

17-570

**ARTICLES OF INCORPORATION
OF
MINNESOTA MINORITY JUNIOR GOLF ASSOCIATION**

**ARTICLE 1
NAME**

- 1.1 The name of the corporation shall be Minnesota Minority Junior Golf Association.

**ARTICLE 2
PURPOSES**

- 2.1 The corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code.
- 2.2 In support of such purposes, the main activities of the corporation shall include:
- (a) Training and education of junior golfers.
 - (b) Doing any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

**ARTICLE 3
AUTHORITY**

- 3.1 The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, scholarships or fellowships, or subsidies out of the net income or the principal assets of the corporation, or both without limit as to the amount going to any one recipient or in the aggregate to all recipients but subject always to the provisions of Section 3.3 hereof.
- 3.2 Subject to Section 3.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary, advisable,

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desirable or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Minnesota.

- 3.3 Notwithstanding any other provisions of these Articles of Incorporation, 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 2 hereof. No substantial part of the activities of the corporation shall be the carrying on or 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 or in opposition to 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)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

ARTICLE 4
NONPROFIT CORPORATION

- 4.1 The corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members.
- 4.2 This corporation is a nonprofit corporation governed by Chapter 317A of the Minnesota Statutes.

ARTICLE 5
REGISTERED OFFICE

- 5.1 The mailing address of the registered office of the corporation is 331 2nd Avenue S., Suite 230, Minneapolis, Minnesota 55401.

ARTICLE 6
INCORPORATOR

- 6.1 The name and mailing address of the incorporator are as follows:

F. Clayton Tyler
331 2nd Avenue S., Suite 230
Minneapolis MN 55401

ARTICLE 7
DIRECTORS

- 7.1 The management of the corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws, but shall never be less than required by law.
- 7.2 The first Board of Directors shall consist of the person or persons elected by the incorporator, who shall hold office for the term of one (1) year and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.
- 7.3 The terms of office of the directors, other than the members of the first Board of Directors, shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws.

ARTICLE 8
MEMBERSHIP

- 8.1 The corporation shall have no members.

ARTICLE 9
AMENDMENT OF BYLAWS

- 9.1 After initial Bylaws of the corporation are adopted by the incorporators or first Board in the manner provided by law, the Bylaws may be adopted, amended or repealed only by the affirmative vote of a majority of the voting members of the Board of Directors.

ARTICLE 10
DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

- 10.1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal 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.

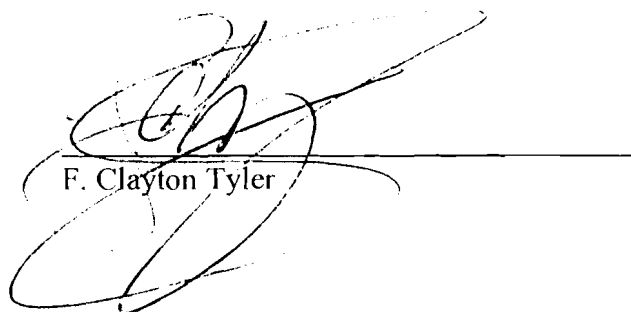
ARTICLE 11
LIMITATION OF DIRECTOR LIABILITY

11.1 To the fullest extent permitted by Chapter 317A, Minnesota Statutes, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its members for expenses or liabilities for breach of fiduciary duty as a director.

ARTICLE 12
AMENDMENT OF ARTICLES

12.1 These Articles may be amended in the manner now or hereafter prescribed by law.

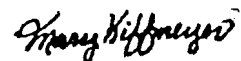
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 16th day of June, 1999.


F. Clayton Tyler

sitzmann\golf.articles

STATE OF MINNESOTA
FILED - DUPLICATE COPY

JUN 16 1999


Secretary of State

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MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
- 2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
- 3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Minnesota Minority Junior Golf Association

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format(mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 0.)

ARTICLE 2.2(a)

(a) Training and education of young junior golfers.
[Amended]

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

[Signature] (Signature of Authorized Person)

Name and telephone number of contact person: Susan Kalenze (612) 789-6165
Please print legibly

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State
180 State Office Bldg., 100 Constitution Ave.
St. Paul, MN 55155-1299, (651)296-2803

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 26 2005

[Signature]
Secretary of State