation whether profit or non-profit, public or private, and domestic or foreign, as investments or otherwise, where necessary or proper for, or in connection with any lawful purpose of the corporation and , while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

3. To take, receive, and hold any real or personal property that is given, conveyed, bequeathed, or devised to, or otherwise vested in the corporation, the income there from, or both, and any income from or interest on any other money, property or fund that is given or bequeathed to the corporation, in trust for any purpose, subject to any use or condition, or upon any special or executory limitation that is consistent with the purposes of the corporation as set forth in these Article .

4. To borrow money and incur indebtedness for any lawful purpose of the corporation from time to time, without limitation as to amount, and in connection therewith, to draw, make, accept, endorse, execute, and issue notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments of evidences in indebtedness of any nature, and to secure payment thereof, and any interest thereon, by mortgage, pledge, deed or trust,

assignment, or otherwise, on or of an part or all of the assets of the corporation, including assets thereafter to be acquired.

5. To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful, or expedient in connection with, or incidental to the accomplishment of, any of the purposes set forth in Section A of this Article II to the full extent permitted by the laws of the State of Minnesota.
- C. All of the work of the corporation shall be carried on and all funds of the corporation shall be used and applied exclusively for charitable and civic purposes in order to foster appreciation and understanding or quality and quality control; to display quality and quality control; provide seminars and materials incidental thereto and to promote interest therein, and in such manner that no part of the net earnings of the corporation will in any event inure to the benefit of any member, officer, or director of the corporation or of any other corporation, organizations, foundation, fund, or institution, or any other individual, the corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that are not in furtherance of one or more of the exempt purposes specified in Section 501 (c) (6) of the Internal Revenue Code of 1954, and acts amendatory thereto; no member, director, or officer of the corporation or other private individual, shall be entitled to share in the distribution of any of the assets or liquidation, dissolution, or winding up of the corporation. However, nothing contained in these Articles shall be construed to prevent a distribute, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, directors, or officers of the corporation may be connected or associated with the distribute as a member, trustee, director, officer or in any other capacity.

### **ARTICLE III.**

This corporation shall not afford pecuniary gain, incidental or otherwise, to any of its members. No corporate stock shall be issued and there shall be no personal liability to any of its members for corporate obligations.

### **ARTICLE IV.**

The duration of the corporation shall be perpetual.

### **ARTICLE V.**

The registered office of the corporation shall be located at 1920 Lee Boulevard in the City of North Mankato, County of Nicollet, State of Minnesota.

### **ARTICLE VI.**

The names and addresses of the incorporators are as follows:

Jerome D. Johnson	904 Hubbell Avenue Mankato, MN 56001
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Michael Mayo	1507 First Avenue Mankato, MN 56001
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### **ARTICLE VII.**

The management of the corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the By-Laws of the corporation and may be altered by amending the By-Laws but shall never be less than three. The terms of office of the directors, other than the members of the first

Board of Directors, shall be fixed by the By-Laws of the corporation and may be altered by amending the By-Laws. The number of Directors constituting the first Board of Directors shall be two. The following persons constitute the first Board of Directors, each of whom shall continue in office until the first annual meeting:

Jerome D. Johnson

904 Hubbell Avenue  
Mankato, MN 56001

Michael Mayo

1507 First Avenue  
Mankato, MN 56001

Reino R. Tuomala

90 Stony Creek Road  
Mankato, MN 56001

#### **ARTICLE VIII.**

These Articles may be amended in any manner now or hereafter prescribed by law, except that the unanimous vote of the entire Board of Directors shall be required for the adoption of any amendment by the Board of Directors, either pursuant to authorization of the members or otherwise.

#### **ARTICLE IX.**

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 purposes set forth in Article IIC 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 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) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE X.**

In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the remaining property and assets of the corporation shall be distributed as provided in the By-Laws, in such manner as the Board of Directors of the corporation, as constituted at the date of entry of the order allowing or directing the liquidation of the corporation affairs, in their discretion, shall by majority determine to be the best calculated to carry out the objects and purposes for which the corporation is found, but for no other purposes, subject however, to the provisions of Section C of Article II of these Articles and to the specific condition that none of the property or assets of the corporation shall be distributed for purposes other than one or more of the exempt purposes specified in Section 501 (c) (6) of the Internal Revenue Code of 1954, and acts amendatory thereto.

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation  
this 25 day of July, 1989.

*Jerome D. Johnson*  
*Michael Mayo*