

### Indemnification

To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

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**ARTICLES OF INCORPORATION**  
**OF**  
***MULE LAKE PROPERTY OWNERS' ASSOCIATION, INC.***

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of this corporation shall be *Mule Lake Property Owners' Association, Inc.*

**ARTICLE II**  
**Purpose**

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. *The specific purposes of this corporation are shall be to promote the welfare of the people and to improve the conditions in and around Mule Lake.*

**ARTICLE III**  
**Powers**

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes directly or indirectly benefitting this corporation, and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation

44 shall in any event be paid or contributed to any other corporation, organization, foundation, fund,  
45 institution or governmental body, any substantial part of the activities of which consists of  
46 carrying on propaganda or otherwise attempting to influence legislation or which participates or  
47 intervenes in any political campaign on behalf of any candidate for public office, nor shall this  
48 corporation itself engage in such activities in any way, directly or indirectly, except to the extent,  
49 if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued  
50 thereunder. No Member that is not an organization described in Section 501(c)(3) of the Internal  
51 Revenue Code of 1986, as amended, or any officer or director of this corporation or other private  
52 individual shall be entitled to share in the distribution of the corporate assets on liquidation,  
53 dissolution, or winding up of this corporation. However, nothing contained in these Articles shall  
54 be construed to prevent distribution of the properties of this corporation to another distributee,  
55 otherwise properly made in accordance with the provisions of these Articles and the purposes  
56 herein stated, solely by reason of the fact that one or more of the Members, directors, or officers  
57 of this corporation may be connected or associated with the distributee as shareholder, member,  
58 director, officer or in any other capacity.  
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61 **ARTICLE IV**  
62 **Nondiscrimination**

64 This corporation shall not discriminate on the basis of race, color, creed, religion, national  
65 origin, sex, marital status, sexual preference, status with regard to public assistance, disability or  
66 age.  
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69 **ARTICLE V**  
70 **Inurement of Income**

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72 This corporation does not and shall not afford pecuniary gain incidentally or otherwise to  
73 its Members (other than a Member that is a non-profit organization described in Section 501(c)(3)  
74 of the Internal Revenue Code of 1986, as amended) or any private individual.  
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77 **ARTICLE VI**  
78 **Duration**

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80 The duration of this corporation shall be perpetual.  
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83 **ARTICLE VII**  
84 **Registered Office**

86 The registered office of this corporation shall be located at 173 Highwood Lane NE,

87 Longville MN 56655.  
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90 **ARTICLE VIII**  
91 **Capital Stock**  
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93 This corporation shall have no capital stock but shall have one class of Members whose  
94 voting and other rights and interests shall be equal. The conditions and qualifications for  
95 Membership in this corporation shall be as provided for in the Bylaws of this corporation.  
96 Members of this corporation shall have no personal liability for corporate obligations.  
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99 **ARTICLE IX**  
100 **Directors**  
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102 **Section 9.1.** The management of this corporation shall be vested in a Board of Directors  
103 elected by the members.  
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105 **Section 9.2.** The Board of Directors shall initially consist of *a President, Vice-President,*  
106 *a Secretary-Treasurer and six (6) Directors-At-Large.* Thereafter the Board of Directors shall  
107 consist of the number of directors provided in the Bylaws of this corporation. The initial Board of  
108 Directors shall continue in office until the first meeting of the Members and thereafter until his or  
109 her successor is elected and qualifies or until he or she is removed from office as provided by law  
110 or in the Bylaws of this corporation.  
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112 **Section 9.3.** The terms of office of the directors, other than the members of the initial  
113 Board of Directors, shall be fixed by the Bylaws of this corporation.  
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116 **ARTICLE X**  
117 **Less than Unanimous Written Action Without a Meeting**  
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119 Any action required or permitted to be taken at a meeting of the Board of Directors may  
120 be taken by written action signed by the number of directors required to take the same action at a  
121 meeting of the Board of Directors at which all directors were present.  
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124 **ARTICLE XI**  
125 **Dissolution**  
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127 In the event of the liquidation, dissolution or winding up of this corporation, whether  
128 voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided  
129 or required by law, the remaining property and assets of this corporation shall be distributed as  
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130 provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws,  
131 in such manner as the Board of Directors of this corporation, as constituted at the date of entry of  
132 the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall  
133 by the affirmative vote of a majority of the directors determine to be best calculated to carry out  
134 the objects and purposes for which this corporation is formed; provided, however, that none of  
135 the property or assets of this corporation shall be distributed for purposes other than exclusively  
136 for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3)  
137 of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or  
138 Federal Law as may from time to time be applicable.  
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141 **ARTICLE XII**  
142 **Amendment**  
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144 **Amendment by Members.** Amendments to the Articles must be approved by a majority  
145 of the directors and by the Members with voting rights. If an amendment is initiated by the  
146 directors, proper notice of the proposed amendment must precede a meeting of the Members at  
147 which the amendment will be considered and must include the substance of the proposed  
148 amendment. If an amendment is proposed and approved by the Members, the Members may  
149 demand a special meeting of the Board of Directors within *thirty (30)* days for consideration of  
150 the proposed amendment if a regular meeting of the Board would not occur within *thirty (30)*  
151 days.  
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153 **Amendment by Board.** When authorized by the Members, these Articles may be  
154 amended by the Board of Directors by the affirmative vote of a majority of the directors then in  
155 office, at a meeting for which notice of the meeting and the proposed amendment have been  
156 given. The Members may prospectively revoke the authority of the Board to exercise the power  
157 of the Members to amend the Articles.  
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159 **ARTICLE XIII**  
160 **Incorporators**  
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162 The names and addresses of the incorporators of this corporation are:  
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Name	Address
Pat Larson – President	413 North Bay Drive NE
	Longville MN 56655
Ernie Larson – Vice President	3016 State 84 NE
	Longville MN 56655

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168	Dorothy Tostengard – Secretary-Treasure	173 Highwood Lane NE Longville MN 56655
169	Tom Buss – Director	401 North Bay Dr. NE Longville MN 56655
170	Marge Dahlager – Director	373 North Bay Dr. NE Longville MN 56655
171	Dick Leeds – Director	3032 State 84 NE Longville MN 56655
172	Michael Small – Director	P.O. Box 38 Hackensack MN 56452
173	Sheldon Tostengard – Director	173 Highwood Lane NE Longville MN 56655
	Clarence Wachter – Director	3100 State 84 NE Longville MN 56655
175	Al Zahn – Director	2766 State 84 NW Longville MN 56655

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**IN WITNESS WHEREOF**, we have hereunto executed these Articles of Incorporation  
this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

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