

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MINNESOTA NATIONAL ORGANIZATION FOR WOMEN, INC.

Pursuant to Minnesota Statutes Chapter 317A, the following Amended and Restated Articles of Incorporation have been properly adopted by the Board of Directors and the Voting Members of the corporation to supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be:	Minnesota National Organization for Women, Inc.
The corporation's registered office is located at:	C/O Rubric Legal, LLC The Barrel House, 111 3rd Ave S Ste 110, Minneapolis, MN 55401

ARTICLE II
PURPOSE

This corporation is organized to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now enacted or later amended (“the Code”). To this end, the corporation shall take action through intersectional grassroots activism to promote feminist ideals, lead societal change, eliminate discrimination, and achieve and protect the equal rights of all people in all aspects of social, political, and economic life. The corporation may receive gifts, devises, and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the social welfare purposes for which it was created and shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III **LIMITATIONS**

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

1. This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) or Section 501(c)(4) of the Code, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under 501(c)(4) of the Code;
3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit;
4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code; and
5. The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), 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 State 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.

An action, other than an action requiring member approval, 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. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action. All directors must be notified immediately of the text of the written action and its effective date. A director who does not sign or consent to the written action is not liable for the action.

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No person who has served or is serving as a director or officer shall be personally liable for obligations or debts of the corporation (based on their service as officer or director) except to the extent such person has unlawfully misappropriated funds to their use or benefit or is liable as a responsible party per state or federal law. Corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VI
DISSOLUTION

Dissolution of the corporation must be approved in accordance with 317A.721 by a majority of the State Board, and also at a meeting of the members for which all members with voting rights were given notice in which it is clearly stated that the purpose of the meeting is to consider dissolving the corporation. Upon the time of dissolution of the corporation, assets shall be distributed by the State Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of dissolution properly noticed to the Attorney General in compliance with Minnesota Statutes section 317A.811 (as now enacted or later amended), to National NOW or Minnesota NOW local chapters.

IN WITNESS OF, the undersigned executes these Amended and Restated Articles of Incorporation as of the _____ day of _____, 20__.

signature

date