

Key Cities Conservation Club

Articles of Incorporation

As amended May, 21 2015

These Amended and Restated Articles of Incorporation of the Key Cities Conservation Club has been adopted on May, 21 2015 by the general membership under Chapter 317A of the Minnesota Statutes as follows:

ARTICLE I – NAME

The name of this corporation shall be: **Key Cities Conservation Club**.

ARTICLE II – REGISTERED OFFICE ADDRESS

The address of this corporation shall be 23370 610th Ave Madison Lake, Minnesota, 56063.

ARTICLE III – PURPOSE

This corporation is organized exclusively for charitable and educational 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 future federal tax code.

The purpose of this corporation is:

To create a fraternal spirit among sportsmen and sportswomen, harmonize their interests, unify their action, and solidify them into an association working toward definite ends; specifically the propagation and conservation of game and fish and the equitable harvesting of the surplus, and to plan and carry out projects to create an abundance of wildlife, to hold events with an emphasis on education for adults and children in shooting, archery, angling, casting, conservation and such other activities as the board of directors may deem proper, obedience for the game and fish laws of this state and the United States.

ARTICLE IV – EXEMPTION REQUIREMENTS

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 III.

No substantial part of the activities of the corporation shall constitute the carrying on 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), any political campaign on behalf of, or opposition to, any candidate for public office.

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.

ARTICLE V – MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VI – CORPORATE STOCK

This corporation shall have no capital stock.

ARTICLE VII – PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII – DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, will dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation or 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 IX – AMENDMENTS

These articles may be amended at any regular meeting of the Club by a two-thirds majority vote of the members present provided said amendment has been proposed and discussed at a previous regular meeting.

Notice

A reasonable attempt to notify the voting members of the Club shall be made through official Club communications of the proposed amendments and the time and place of the final voting.