

RES TATED
ARTICLES OF INCORPORATION
OF LINDEN HILLS NEIGHBORHOOD COUNCIL

Pursuant to the Minnesota Non-Profit Corporation Act, Minn. Stat., Chapter 317A, and in accordance with the Articles of Incorporation of Linden Hills Neighborhood Council, the members of Linden Hills Neighborhood Council have adopted certain amendments to the Articles of Incorporation of Linden Hills Neighborhood Council, effective **October 12, 2007**, and, as such, the Articles of Incorporation of Linden Hills Neighborhood Council are hereby restated in their entirety to read as follows:

ARTICLE I
NAME

The name of this corporation is **Linden Hills Neighborhood Council**.

ARTICLE II
REGISTERED OFFICE

The registered office of this corporation shall be located at Linden Hills Neighborhood Center, 3100 West 43rd Street, in the City of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE III
APPLICATION OF M.S. CHAPT. 317A

This corporation is organized under the Minnesota Non-Profit Corporation Act, Minn. Stat., Chapter 317A, and all future laws that may amend or supplement such statute.

ARTICLE IV
PURPOSE

This corporation is not organized for profit, but for charitable and educational purposes, all as contemplated and permitted by §501(c)(3) of the Internal Revenue Code and the Regulations applicable thereto. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, (except as otherwise provided in subsection 501(h)), and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. This statement shall be construed in such a manner as to allow the Board of Directors, from time to time, to indicate its support or opposition for particular issues but not political candidates nor ever as a principal focus of the activity of the corporation.

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 VIII
INDEMNIFICATION BY CORPORATION

- A. The corporation shall indemnify any 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, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that her conduct was unlawful.
- B. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by her in connection with the defense or settlement of such action or suit if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of her duty to the corporation

unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- C. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections A and B, or in defense of any claim, issue or matter therein, she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by her in connection therewith.
- D. Any indemnification under subsections A and B (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because she has met the applicable standard of conduct set forth in subsections A and B. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection D. upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that she is entitled to be indemnified by the corporation as authorized in this section.
- F. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrator of such a person.
- G. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not the corporation would have the power to indemnify her against such liability under the provisions of this section.

**ARTICLE XI
AMENDMENT OF ARTICLES**

Amendments to these Articles may be adopted by the general membership at any meeting for which at least seven (7) days prior written notice has been given. The notice shall include the content of proposed Article changes. A 2/3 majority of the members present and voting at a meeting at which a quorum is present is needed for it to pass.

**ARTICLE XII
DISSOLUTION**

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 federal government, or to a 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, the undersigned officers have affixed their signatures this **October 12 of 2007** as evidence that the foregoing Restated Articles of Incorporation constitutes a true and accurate copy of the Restated Articles of Incorporation as amended by a 2/3rds majority vote of the members present at a special meeting of the general membership, duly called for that purpose, at which a quorum was present.

Linea Palmisano, LHiNC Chair