

ARTICLES OF INCORPORATION

OF

_____ **LIONS CLUB, INC.**
Nonprofit Corporation (Chapter 317A)

The undersigned incorporators, natural persons 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, as amended, adopt the following articles of incorporation.

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be:

_____ **Lions Club, Inc.**

The corporation's registered office is located at:

_____, **MN** _____

(Must be street address, not PO Box #)

ARTICLE II
PURPOSE

The corporation is organized and will be operated exclusively for educational and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code. The corporation is being formed to continue the efforts of an unincorporated association of the same name, and to such ends, the corporation shall undertake operations that

- (a) Create and foster a spirit of understanding among the peoples of the world.
- (b) Promote the principles of good government and good citizenship.
- (c) Take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) Unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) Provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (f) Encourage service-minded people to serve their community without personal financial reward, and encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.
- (g) Generally to carry out the principles and teachings of the International Association of Lions Clubs, a service club organization with which _____ Lions Club, Inc. is affiliated."

ARTICLE III **LIMITATIONS**

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

1. No part of the net earnings of the corporation shall inure to any member, director, or officer of the corporation, nor to any other private persons, except as paid as reasonable compensation for services actually rendered to the corporation at the request of the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation, or paid over in contribution to organizations who have qualified for exemption under Section 501(c)(4) of the Internal Revenue Code of 1986, in furtherance of the purposes of the corporation.
2. In no year shall the corporation have a primary purpose of participating or intervening in political campaigns on behalf of or in opposition to any candidate for public office nor to any other extent which would disqualify it from maintaining exemption under Section 501(c)(4) of the Internal Revenue Code.
3. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.
4. The corporation is chartered by, and is under the supervision of, the International Association of Lions Clubs of Oak Brook, Illinois, and is governed by the Constitution and By-Laws of said Association.

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 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.

ARTICLE V **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No officers or directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature, 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, except to the extent that federal or state law shall mandate individual party responsibility for tax obligations or trustee-impresst funds.

ARTICLE VI DISSOLUTION

Upon dissolution of this corporation, after payment of or making provisions for all costs and expenses of dissolution and all liabilities and obligations of this corporation, the remaining assets of this corporation will be distributed as determined by the Board of Directors, provided, however, that the assets will only be distributed to a unit or instrumentality of government or organizations organized and operated exclusively for one or more of the purposes described in Section 501 (c) (3) and/or Section 501(c)(4) of the Internal Revenue Code of 1954, as now enacted or hereafter amended, all in such proportion as determined by the Board of Directors of the corporation

ARTICLE VII AMENDMENTS

These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote two-thirds of the members present and voting, providing the Board of Directors has previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by U.S. mail, electronic mail, or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

ARTICLE VIII INCORPORATORS

The undersigned incorporators certify both that we are authorized to sign these articles and that the information in these articles is true and correct. We also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if we had signed these articles under oath.

Incorporator's Name	Street Address	City	State	Zip	Signature
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Incorporator's Name	Street Address	City	State	Zip	Signature
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Incorporator's Name	Street Address	City	State	Zip	Signature
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Incorporator's Name	Street Address	City	State	Zip	Signature
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List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

Contact Name	Phone Number	E-mail Address
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