

**ARTICLES OF INCORPORATION**  
**OF**  
**LAKE WASHINGTON IMPROVEMENT ASSOCIATION OF MEEKER COUNTY**  
Amended August 2009

**ARTICLE I.**

**NAME**

The name of this corporation is: **LAKE WASHINGTON IMPROVEMENT ASSOCIATION OF MEEKER COUNTY, INC.** (“Corporation”).

**ARTICLE II.**

**Amended August 2009 to read as follows:**

**PURPOSE**

Purpose – This corporation is organized exclusively for charitable, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 federal tax code.

The purpose of this corporation is to support and provide quality sustainable practices of excellence to protect, maintain, and improve the water quality and value of Lake Washington as a resource for the general public and future generations. (amended August 2009)

**ARTICLE III.**

**NO PECUNIARY GAIN**

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members or directors, and no part of the corporation’s net earnings shall inure to the benefit of any member or director.

**ARTICLE IV.**

**DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE V.**

**REGISTERED OFFICE**

The location of the registered office of this corporation shall be 34 East Second Street, Litchfield, Minnesota 55355.

## **ARTICLE VI.**

### **INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

Dieter Bargel  
68288 215<sup>th</sup> Street  
Darwin, MN 55324

## **ARTICLE VII.**

### **DIRECTORS**

The business and affairs of this corporation shall be managed by or under the direction of its Board of Directors. The number of directors shall be fixed by, or in the manner provided in, the By-Laws of the corporation. Any such By-Law may be amended by the directors, and that amended By-Law may either increase or decrease the number of directors.

The Board of Directors may adopt, amend or repeal By-Laws of the corporation.

The Board shall take action by the affirmative vote of a majority of directors present at a duly held meeting except where the MNPCA or other applicable law requires the affirmative vote of a larger proportion.

An action required or permitted to be taken at a meeting of the directors may be taken without a meeting, by written action, if the written action is signed by the number of directors that would be required to take that action pursuant to the above paragraph. Any such written action is effective when it has been signed by the required number of directors, unless a different effective is provided in the written action.

## **ARTICLE VIII.**

### **CAPITAL STOCK**

This corporation shall have no capital stock.

## **ARTICLE IX.**

### **LIABILITY**

A director shall have no personal liability to the corporation or the members for corporate obligations. The corporation will indemnify any corporate director for the liabilities incurred in carrying out the duties of the corporation as long as the director has not breached his or her fiduciary duty to the corporation.

If the MNPCA is hereafter amended to authorize the further elimination or limitation of the liability of directors, then in addition to the limitation on personal liability provided herein, the liability of a director shall be limited to the fullest extent permitted by the amended MNPCA.

Any repeal or modification of this section shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the corporation existing at the time of such repeal or modification.

## **ARTICLE X.**

### **BY-LAWS**

The first Board of Directors shall, upon the first meeting thereof, adopt By-Laws for the regulation of the business of the corporation.

## **ARTICLE XI.**

### **MEETINGS**

The corporation shall hold meetings of its members, at such time and in such manner as shall be specified in the By-Laws.

## **ARTICLE XII.**

### **AMENDMENTS**

Amendment of these Articles shall require the prior approval of member who own at least fifty-one percent (51%) of the voting rights, as provided by the By-Laws.

## **ARTICLE XIII.**

### **MEMBERS**

The members of this organization shall be those persons in good standing as property owners with adjoining lakeshore to Lake Washington, or such individuals as provided by the By-Laws of the corporation.

## **ARTICLE XIV.**

### **DISSOLUTION**

**Amended August 2009 to read as follows:**

Duration/Dissolution – The duration of the corporate existence shall be perpetual until dissolution.

Upon dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

**ARTICLE XV.**  
**Amended August 2009 to read as follows:**

**EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

This amendment has been approved pursuant to Minnesota Statute SS302A 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 689.48 as I had signed this Amendment under oath.

Lake Washington Improvement  
Association of Meeker County

Kenneth Klehr – Its President

*State of Minnesota*  
*Department of State*  
**FILED**  
*AUG 13 2009*