

ARTICLES OF INCORPORATION
OF THE
WAECA AREA UNITED WAY

WE, THE UNDERSIGNED, respectively the President and the Executive Director of the Waseca Area United Way, a Corporation organized under the provisions of Chapter 317A, Minnesota Statutes, do hereby certify that a special Meeting of the Board of Directors of said Corporation was held in Waseca, Minnesota, on the 14th day of November, 1994, pursuant to the necessary notices of said meeting, at which meeting the following Articles were adopted by the Board:

ARTICLE I

Name

The name of this Corporation shall be Waseca Area United Way.

ARTICLE II

Purpose

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Membership

The Members of the Corporation shall consist only of the Directors of the Corporation, elected as provided in these Articles of Incorporation and in the By-Laws of this Corporation. No membership dues shall be required. Each Director member shall be entitled to one vote on all matters properly submitted for consideration and action before this Corporation. Ten (10) Director Members shall constitute a quorum for the transaction of business, and a majority vote shall prevail. Each individual Director member must exercise his or her vote in person.

ARTICLE IV

Location

The location of the principal office of the Corporation shall be 14497 Bunker Drive, Waseca, Minnesota.

ARTICLE V

Duration

The period of existence of this Corporation shall be perpetual.

ARTICLE VI

Incorporators

The names and addresses of the Incorporators are as follows:

Name	Address
L. W. Bathke	Waseca, Minnesota
E. T. Herbig, Jr.	Waseca, Minnesota
F. Martin Senn	Waseca, Minnesota
Donald F. Fischer	Waseca, Minnesota
William b. Patton	Waseca, Minnesota
Frederic L. Forrest	Waseca, Minnesota
Juliet M. Lesch	Waseca, Minnesota
Ruth Deichen	Waseca, Minnesota
Manley d. Youngberg	Waseca, Minnesota
Jim Cowan	Waseca, Minnesota

ARTICLE VII

Affiliation

This Corporation may be affiliated with the United Way, New York, New York, a non-profit corporation.

ARTICLE VIII

By-Laws

By-Laws for the management of the affairs of this Corporation may be adopted and amended by the Board of Directors at any annual meeting or at any special meeting expressly called for that purpose.

ARTICLE IX

Meetings of Members

The annual meeting of the Board of Directors shall constitute the annual meeting of Members, and other meetings of the Board of Directors shall constitute special meetings of Members.

ARTICLE X

Personal Liability

Members of this Corporation shall have no personal liability whatever for corporate obligations.

ARTICLE XI

Stock

The Corporation shall have no capital stock or shares and shall not be conducted or operated for profit or pecuniary gain.

ARTICLE XII

Officers

The Officers of the Corporation shall consist of a President, one (1) or more Vice presidents, a Treasurer, and a Secretary. All Officers, shall be elected by the Board of Directors at its annual meeting. The President and Vice President(s) must be Directors, but neither the Secretary nor the treasurer need be a member of the Board. Each Officer shall hold office for a term of one (1) year and until his or her successor has been elected and qualified. No elective Officer, except the Secretary and Treasurer when not members of the Board of Directors, shall server consecutively for more than a one-year term.

ARTICLE XIII

Amendments

The Articles of Incorporation may be amended at any annual meeting of Members, or any special meeting of members called for that expressly stated purpose, by a majority vote of those present and voting or in accordance with such other methods as may be provided by law.

ARTICLE XIV

Board of Directors

The management of the Corporation shall be vested in a Board of Directors consisting of not less than fifteen (15) nor more than twenty-four (24) persons who shall be elected by the Board of Directors as provided in the By-Laws. The Board of Directors shall exercise all corporate powers and conduct, manage, and control the affairs and property of this Corporation.

All directors shall serve a term of three (3) years. One third (1/3) shall be elected each year.

Any Director absent for three consecutive meetings, without an excused absence, will automatically be removed from the Board. The unexpired term of that Director will be filled according to the By-Laws.

In the election of Directors, or the filling of vacancies, there shall be preserved, insofar as practical an equitable distribution of representatives from local health, welfare, education and recreational agencies or units, local government departments, industrial, retail, financial, and other business establishments, professional practitioners and the general public, including near-by towns and localities who may desire to participate in the activities of this organization.

A Board member may be elected to succeed himself or herself for a second term. After serving on the Board of Directors for two (2) successive terms, a Board Member may not be elected to the Board until after a lapse of at least one (1) year, except that service, as a successor, for an unexpired term of Board Membership, shall not affect a Board member's eligibility to serve consecutively for two (2) full terms in addition to the original unexpired term.

The Board of Directors shall hold an annual meeting each year for the election of Directors and Officers and the conduct of such other business as may come before such meetings. Such annual meetings shall be held at a time and place each year in the City of Waseca, Minnesota, selected by the Board of Directors, at least ten (10) days in advance. Special meetings may be held upon call of the President, or a majority of the Executive Members of the Board of Directors, or upon petition of three (3) or more Directors.

Article xv

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of 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 for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal offices of the Corporation is then located, exclusively for such purposes 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.

ARTICLE XVI

Legislative and Political Activities

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.

ARTICLE XVII

Operational Limitations

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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b)

by a corporation, contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVIII

Inurement of Income

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 empower to pay reasonable compensation for services rendered