

ARTICLES OF INCORPORATION

OF

LIONS CLUB OF CROOKSTON, DAWN TO DUSK, INC.
Nonprofit Corporation (Chapter 317A)

The undersigned incorporators, natural persons 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, as amended, adopt the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be:

Lions Club of Crookston, Dawn to Dusk, Inc.

The corporation's registered office is located at:

23544 265th Street SW, Crookston, MN 56716

ARTICLE II PURPOSE

The corporation is organized and will be operated exclusively for educational and social welfare purposes within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code. The corporation is being formed to continue the efforts of an unincorporated association of the same name, and to such ends, the corporation shall undertake operations that

- (a) Create and foster a spirit of understanding among the peoples of the world.
- (b) Promote the principles of good government and good citizenship.
- (c) Take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) Unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) Provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (f) Encourage service-minded people to serve their community without personal financial reward, and encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

Until such later time, if any, in which the organization establishes with the Internal Revenue Service its qualification as an exempt organization under Section 501(c)(3), the corporation shall be operated for community benefit/social welfare purposes within the

meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE III LIMITATIONS

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 corporation shall inure to any member, Director, or officer of the corporation, nor to any other private persons, except as paid as reasonable compensation for services actually rendered to the corporation at the request of the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation, or paid over in contribution to organizations who have qualified for exemption under either Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, in furtherance of the purposes of the corporation.
2. In no year shall the corporation have a primary purpose of participating or intervening in political campaigns on behalf of or in opposition to any candidate for public office nor to any other extent which would disqualify it from maintaining exemption under Section 501(c)(4) of the Internal Revenue Code.
3. The corporation shall not lend any of its assets to any officer or Director of this corporation, or guarantee to any person the payment of a loan by an officer or Director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No officers or Directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature, nor shall any of the property of the members (whensoever members exist), officers or Directors be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or State law shall mandate individual party responsibility for tax obligations or trustee-imprest funds.

ARTICLE VI
DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for purposes in accord with the corporation's overall purposes.

ARTICLE VII
INCORPORATORS

The incorporators of this corporation are:

Joanne M. Swanson	23544 265 th St. SW	Crookston, MN 56716
George Marx	401 Jefferson Ave.	Crookston, MN 56716
Karen Marx	401 Jefferson Ave.	Crookston, MN 56716

The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in Minnesota Statutes 609.48 as if this document had been executed under oath.

_____ Date _____
Joanne M. Swanson

_____ Date _____
George Marx

_____ Date _____
Karen Marx