



**To All To Whom These Presents Shall Come, Greeting:**

**Whereas**, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the **EIGHTEENTH** day of **JUNE**, A. D. 19**52** for the incorporation of

**FRIENDS OF THE WILD FLOWER GARDEN, INCORPORATED**

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Chapter 550 of the Laws of Minnesota for 1951, and all acts amendatory thereof,

**Now, Therefore**, I, Mike Holm, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

**FRIENDS OF THE WILD FLOWER GARDEN, INCORPORATED**

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this **EIGHTEENTH** day of **JUNE** in the year of our Lord one thousand nine hundred and **FIFTY-TWO**.

*[Handwritten Signature]*  
Secretary of State

## ARTICLES OF INCORPORATION

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OF

## FRIENDS OF THE WILD FLOWER GARDEN, INCORPORATED

We, the undersigned, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, do hereby constitute ourselves as a body corporate and we do hereby adopt the following Articles of Incorporation:

I.

The name of this corporation shall be FRIENDS OF THE WILD FLOWER GARDEN, INCORPORATED.

II.

The purposes and plan of operation of this corporation shall be to advance, promote and further the interests of the Municipal Wild Flower Garden in Theodore Wirth Park conducted by the Board of Park Commissioners of the City of Minneapolis, State of Minnesota. For such purposes it may receive, own, administer, encumber and dispose of in any way whatsoever funds and properties of all kinds including, but not limited to, the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation or person, whether acquired by this corporation by gift, bequest, legacy, purchase or otherwise and for such purposes this corporation shall have power to borrow money and to secure the same by mortgage or other hypothecation of its assets, and the power to acquire assets subject to and charged with the payment of obligations. The corporation shall also have all of the powers afforded it by the provisions of the Minnesota Nonprofit Corporation Act and all acts amendatory and supplementary thereof. No part of the properties or income of the corporation shall ever be used or employed, directly or indirectly, by the corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

III.

The corporation shall have no capital stock and does not and will not

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afford pecuniary gain incidentally or otherwise to its members. No part of the net earnings of the corporation or any other pecuniary gain or profit shall inure to any member or director. In the event of the dissolution of the corporation all of its remaining property shall be disposed of by distribution to the said Board of Park Commissioners, and none thereof shall be transferred to or in any respect whatsoever inure to any member or director of the corporation. Members and directors of the corporation shall not be personally liable to any extent whatsoever for corporate obligations.

IV.

The period of duration of the corporation shall be perpetual.

V.

The registered office of the corporation in the State of Minnesota shall be 2318 Chestnut Avenue West, Minneapolis 5, Minnesota.

VI.

Members of the corporation shall be divided into six classes of the type set forth below and the annual dues which each type of membership shall pay will be as set forth below. Any person, whether a natural person or a corporation, partnership or association, may become a member of any type by paying the annual dues pertaining to such type of membership. Such types of memberships and the respective annual dues therefor are as follows:

<u>Type of Membership</u>	<u>Dues</u>
Benefactor	\$500.00
Founder	200.00
Builder	100.00
Sponsor	25.00
Sustainer	10.00
Active	3.00

Each member of the corporation of whatsoever type shall have one vote at all meetings of the members of the corporation. A member in the corporation shall automatically cease to be such if he fails to make payment of the annual dues pertaining to his type of membership within sixty (60) days after a statement therefor shall have been mailed to him.

VII.

The government of the corporation and the management of its affairs shall be vested in a Board of Directors which shall consist of such number

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not less than five (5) nor more than eleven (11) as may be elected by the members from time to time. The tenure of office of each member of the Board of Directors named in these Articles of Incorporation shall continue until the first annual meeting of the corporation to be held in the year 1953. Each director of the corporation shall serve until the next annual meeting of the members and until his successor is elected and qualified.

#### VIII.

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors shall from time to time appoint. The President and each Vice President shall be members of the Board of Directors. Any two offices, except those of President and Vice President, and President and Secretary, may be held by the same person.

#### II.

The first Board of Directors shall consist of six (6) persons, the name and address of each of whom is as follows:

<u>Name</u>	<u>Address</u>
Clinton M. Odell	2318 Chestnut Avenue West Minneapolis 5, Minnesota
Donald C. Dayton	The Dayton Company Minneapolis, Minnesota
Mrs. Carroll Binder	1627 West 26th Street Minneapolis, Minnesota
Russell H. Bennett	Foshay Tower Minneapolis, Minnesota
Leonard F. Ramberg	2318 Chestnut Avenue West Minneapolis 5, Minnesota
Mrs. Martha A. Crona	3723 Lyndale Avenue North Minneapolis, Minnesota

#### X.

The names and addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Clinton M. Odell	2318 Chestnut Avenue West Minneapolis 5, Minnesota
Mrs. Carroll Binder	1627 West 26th Street Minneapolis, Minnesota
Leonard F. Ramberg	2318 Chestnut Avenue West Minneapolis 5, Minnesota

IN WITNESS WHEREOF the undersigned incorporators have hereunto set  
our hands and seals this 9<sup>th</sup> day of June, 1952.

In Presence of

[Signature]  
M. H. Hansen  
\_\_\_\_\_  
\_\_\_\_\_

Clinton M. Odell  
Mr. Carroll Binder  
Leonard P. Ramberg

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) SS

On this 9<sup>th</sup> day of June, 1952, before me, a notary public within and for said county, personally appeared Clinton M. Odell and Leonard P. Ramberg, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

Leah E. Johnson  
LEAH E. JOHNSON,  
Notary Public, Hennepin County, Minn.  
My Commission Expires Dec. 21, 1956.

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) SS

On this 9<sup>th</sup> day of June, 1952, before me, a notary public within and for said county, personally appeared Mrs. Carroll Binder, to me known to be one of the persons named as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged that she executed the same as her free act and deed for the uses and purposes therein expressed.

Leah E. Johnson  
LEAH E. JOHNSON,  
Notary Public, Hennepin County, Minn.  
My Commission Expires Dec. 21, 1956.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 18 day of June, A. D. 1952 at 8 o'clock P. M. and was duly recorded in Book V-11 Incorporations, on page 3  
[Signature]  
Notary Public



APPRO'D & FILED  
INDEXED  
IND. FILED  
DEX CHECKED  
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