

NP OR

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF MINNESOTA BAND ALUMNI SOCIETY

I, the undersigned, being a natural person of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and the laws amendatory thereof and supplementary thereto, do hereby constitute myself as a body corporate and adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

1.) The name of the corporation shall be "University of Minnesota Band Alumni Society."

ARTICLE 2 - REGISTERED OFFICE

2.) The location and post office address of the registered office of the corporation shall be University of Minnesota Band Alumni Society, TCF Bank Stadium, 420 23rd Avenue SE, Minneapolis, Minnesota 55455.

ARTICLE 3 - PURPOSES

3.) 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. These purposes include, but are not limited to:

- A. Encouraging the growth of, and providing support for the University of Minnesota Bands program;
- B. Providing financial/scholarship assistance, when possible, to qualified members of the University of Minnesota Bands program; and
- C. Acting as additional musical ambassadors of the University of Minnesota to its band alumni, alumni, students, faculty and staff, and to citizens of the State of Minnesota.

ARTICLE 4 - MEMBERSHIP

4.1) Regular membership consists of all members of the University of Minnesota Alumni Association who have elected to be computer-coded for University of Minnesota Band Alumni Society membership.

4.2) The Board of Directors may determine in the By-laws multiple classes of membership, may assign or withhold voting rights to any class of membership, may have no voting members or membership classes, may grant honorary memberships and may otherwise determine the rights and benefits of membership.

ARTICLE 5 - NONPROFIT PURPOSES

5.) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3, above. No substantial part of the activities of the corporation shall be the carrying on of 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 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 any corresponding section of any future federal tax code.

ARTICLE 6 - INCORPORATOR

6.1) The name and post office address of the person acting as incorporator of this corporation is as follows:

Carolyn Adamson
450 Ford Road, #310
St. Louis Park, MN 55426

ARTICLE 7 - BOARD OF DIRECTORS

7.1) Any action required or permitted to be taken at a duly called Board of Directors meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

7.2) The first Board of Directors shall consist of the current voting officers and council representatives of the Executive Council of the unincorporated non-profit society of the same name, affiliated with the University of Minnesota Alumni Association.

ARTICLE 8 - TRANSFER OF CORPORATE ASSETS UPON DISSOLUTION

8.1) 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 University of Minnesota Foundation for the Friends of the Band Endowment, with tangible personal property to be given to the University of Minnesota Band program to be used or transferred as the bands' director may deem fit, or to the federal government, or to any 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.

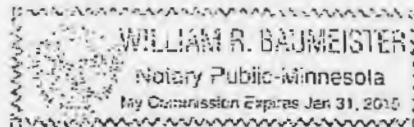
IN WITNESS WHEREOF, I have subscribed my name this 1st day of February, 2011.

Carolyn Adamson
Carolyn Adamson, Incorporator

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

On this 1st day of February, 2011, before me, a notary public within and for said county, personally appeared Carolyn Adamson, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

William R. Baumeister
Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 16 2011

Mark Ritchie
Secretary of State

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State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: University of Minnesota Band Alumni Society

Corporate Charter Number: 4175726-2

Chapter Formed Under: 317A

This certificate has been issued on 02/16/2011.



Mark Ritchie
Secretary of State.