

10-87

NP Business Name
Registered office.
Restated Articles



BLAINE DISTRICT #11 AREA YOUTH HOCKEY ASSOCIATION

April 23, 2012 Membership Resolution

RESOLVED, that the Articles of Incorporation of the Blaine District #11 Area Youth Hockey Association, a nonprofit corporation under Chapter 317A, Minnesota Statutes, are hereby restated and amended in their entirety so as to supersede the original Articles of Incorporation, and all amendments and restatements thereof, and the Restated Articles of Incorporation shall be and read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
BLAINE YOUTH HOCKEY ASSOCIATION**

ARTICLE I: NAME

The name of the corporation is Blaine Youth Hockey Association. ✓

ARTICLE II: OFFICE

The registered office of this corporation is located at Fogerty Arena, 9250 Lincoln Street N.E., Blaine, Anoka County, Minnesota 55434. ✓

ARTICLE III: DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV: PURPOSE

The general purpose is to engage in any lawful activity for which and the specific purpose is to promote, encourage, and enable the physical and educational well-being of the youth of the Anoka Hennepin School District #11 Blaine High School area, and specifically to provide access to and support for the sport of amateur ice hockey by whatever means are determined property by the corporation and within the laws of the State of Minnesota.

This corporation shall be operated exclusively for the purposes stated herein and to foster, advance, and promote and administer scientific, educational, and/or charitable aims and projects either on its own behalf or as agent, trustee, or representative of another; to assist any individual, association, institution, or other corporation now or hereafter engaged in furthering any one or more said aims or projects; and to establish,

hereafter engaged in furthering any one or more said aims or projects; and to establish, promote, maintain, endow, and aid with its own means, or as the agent, trustee, or representative of another any such association, institution, or other corporation; provided that such corporation shall not engage in carrying on or exploiting propaganda, lobbying, or attempting to promote, defeat, or influence legislation in a manner not permitted by any exempt organization pursuant to Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

ARTICLE V: PECUNIARY GAIN

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members or officers and directors, and no part of the net income nor net earnings of the corporation shall inure to the benefit of any private person, except that this corporation shall be authorized and empowered to pay for goods and services rendered in furtherance of the purposes set forth in Article IV herein.

No part of the net income or principal administered by this corporation shall be contributed to any organization, the net earnings of which, or any part thereof, inure to the benefit of any private shareholder or individual, or any substantial part of the activity of which is carrying on propaganda or otherwise attempting to influence legislation contrary to the provisions of Section 501(c)(3) of the United States Internal Revenue Code or similar legislation.

The activities of this corporation shall not substantially contribute to the carrying on of propaganda, or otherwise attempting to influence legislation or carrying on activities not permitted by an exempt organization pursuant to Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

Upon dissolution or final liquidation of this corporation, its assets in excess of liabilities shall be transferred to the persons or organizations which will accomplish the general purposes of the corporation as nearly as possible; provided that such person or organization must be organized and operating exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

ARTICLE VI: STATUTORY AUTHORITY

This corporation shall be deemed to be organized pursuant to Minn. Stat. § 317A which is otherwise cited as the Minnesota Non-Profit Corporation Act, and the powers of this corporation shall be those powers granted to corporations organized pursuant to said Chapter 317A and all other corporate powers necessary or convenient to effect the lawful purposes for which this corporation is incorporated and specifically to include the following:

- (a) to enter into, make, and perform contracts of every kind and description.
- (b) to accept grants and gifts from all sources and borrow or raise monies for any of the purposes of the corporation and, from time to time with or without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bond or other obligations of the corporation for its corporate purposes.
- (c) to lend to any person, firm or corporation any of its funds, either with or without security.
- (d) to have one or more offices, to carry on all or any of its operations and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, lease, sell, convey or otherwise dispose of real and personal property of every class and description.
- (e) to indemnify certain persons, subject to the provisions of Minn. Stat. § 317A.521, or laws amendatory or supplementary thereto.

ARTICLE VII: VOTING POWER

Cumulative voting for the election of corporate directors shall not be permitted.

ARTICLE VIII: MEMBERSHIP

The members of this corporation shall consist of those persons prescribed by the corporate by-laws.

The corporate by-laws may provide for more than one class of membership.

ARTICLE IX: NO PERSONAL LIABILITY

The members of this corporation shall not be subject to any extent whatsoever to personal liability for corporate obligations.

ARTICLE X: INFORMAL ACTION BY DIRECTORS

The Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting, unless applicable laws, these articles, or the corporate by-laws, require the affirmative vote of a larger proportion or number. An action required or permitted to be taken at a board meeting (other than an action requiring member approval) may be taken by written action signed 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 by the required number of directors, unless a different effective time is provided in the written action. When written action has been taken by less than all directors, all directors must be notified immediately of its text and effective date.

ARTICLE XI: BYLAWS

The power to amend the by-laws of the corporation after adoption of the initial by-laws by the membership is hereby reserved to the members unless delegated to the directors as hereinbelow provided. A proposal to amend the by-laws may be initiated by resolution adopted by the Board of Directors. Such resolution shall be considered at the next meeting of the members. Notice of the meeting and a copy of the proposed amendment to the by-laws shall be mailed to each member in accordance with the normal notice requirements established by the by-laws.

A proposal to amend the by-laws may be initiated by the members. If at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less, propose a resolution for action by the members to adopt, amend, or repeal by-laws, and the resolution sets forth the provisions proposed for adoption, amendment, or repeal, then such proposal shall be considered at the next meeting of the members. Notice of the proposed by-law or amendment shall be mailed to all members prior to the meeting in accordance with the normal notice requirements provided by law, the articles, or the by-laws. Members proposing a by-law amendment may compel the call of a meeting of the members, if the Board of Directors refuses to do so and the next annual meeting is to be held more than three months from the date of the by-law amendment proposal.


The members of this corporation may, by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors to exercise from time to time the power of amendment of these by-laws. When the members have so authorized the Board of Directors to amend these by-laws, the Board, by a two-thirds (2/3) vote on the proposed amendment, may amend these by-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given.


ARTICLE XII: CAPITAL STOCK

This corporation shall not have capital stock.

FURTHER RESOLVED, that the President and Secretary of Blaine Youth Hockey Association are hereby authorized and directed to make, execute and file for record with the Secretary of State of the State of Minnesota proper Articles of Amendment of Articles of Incorporation, setting forth the foregoing restatement and amendment, and to pay all fees in connection therewith, all as required by law.

Attest:


Shannon Gilbert
BYHA Secretary 2011-2012


Gretchen Severin
BYHA President 2011-2012

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 04 2012

DS

Monica Ritchie
Secretary of State