

**ARTICLES OF INCORPORATION  
OF  
WILLARD HOMEWOOD ORGANIZATION**

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

**ARTICLE I  
NAME**

The name of this corporation is “Willard Homewood Organization” and this corporation may also be known as “WHO”.

**ARTICLE II  
PURPOSES AND POWERS**

This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Within the framework and limitations of the foregoing, the specific primary purpose of this corporation is to serve the Willard-Homewood neighborhood of North Minneapolis, Minnesota (also known as the Willard-Hay neighborhood); to provide an open and respectful forum where community residents support each other; develop their (non-monetary) assets; make recommendations and decisions concerning the positive direction of their community; and develop relationships with public, private and nonprofit organizations whose decisions impact their community.

For such purposes, and not otherwise, this corporation shall have and may exercise all powers that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto; provided, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described

in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income and estate tax purposes under, Sections 170(c) and 2055(a) of the Code.

All references in these Articles of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

### **ARTICLE III PROHIBITED ACTIVITIES**

No part of the net income or earnings of this corporation shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in the activities of the corporation, but this corporation may pay reasonable compensation for services rendered to this corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this corporation shall not lend money to, or guarantee the obligation of, any director or officer of this corporation.

### **ARTICLE IV REGISTERED OFFICE**

The registered office of this corporation is located at Willard-Homewood Organization  
c/o NorthPoint Health & Wellness Center 1315 Penn Avenue North  
Minneapolis, MN 55411

### **ARTICLE V INCORPORATOR**

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

Name

Address

Alysia Zens

Suite 1500  
50 South Sixth Street  
Minneapolis, Minnesota 55402-1498

**ARTICLE VI  
MEMBERS**

This corporation shall have voting members who may, from time to time, be classified among classes as provided for in the Bylaws of the corporation.

**ARTICLE VII  
DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the directors of this corporation, the time, place and manner 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 or prescribed pursuant to the Bylaws of this corporation.

[If known, the Articles can include a list of the first Board of Directors.]

**ARTICLE VIII  
NO LIABILITY**

Neither the directors, officers, committee members, employees or agents of this corporation shall be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of any of the directors, officers, committee members, employees or agents be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

**ARTICLE IX  
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, any remaining assets shall be distributed for one or more of the corporation's exempt purposes described in Article II.

**ARTICLE X  
ACTION WITHOUT A MEETING**

Any action that may be taken at a meeting of the Board of Directors that does not require the vote of the members may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action that may be taken at a meeting of the Board of Directors that requires the vote of the members may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by all of the directors.

**IN WITNESS WHEREOF**, I have hereunto set my hand this \_\_\_ day \_\_\_\_\_,  
2007.

\_\_\_\_\_  
Alysia Zens, Incorporator