

Email your comments to President Kathy Connelly - "gardenfriends@earthlink.net"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRIENDS OF THE WILD FLOWER GARDEN, ~~INCORPORATED~~INC.**

Amended and Restated ~~February 23, 1991~~ May _____, 2019

In order to operate as a corporate entity under Minnesota Statutes 317A, the Articles of Incorporation of the Friends of the Wild Flower Garden, Inc., (the "Corporation") incorporated on June 9, 1952 as a non-profit corporation, are hereby amended and restated in their entirety by striking all the provision as now set forth in the Articles of Incorporation and substituting the following restated Articles of Incorporation:

**ARTICLE I
NAME AND REGISTERED OFFICE**

The name of this Corporation shall be FRIENDS OF THE WILD FLOWER GARDEN, INC. ~~located at 1 Wirth Parkway, Minneapolis, MN 55405. Mailing address PO Box 11592 Minneapolis, MN 55412.~~ Effective May _____, 2017 the registered office of the Corporation is 3337 Ivy Lane, Minneapolis, Minnesota 55416.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purposes of educating the public by enhancing appreciation for and understanding of Minnesota's native plants and their natural environments, of safeguarding the integrity of the Eloise Butler Wildflower Garden and Bird Sanctuary, and of aiding in its support with both financial and volunteer assistance.

To this end, the Corporation shall at all times be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) ~~of the Internal Revenue Code of 1986 as now enacted or hereafter amended~~ the Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.

**ARTICLE III
POWERS**

The Corporation shall have all of the powers afforded it by the provisions of the Minnesota ~~Non Profit~~ Nonprofit Corporation Act of 1989 and all acts amendatory and supplementary thereof. For furthering its purposes it may receive, own, administer 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 the 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.

ARTICLE IV IRS EXEMPTION REQUIREMENTS

At all time shall the following 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 of the Corporation not qualifying as exempt under Section 501(C)(3) of the Code ~~the Internal Revenue Code of 1986 as now enacted or hereafter amended~~, 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 such Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions 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)(3) of the Code ~~the Internal Revenue Code of 1986 as now enacted or hereafter amended~~.

ARTICLE V MEMBERSHIP/DIRECTORS

The Corporation shall have one class of members, as provided in the Corporation's bylaws. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VI MINNESOTA SALES AND USE TAX EXEMPTION PROVISIONS

1. The Corporation is organized and operated exclusively for educational purposes.

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2. The earning of the Corporation shall not benefit any private shareholder or individual member.
3. The Corporation will not engage in prohibited political and legislative activities.
4. In the event of a dissolution, no part of the Corporation's assets will directly or indirectly be transferred to its members, founders, or shareholders.

**ARTICLE ~~VII~~
AMENDMENTS**

These articles may be amended by a majority vote of the members of the Board of Directors ~~voting at a meeting~~ of the Corporation, provided that the proposed amendment shall have been included in the notices of the meeting and that at least ~~a quorum ten (10) voting members of the Board~~ are in attendance at the meeting.

**ARTICLE VIII
DISSOLUTION**

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation to the extent of the assets of the Corporation, dispose of all of the assets of the Corporation in such manner as the Board of Directors shall determine and in accordance with the laws of the State of Minnesota. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) of (2) of the ~~Code Internal Revenue Code of 1986~~, as now enacted or hereafter amended.

**ARTICLE IX
ATTESTATION**

In witness whereof, the undersigned officer certifies that she has been authorized to execute these Amended and Restated Articles and further certifies that these Amended and Restated Articles correctly set forth all prior amendments to the Corporation's Articles subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if she had signed these articles under oath.

Kathleen A. Connelly, President
Friends of the Wild Flower Garden, Inc.

May _____, 2019