RESTATED ARTICLES OF INCORPORATION
OF
PAYNE/PHALEN DISTRICT 5 PLANNING COUNCIL

ARTICLE I

The name of this corporation shall be Payne/Phalen District 5 Planning Council.

Purpose: The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

The purposes of this corporation shall be:

1. To promote the general well-being of the district by involving residents individually and collectively, community groups, and those who work in the district.

2. To promote the general well-being of the district by providing communication within the district and encouraging active citizen input and participation.

3. To promote the general well-being of the district by identifying district problems and establishing needs.

4. To promote the general well-being of the district by developing goals and objectives which address the problems and needs of the district.

5. To promote the general well-being of the district by developing proposals and plans which are in agreement with the district goals and objectives.

6. To promote the general well-being of the district by making a commitment to implement plans adopted by the Council.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally, or otherwise, to its members.

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 empowered to pay reasonable compensation for services rendered.
ARTICLE IV

Legislative or 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

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

ARTICLE VI

The duration of this corporation shall be perpetual.

ARTICLE VII

Dissolution Clause: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, 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 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 Trustees shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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.

ARTICLE VIII

The registered office of the corporation shall be located at 1075 Arcade Street, Saint Paul, Minnesota 55106
ARTICLE IX

The names and addresses of the Incorporators are as follows:

Gregg Johnson  
Lee Anderson  
Doug Forsberg  
Wilfrid Weber  

1202 E. Jessamine,  
1176 E. Ivy,  
567 Brainerd Avenue  
461 Beaumont,  

Saint Paul  
Saint Paul  
Saint Paul  
Saint Paul

ARTICLE X

The number of persons constituting the Board of Directors shall be up to thirty. The length of tenure for the directors shall be one year, or until successors are elected and qualified. The names of each such first director is:

Lee Anderson  
Bill Baker  
Doris Bebeau  
Russ Boogren  
Dennis Chada  
Jim Damato  
Eleanor Edmeier  
Doug Forsberg  
Cheryl Furrer  
Glen Hanggi  
Dorothy Jordan  
Roy Isacksen  
Gregg Johnson  
Dick Kadrie  
Ervin Kistler  
Tim Morehead  
Ralph Reynolds  
Pat Rife  
Lee Runyon  
Dale Ruggles  
Richard Senart  
Marilyn Trevino  
Glenn Vikan*  
Wilfrid Weber  
Eileen Weida  
Steve Wynn  
Ron Anderson  
(P.A.B.A. Rep.)  
Alex Kowalczuk  
(P.M.C.C. Rep.)  
Buzz Wilson  
(L.E.S.A. Rep.)  
Glen Hanggi  
(P.A.C.C. Rep.)

1176 E. Ivy,  
1510 English,  
629 E. Minnehaha,  
990 Payne Avenue,  
894 E. Hyacinth,  
501 Beaumont,  
523 E. Minnehaha,  
567 Brainerd,  
967 E. Hyacinth,  
882 Hawthorne,  
431 Whitall,  
783 E. Nevada,  
1202 E. Jessamine,  
657 Burr,  
728 Maryland,  
757 E. Jessamine,  
9560 10th Street Lane,  
711 E. Geranium,  
1302 Earl,  
780 York,  
826 Sims,  
959 Clark,  
1081 E. Hawthorne,  
461 Beaumont,  
691 Bedford,  
857 Rose Ave.,  
1401 Arcade,  
739 Bradley,  
728 Sims,  

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* Deceased 2/10/78
ARTICLE XI

No person shall incur any personal liability by virtue of his membership in this corporation.

ARTICLE XII

This corporation shall have no corporate stock.

ARTICLE XIII

General membership on the Board shall be open to all adults age eighteen (18) years or older residing within the boundaries of the District, or their designated representatives for whom the business owner has submitted to the Nominating Committee a signed authorization.

ARTICLE XIV

The ByLaws may be changed or amended by introduction, in writing, of the amendment(s) at a regular Board meeting and voted on at a subsequent general district meeting. The ByLaws may be amended or changed by a two-thirds (2/3) vote of those present at a general district meeting, following their introduction. The Board shall provide notice, in advance, of impending votes on ByLaw changes to the District at large.
To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the ___-20th-- day of April, A. D. 1978 for the incorporation of

Payne/Phalen District 5 Planning Council

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, I, Joan Anderson Growe, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

Payne/Phalen District 5 Planning Council

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this ___-twentieth-- day of April in the year of our Lord one thousand nine hundred and seventy-eight

Joan Anderson Growe
Secretary of State.