



## MINNESOTA SECRETARY OF STATE

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Office of the Minnesota Secretary of State  
Business Services Division

## ARTICLES OF INCORPORATION OF

## THE FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

Whereas, We S. C. Gale, O. C. Merriman, C. C. Jones, A. Bernard, F. von Schlegell, R. B. Squires, W. H. Nudd, C. Ford, W. W. Parker, Gilbert H. Howe, C. H. Du Bois, Robert Hale, M. R. Baldwin, Jos. B. Bartlett, James A. Longjoy, Woodbury Fisk A. C. Austin & James W. Griffin & C. B. Mitchell are resident citizens of the State of Minnesota and members of a religious society; and Whereas, such society does not desire to organize or become incorporated otherwise than under the provisions of Chapter 15 of the General Laws of said State, Passed and approved on the 28th day of February, A.D. 1878:

Now, therefore, we the undersigned have agreed to and do hereby adopt and sign the following articles of incorporation under said Statute:

I.

The name of this Corporation shall be 'The First Unitarian Society of Minneapolis' & its location shall be in said City in the State of Minnesota.

II.

Its general purpose is to form an association where people without regard to theological differences may unite for mutual helpfulness in intellectual, moral & religious culture & humane work. Its general plan of operation is to maintain a pastor & regular Sunday meetings, together with such other educational, social & charitable movements as shall be agreed upon.

III.

All persons whatsoever who are in sympathy with these aims shall be welcome to the Society. But at its business meetings voting shall be limited to the men & women over twenty-one years of age who shall have been regular attendants at the meetings of the Society either

from its origin or for the last six months, & who shall have during the last year contributed at least \$5.<sup>00</sup> to its support. Any person entitled to vote shall be eligible to any office of the Society.

#### IV.

The officers of this Corporation shall be a Board of five Trustees who shall have charge & control of all the property of the Society, & a Secretary & Treasurer elected by the Trustees.

The Trustees shall also choose one of their number Chairman to preside at their own meetings & those of the Society.

The Chairman, Secretary & Treasurer shall each hold his office for one year from the third Monday in January in each year, except that the persons first chosen to these offices shall hold till the third Monday in January 1883.

#### V.

The first Board of Trustees of this Corporation is hereby constituted & their term of office fixed as follows:

Samuel C. Gale	for one year,
James A. Lovejoy	" two "
Robert Hale	" three "
Woodbury Fisk	" four "
Orlando C. Merriman	" five "

On the second Monday of January 1883 & annually thereafter, the Society shall elect, in the manner specified in the By-Laws, a Trustee whose term of office shall be five years from the third Monday of January following. But each Trustee or other officer shall continue in office until his Successor has been duly elected & qualified.

Every Trustee shall be a resident of the City of Minneapolis, & permanent removal therefrom shall operate as his formal resignation of the office.

All vacancies in any office of the Corporation



shall be filled by the remaining members of the Board; but the Trustee or officer so appointed shall continue in office by virtue of such appointment only until the next annual meeting, when the vacancy shall be regularly filled by election.

#### VI.

The annual meeting of the Society shall be held at the regular place of meeting on the second Monday of January & that of the Trustees on the third Monday of January of each year, except in the year 1884. Special meetings of the Society or Trustees may be called & held at any time in the manner provided by the By-Laws, upon not less than two days' notice of the time & place of holding the same, to be given at the regular Sunday services next preceding the meeting, or by publication in one of the morning daily English newspapers of the City, twice on consecutive days, the last publication to be on the day of the meeting. The powers of the members & of said Board may be exercised at any general or special meeting duly called.

#### VII.

Said Board of Trustees shall have no power to select or change the pastor, or to fix, increase or diminish his salary, or to purchase a church site or a church, or to build a church, or to sell, mortgage or otherwise encumber any of the real property or the church building of the corporation, without they shall have been authorized to do so by a formal resolution of the members duly passed at some annual or special meeting thereof duly called and held. In all the other affairs of said corporation its Board of Trustees shall have power to act for and bind said corporation, and in no case shall any action of the members operate to create any pecuniary obligation or liability.



against the corporation without the concurrence of the Board of Trustees.

### VIII

The Board of Trustees shall have power to provide a corporate seal and to alter the same, to make By-laws and all lawful rules and regulations for the orderly management of the affairs of the Corporation, also to define the provinces and duties of the Secretary and Treasurers, and to suspend or remove them, or either of them for cause, and to fill any vacancies occasioned thereby or otherwise.

### IX

All written contracts of said Corporation, and all deeds, conveyances, and mortgages made thereby, shall be signed by the Chairman of the Board of Trustees, countersigned by the Secretary and sealed with the corporate seal, and the same shall not be valid unless so executed.

### X

All the powers, privileges and franchises of this Corporation shall subsist and continue in full force, notwithstanding any omission to elect Trustees or other officers, or any non-user of such powers, privileges or franchises.

In witness whereof said incorporations have hereunto set their hands & seals this

S. C. Gale  
O. C. Meinman  
C. C. Jones  
A. Barnard  
F. von Schlegell  
R. B. Lquires  
W. H. Hudt  
C. Ford  
W. W. Parker  
Gilbert H. Howe

C. H. Du Bois  
Robert Hale  
M. R. Baldwin  
Jno B. Bartlett  
James A. Donjon  
Woodbury Fiske  
C. A. Mitchell  
A. C. Knutson  
Jes W. Griffin

State of Minnesota  
Hennepin County } ss.

On this 18 day of November  
A.D. 1881. Came personally before me H. Gale  
O.C. Meriman, C.C. Jones, A. Barnard, F. von  
Schlegel R.D. Squire, W.H. Hull, C. Ford, W.W.  
Parker, Gilbert W. Howe, C.H. Du Bois, Robert  
Hale, M.R. Baldwin, Jno B. Bartlett, James  
A. Longley, Woodbury Fisk, A.C. Austin, Jno W.  
Griffen & C.A. Mitchell to me well known to  
be the same persons who are described in  
& who executed the foregoing Articles of in-  
corporation, & they then & there duly ac-  
knowledge the same to be their free act  
& deed respectively.

In testimony whereof I have hereunto  
set my hand & official seal on the date  
first above written, that is to say November  
18<sup>th</sup> A.D. 1881

Attest

A.F. Elliot  
Notary Public Hennepin  
County Minnesota



Filed January 31 A.D. 1882 at 1 P.M.  
Fried von Baumbach  
Secretary of State



CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
THE FIRST UNITARIAN SOCIETY OF MINNEAPOLIS,  
A MINNESOTA CORPORATION

File # 2578-NP

We, William Ryder, chairman of the board of trustees and presiding officer of The First Unitarian Society of Minneapolis, a Minnesota corporation, F. M. Rarig, vice-chairman of the board of trustees of said corporation and presiding officer of the meeting hereinafter referred to, and Roy Norman Thorshev, secretary of said corporation and secretary of the meeting hereinafter referred to, do hereby certify as follows:

FIRST: That a special meeting of the voting members of the said The First Unitarian Society of Minneapolis was held at the meeting place of said corporation, 1526 Harmon Place, Minneapolis, Minnesota, at 8:00 o'clock P. M. on March 16, 1938; that said meeting was duly called for the purpose clearly stated in the call and in the notice of said meeting, which notice was duly given, of considering and voting on amendments to Articles III, IV, V and VI of the Articles of Incorporation of said corporation.

SECOND: That at the time of the holding of said meeting there were six hundred sixty-seven (667) voting members of said corporation, The First Unitarian Society of Minneapolis.

THIRD: That at said meeting five hundred forty-six (546) of said voting members of said corporation were present or duly represented by proxy.

FOURTH: That at said meeting, the resolution



hereinafter set forth was duly adopted by a vote of five hundred (500) to fourteen (14). More than a majority of all voting members present in person and all voting members represented by proxy voted in favor of the adoption of said resolution. Said resolution so adopted reads as follows, to-wit:

RESOLVED, that Articles III, IV, V and VI of the Articles of Incorporation of THE FIRST UNITARIAN SOCIETY OF MINNEAPOLIS be and they are hereby amended so as to read as follows:

"III.

"Any person at least eighteen (18) years of age who is in sympathy with the aims of this Society as set forth in the preceding paragraph, and whose written application to become a member has been approved by the board of trustees, shall be a member of this Society. Once admitted, any member may resign at will.

"Voting at all meetings of the Society shall be limited to members who are at least twenty-one (21) years of age and who, as appears of record in the books of the Society, shall have contributed at least Five Dollars (\$5.00) to the support of the Society during the year next preceding the date of the first reading of the notice of the meeting at a Sunday service or the date notice is mailed, if notice is given by mail. If any member shall during such year pay more than Five Dollars (\$5.00), he or she may within such year in writing designate for each Five Dollars (\$5.00) of such excess a spouse or adult child who is a member of the Society, and such designation shall qualify such spouse or adult child as a voting member.

"All members of the Society as shown by its membership record at the date of the adoption of this amendment shall continue to be members of the Society without making application, but the right of such members to vote at all meetings hereafter held shall be governed by the above provisions with respect to voting members.

"IV.

"The annual meeting of the Society shall be held on the third Tuesday of April of each year at such time and place as the board of trustees shall designate in the call of the meeting. The 1938 annual meeting of the Society

shall be held on the 12th day of April, 1938, at such time and place as shall be designated by the board of trustees in the call of the meeting.

"Special meetings of the Society may be called by a majority of the trustees, and may be called by twenty-five (25) voting members if the written request of such members to call a meeting is refused by the board of trustees. It shall be the duty of the board of trustees to pass upon such request at its first regular meeting held after the request is received, and if the request shall be approved, the board of trustees shall call a meeting to be held within thirty (30) days thereafter.

"The presence at any meeting of the Society of ten per cent (10%) of the total number of members qualified to vote shall constitute a quorum, but if less than a quorum be present, a majority of those present may adjourn the meeting until a quorum shall be present. Voting by proxy shall be limited to voting on amendments to the Articles of Incorporation of the Society.

"Notice of both annual and special meetings of the Society shall be given to members by the reading of the notice at two (2) consecutive Sunday services next preceding the meeting. If Sunday services are not being held, notice shall be mailed to the last known address of each voting member at least ten (10) days before the holding of the meeting. All notices of special meetings shall specify in general the nature of the business to be transacted at such meeting, and no business shall be transacted other than the business specified in the notice.

"The annual meeting of the board of trustees shall be held within one (1) week after the election of trustees at the annual meeting of the Society, or any adjournment thereof, at such time and place as the chairman of the board of trustees shall designate. Regular meetings of the board of trustees shall be held monthly from September to June inclusive at such time and place as shall be fixed by resolution adopted by the board at its annual meeting. Special meetings of the board of trustees may be called and held in the manner provided in the By-Laws. The By-Laws shall prescribe the notice to be given of all meetings of the board of trustees.



"V.

"The officers of this Society shall be a board of nine (9) trustees elected by the voting members of the Society, and a chairman, vice-chairman, secretary, and treasurer elected by the board of trustees. Any member of the Society qualified to vote shall be eligible to any office.

"Subject only to the provisions of Article VII hereinafter set forth, the board of trustees shall have general charge of all of the property of the Society, the conduct of all of its business affairs, and the control of its administration, and shall have authority to appoint an executive committee and such other committees as they may deem necessary.

"The chairman and vice-chairman shall be members of the board of trustees. Unless otherwise provided by the board of trustees, the chairman, or in his absence the vice-chairman, shall preside at all meetings of the board of trustees and of the Society.

"The secretary and the treasurer need not be members of the board of trustees. The treasurer shall be bonded in an amount fixed by the board of trustees. Each shall perform such duties as may be prescribed by the board of trustees or in the By-Laws.

"VI.

"The board of trustees shall be composed of nine (9) trustees elected by ballot at the annual meeting of the Society. The present board of trustees shall continue in office for terms as follows:

Morton Arneson and E. Paul Shaw, who shall continue in office until the first annual meeting of the board of trustees following the annual meeting of the Society to be held on the 12th day of April, 1938, or until their successors have been elected and qualified.

William Ryder, who shall continue in office until the first annual meeting of the board of trustees following the annual meeting of the Society to be held in April, 1939, or until his successor has been elected and qualified.



Carl H. Lewis and Mercedes Nelson, who shall continue in office until the first annual meeting of the board of trustees following the annual meeting of the Society to be held in April, 1940, or until their successors have been elected and qualified.

W. E. Peterson and Frank M. Rarig, who shall continue in office until the first annual meeting of the board of trustees following the annual meeting of the Society to be held in April, 1941, or until their successors have been elected and qualified.

R. N. Thorshov, who shall continue in office until the first annual meeting of the board of trustees following the annual meeting of the Society to be held in April, 1942, or until his successor has been elected and qualified.

Maurice Viasscher, who, having recently been appointed to fill a vacancy, shall continue in office only until the first annual meeting of the board of trustees following the annual meeting of the Society to be held on the 12th day of April, 1938, at which meeting a successor to fill the vacancy shall be elected for a term expiring with the first annual meeting of the board of trustees following the annual meeting of the Society to be held in April, 1942, or until his successor has been elected and qualified.

"Successors to the above named trustees shall be chosen at the annual meeting of the Society next preceding the date at which their respective terms expire, and thereafter other successors shall be chosen. Each such successor shall be elected for a term of five (5) years, or until his successor has been elected and qualified.

"All officers elected by the board of trustees shall be elected at the annual meeting of the board of trustees or an adjourned meeting thereof, and shall hold office for one (1) year or until their successors have been elected and qualified. The present officers of this

Society shall continue in office until the annual meeting of the board of trustees to be held in April, 1938, namely:

William Ryder - - - - - chairman  
Frank M. Rarig - - - - - vice-chairman  
Roy Norman Thorshov - - - - - secretary  
Carl H. Lewis - - - - - treasurer

"All vacancies in any office of the Society shall be filled by the board of trustees, but a trustee elected by the board shall continue in office by virtue of such election only until the next annual meeting of the Society, when the vacancy for the then unexpired term shall be filled by the members of the Society."

The chairman and secretary are hereby directed and authorized to do all things legally necessary to carry into effect the foregoing amendments.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of said corporation to be hereto affixed at Minneapolis, Minnesota, this 21<sup>st</sup> day of March, 1938.

Witnesses:

Harry E. Hawley  
Robert W. Peterson, Jr.

William Ryder  
Frank Rarig  
Roy Norman Thorshov



STATE OF MINNESOTA)  
( ss.  
COUNTY OF HENNEPIN)

On this 21<sup>st</sup> day of March, 1938, before me, a Notary Public in and for Hennepin County, Minnesota, personally appeared WILLIAM RYDER, F. M. RARIG, and ROY NORMAN THORSHOV, to me known to be the persons described in and who executed the foregoing certificate, who, being by me duly sworn, did say that each is the officer of the said corporation and of the said meeting as set forth in the foregoing certificate; that the resolution set forth in the foregoing certificate is a true and correct copy of the resolution adopted at said meeting; that they have read the foregoing certificate, and that they know of their own knowledge that the same is true; that the seal affixed to said certificate is the corporate seal of said corporation; that said certificate was executed in behalf of said corporation by authority of its members and of its board of trustees; and each acknowledged that he executed said certificate as his free act and deed, and as the free act and deed of said corporation, for the uses and purposes therein expressed.

Peter W. Peterson, Jr.  
Notary Public, Hennepin County, Minn.  
My commission expires July 5, 1944

PETER W. PETERSON, JR.  
Notary Public, Hennepin County, Minn.  
My Commission Expires July 5, 1944.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
**FILED**  
MAR 22 1938

W. H. Johnson  
Secretary of State.



# CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

of

File # 2578

THE FIRST UNITARIAN SOCIETY of Minneapolis

We, the undersigned F. D. Stone and B. A. McClellan

\_\_\_\_\_, respectively the \_\_\_\_\_ president  
 and \_\_\_\_\_ secretary of The First Unitarian Society of Minneapolis, Minnesota,

a non-profit corporation, do hereby certify that at a (regular meeting of the members of said corpora-  
 call for which meeting included a notice that this matter was to be considered  
 tion) (~~special meeting of the members of said corporation, called for that express purpose,~~  
 (Strike out one)

duly called and held in the City of Minneapolis on April 19, 1949,  
 at 8 o'clock P.M., at which meeting a majority of the members were represented  
 in person or by proxy, resolutions, as hereinafter set forth, ~~were~~ <sup>were</sup> adopted by a majority vote of said  
 members:

"RESOLVED that Article III, of the Articles of Incorporation of \_\_\_\_\_  
The First Unitarian Society of Minneapolis, as revised March 16, 1938,  
 by striking out the words 'at least eighteen years of age'  
 be, and the same hereby (is) (~~was~~) amended to read as follows: in the first sentence,"

## ARTICLE III

Any person who is in sympathy with the aims of this Society as set  
 forth in the preceding paragraph, and whose written application to become  
 a member has been approved by the Board of Trustees, shall be a  
 member of this Society. Once admitted, any member may resign at will.  
 (Reminder of section unchanged.)

~~Resolved that the~~ the \_\_\_\_\_ president and \_\_\_\_\_ secretary of this corpora-  
 tion ~~be and they are~~ are, authorized and ~~to~~ to make, execute and acknowledge a certificate un-  
 der the corporate seal of this corporation embracing the foregoing resolutions, and to cause such cer-  
 tificate to be filed and recorded in the manner required by law.

And we do further certify that the said resolutions, and said articles of incorporation so amended,  
 were at a meeting of the board of <sup>Trustees</sup> ~~directors~~, held on the 16th day of January, 1950,  
 at which a majority of all the members of said board were present and voted, duly adopted, ratified and  
 confirmed, and the president and secretary of this corporation were <sup>authorized and</sup> directed to make,  
 execute and acknowledge a certificate under the corporate seal of this corporation  
 embracing the foregoing resolution, and to cause such certificate to be filed and  
 recorded in the manner required by law.



IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 30th day of January 1950.

In presence of:

Carl R. Storm  
Ruth E. Arnott

J. D. Stone President  
B. A. McClellan Secretary

✓ (Corporate Seal)

STATE OF MINNESOTA.  
COUNTY OF HENNEPIN } ss.

F. D. Stone

and B. A. McClellan

being first duly sworn, on oath depose and say: that they are respectively the \_\_\_\_\_ president  
and \_\_\_\_\_ secretary of THE FIRST UNITARIAN SOCIETY of Minneapolis,

\_\_\_\_\_, the corporation named in the foregoing certificate; that

said certificate contains a true statement of the action of the members and board of directors of said corporation, duly held as aforesaid; (that the seal attached is the corporate seal of said corporation)

(~~that this corporation has no corporate seal~~) that said certificate is executed on behalf of said corporation,  
(Strike out one)

tion, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

J. D. Stone President  
B. A. McClellan Secretary

Subscribed and sworn to before me this 30th day of January 1950.

Robert Haagenston Notary Public

✓ (Notarial Seal)

Hennepin County, Minnesota

My commission expires Dec. 19, 1955

ROBERT HAAGENSTON  
Notary Public, Hennepin County, Minn.  
My Commission Expires Dec. 19, 1955.

STATE OF MINNESOTA  
DEPARTMENT OF STATE

FILED

FEB 20 1950

Mark Holm  
Secretary of State

#2578  
soc



CERTIFICATE AND ARTICLES OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
THE FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

C-16, 365

The undersigned Gerhard N. Sonnesyn and Florence Sigal hereby certify:

They are respectively the chairman and the secretary of The First Unitarian Society of Minneapolis. This Society has no president and its chairman has all the authority and duties that are usually conferred upon presidents of similar corporations. The Society is a religious corporation that was originally incorporated in 1881 under Chapter 15 of the General Laws of Minnesota for 1878.

A meeting of the Society's board of trustees was held on April 8, 1957. Advance notice of this meeting was regularly given to all nine of the trustees and they all attended the meeting. Such notice stated that the purposes of the meeting included considering and taking action such as is expressed in the two resolutions next shown. This meeting was convened and held, and all proceedings in it were taken, in accordance with the Society's articles of incorporation and by-laws. At the meeting the following two resolutions were adopted, in the order next shown, by unanimous affirmative vote of all the trustees:

RESOLVED that The First Unitarian Society of Minneapolis, having been originally incorporated in 1881 as a religious corporation under Chap. 15 of the General Laws for 1878, now on April 8, 1957, accepts and comes under the Minnesota Nonprofit Corporation Act, M.S.A. Chap. 317.

RESOLVED that the forms of revised articles of incorporation and by-laws for The First Unitarian Society of Minneapolis that have been presented at this meeting of its board of trustees on April 8, 1957, are approved by this board for adoption as the complete articles of incorporation and by-laws of this Society, wholly superseding all of its previous articles of incorporation and by-laws, and that they be submitted for approval and adoption by the members of the Society at their regular annual meeting on April 16, 1957, and that they be made a part of this resolution.

The annexed Exhibit A is a full and true copy of the form of revised articles of incorporation that was presented to the meeting and that is designated by, and is made a part of, the second of the foregoing two resolutions.

After the above mentioned meeting of the board of trustees and on April 16, 1957, the regular annual meeting of the Society's members was held. Advance notice of this meeting was regularly



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given to all the members. Included in the several mailed notices of the meeting were statements that the purposes of the meeting included considering and taking action such as is expressed in the resolution next shown. This meeting was convened and held, and all proceedings in it were taken, in accordance with the Society's articles of incorporation and by-laws. At the meeting a quorum was present and the following resolution was adopted by unanimous affirmative vote:

RESOLVED that the forms of revised articles of incorporation and by-laws for The First Unitarian Society of Minneapolis that were approved by its board of trustees on April 8, 1957, and were under the direction of such board submitted for adoption at this regular annual meeting of the Society's members on April 16, 1957, are now approved and adopted as the complete articles of incorporation and by-laws of the Society, wholly superseding all of its previous articles of incorporation and by-laws.

The annexed Exhibit A is a full and true copy of the form of revised articles of incorporation that was submitted for adoption at the meeting.

In witness of all this we sign our names and cause the Society's corporate seal to be hereto affixed on this 24th day of April, 1957.

In presence of:

Rolf Heland

William C. Carlson  
Witnesses

Richard H. Sommers  
Chairman

Rosanne Sigel  
Secretary

(Corporate Seal)

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STATE OF MINNESOTA }  
COUNTY OF HENNEPIN } ss.

Gerhard M. Sonnesyn and Florence Sigal, being first duly sworn, say that they are respectively the chairman and the secretary of The First Unitarian Society of Minneapolis, the corporation named in the foregoing articles of amendment; that they have read such articles and that all statements in them are true; that the seal affixed to such articles is the corporate seal of such corporation; and that they are authorized to execute such articles on behalf of such corporation; and they further acknowledge such articles to be the free act and deed of themselves and of such corporation.

Gerhard M. Sonnesyn  
Florence Sigal

Subscribed and sworn to  
before me this 21<sup>st</sup>  
day of April, 1953.

Helin C. Carlson

HELIN C. CARLSON  
Notary Public, Hennepin County, Minn.  
My Commission Expires May 15, 1958.

REVISED ARTICLES OF INCORPORATION OF  
FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

C-16, 368

1. The name of this corporation is First Unitarian Society of Minneapolis.

2. The purposes of this corporation are (a) to maintain a church, minister and regular religious services on Sundays, (b) to unite people, notwithstanding theological differences, in intellectual, moral and religious culture and humane work and (c) to support and develop individual freedom of belief, continuous search for truth, democratic human relations and brotherhood of all mankind.

3. This Society in the year 1881 was first incorporated under the provisions of Chapter 15 of the General Laws of Minnesota for 1878 as a religious corporation under the name The First Unitarian Society of Minneapolis. The original articles of incorporation, which show the names of the incorporators and the names and tenure in office of the trustees constituting the first board of trustees, were recorded by the Register of Deeds of Hennepin County in Book 12 of Miscellaneous Records at page 108. In connection with adoption of these revised articles in the year 1957, the corporation elected to come under, and accordingly it shall exist and operate as a religious corporation under, the Minnesota Nonprofit Corporation Act, M.S.A. Chap. 317.

4. This corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

5. The existence of this corporation shall be perpetual.

6. The registered office of this corporation shall be in Minneapolis, Minnesota.

7. No member shall be personally liable for any corporate obligation of the corporation.

8. This corporation has no capital stock.

3-4-57

(Exhibit A)



C-16,369

CERTIFICATE AND ARTICLES  
OF INCORPORATION OF THE  
FIRST UNITARIAN SOCIETY  
OF MINNEAPOLIS

STATE OF MINNESOTA  
DEPARTMENT OF STATE

I hereby certify that the within  
instrument was filed for record in this  
office on the 29 day of April  
A.D. 1917, at 2 o'clock P.M.  
and was duly recorded in Book C-16  
of Incorporations, on page 365

*Joseph L. Donovan*  
Secretary of State

APPRO'D & FILED
INDEXED
IND. FILED
DEX. CHECKED

April 10

WITNESSED BY ME  
Notary at Law  
222 Union Trust Building  
Minneapolis, Minnesota

2578-NP

ARTICLES OF AMENDMENT

2975

OF

FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

This corporation, founded in 1881, hereby amends its articles by restating them in their entirety pursuant to the Minnesota nonprofit corporation act, Minnesota Statutes, Chapter 317A. These Articles of Amendment shall be effective on March 15, 1991, the date of the filing thereof with the Secretary of State of Minnesota.

ARTICLE I

The name of this corporation shall be:

FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

ARTICLE II

This corporation, hereinafter called the Society, an affiliate of the Unitarian Universalist Association, is organized and operated exclusively for religious purposes, in particular: To maintain a church as described in Section 170(b)(1)(A) of the Internal Revenue Code of 1986; to unite people in intellectual, moral and religious culture and humane work; to support and develop freedom of individual belief; to promote the continuous search for truth; and to foster democratic relations and concern for all humanity.

Rather than looking to outside authority or mysterious revelation as the ultimate center or source of all power and goodness, members of the Society strive to deal with reality by relying on rational thought, science, the democratic process and our human spirit.

The humanist vision toward which members of the Society strive is a better world of freedom, peace, justice, dignity, love and tolerance of diversity. At the same time members of the Society strive to develop as thoughtful, compassionate, ethical human beings. Members believe that they alone are responsible for themselves and their world. They choose to pursue their vision through the Society in order to create and sustain a vital, caring community.

The Society may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of its business or expedient for the attainment of its purposes.

In furtherance of its purposes, the Society may engage in, advance, promote and administer religious, charitable and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

The Society shall have only such powers as are required by and are consistent with its purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of its purposes, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with its purposes and which are afforded to the Society by the Minnesota nonprofit corporation act, as now enacted or as hereafter amended. All the powers of the Society shall be exercised only so that the Society's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986.

All references in these articles to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to the Society.

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## ARTICLE III

The Society shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of its net income or net earnings of the Society shall inure to the benefit of any member or individual. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Society 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.

Except as permitted by Minnesota Statutes, Section 317A.501, the Society shall not lend any of its assets to any officer or trustee of the Society or guarantee to any other person the repayment of a loan made to an officer or trustee of the Society.

Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers, trustees or other members of the Society for services actually rendered by them to the Society.

## ARTICLE IV

The period of duration of the Society's corporate existence shall be perpetual.

## ARTICLE V

The registered office of the Society shall be located at 900 Mount Curve Avenue, Minneapolis, MN 55403.

## ARTICLE VI

The Society shall have voting members. The board of directors, hereinafter called the board of trustees or board, may authorize more than one class of voting members. All voting members have equal rights and preferences unless, and to the extent that, the bylaws fix or limit the rights and preferences of different classes of voting members.

The board may authorize one or more classes of non-voting members whose rights and preferences shall be fixed in the bylaws.

The Society shall have no capital stock.

## ARTICLE VII

The management and direction of the business of the Society shall be vested in its board. The number, terms of office, powers, authorities and duties of the directors of the Society, herein called the trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these articles shall be as specified from time to time in the bylaws of the Society.

## ARTICLE VIII

Until the annual meeting of voting members in 1992, the board shall have not less than nine nor more than twelve trustees. From and after the annual meeting of voting members in 1992, the board shall have nine trustees. Except as stated in the next paragraph, the trustees shall be elected by the voting members and shall hold office for fixed, staggered terms of three years. The qualifications and method of election of trustees shall be imposed in the bylaws, provided that trustees must be voting members who are age 18 or older. A trustee holds office until the expiration of the term for which the trustee was elected and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the trustee.

If a vacancy occurs on the board, the remaining trustees shall fill the vacancy. A trustee appointed by the remaining trustees to fill a vacancy shall hold office until his or her successor is elected and qualified at the next annual



meeting of voting members, or until his or her earlier death, resignation, removal or disqualification. The term of a trustee elected by the voting members to fill a vacancy expires at the end of the term that the trustee is filling.

## ARTICLE IX

A trustee may be removed at any time, with or without cause, as follows: (i) by the voting members as provided in the bylaws; or (ii) by the board, if three-fourths of the other trustees vote to remove the trustee.

## ARTICLE X

The voting members, by a majority vote, may amend the articles and the bylaws at the annual or any special meeting of voting members.

## ARTICLE XI

The trustees shall not be personally liable for the debts or obligations of the Society, nor shall any of the property of the trustees or officers be subject to the payment of the debts or obligations of the Society.

## ARTICLE XII

The Society may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of the Society and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the board shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Society upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of the Society, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

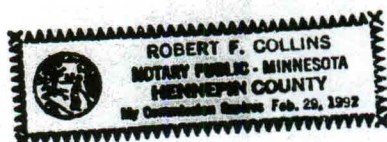
IN WITNESS WHEREOF, we have executed the foregoing Articles of Amendment on behalf of the Society this 13th day of March, 1991 and certify that the Articles of Amendment were adopted by the required vote of the members with voting rights in accordance with the bylaws of the Society.

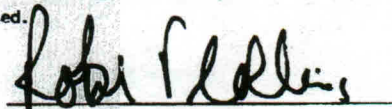
  
Raymond H. Dull, Chair

  
Arthur L. Hogenson, Secretary

STATE OF MINNESOTA     )  
                                      ) ss.  
COUNTY OF HENNEPIN    )

On this 13th day of March, 1991 before me, a Notary Public within and for said County, personally appeared Raymond H. Dull and Arthur L. Hogenson, to me known to be the persons named and described as the Chair and the Secretary, respectively, who executed the foregoing Articles of Amendment and acknowledged that they executed the same as the free act and deed of said Society for the uses and purposes therein expressed.



  
Robert F. Collins

2978

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAR 15 1991 

*Jon Andrew Stone*  
Secretary of State

RECEIVED  
MAR 15 1991  
STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED



2578-NP

ARTICLE OF AMENDMENT  
OF  
FIRST UNITARIAN SOCIETY OF MINNEAPOLIS

5145

This corporation, founded in 1881, hereby amends and restates Article VIII to read as follows. This Article of Amendment shall be effective on April 24th, 1992, the date of the filing thereof with the Secretary of State of Minnesota.

ARTICLE VIII

Until the annual meeting of voting members in 1992, the board shall have not less than nine nor more than twelve trustees. From and after the annual meeting of voting members in 1992, the board shall have nine trustees. Except as stated in the next paragraph, the trustees shall be elected by the voting members and shall hold office for fixed, staggered terms of two years. The qualifications and method of election of trustees shall be imposed in the bylaws, provided that trustees must be voting members who are age 18 or older. A trustee holds office until the expiration of the term for which the trustee was elected and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the trustee.

If a vacancy occurs on the board, the remaining trustees shall fill the vacancy. A trustee appointed by the remaining trustees to fill a vacancy shall hold office until his or her successor is elected and qualified at the next annual meeting of voting members, or until his or her earlier death, resignation, removal or disqualification. The term of a trustee elected by the voting members to fill a vacancy expires at the end of the term that the trustee is filling.

IN WITNESS WHEREOF, we have executed the foregoing Article of Amendment on behalf of the Society this 22nd day of APRIL, 1992 and certify that the Article of Amendment was adopted by the required vote of the members with voting rights in accordance with the bylaws of the Society.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

APR 24 1992

*James Andrew Howe*  
Secretary of State

*Arthur L. Hogenson*  
Arthur L. Hogenson, Chair

*Jane Shriver*  
Jane Shriver, Secretary

721892

# Office of the Minnesota Secretary of State

## Certificate of Administrative Dissolution, Revocation, Involuntary Dissolution or Administrative Termination

The Office of the Secretary of State of Minnesota hereby certifies, as signified by the presence of the Great Seal of the State of Minnesota below: that the entity listed below has failed to file an annual renewal as required by the Minnesota Statute listed below. Therefore, the entity is hereby administratively dissolved in the state of Minnesota as of the date of this certificate.

Name: FIRST UNITARIAN SOCIETY OF  
MINNEAPOLIS

File Number: 2578-NP

Document Number: 2006001134

Minnesota Statutes, Chapter: 317A

Home Jurisdiction: Minnesota

This certificate has been issued on: 01/26/2006



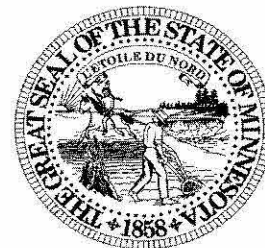
Office of the Secretary of State



# Office of the Minnesota Secretary of State

## Minnesota Nonprofit Corporation | Annual Renewal

*Minnesota Statutes, Chapter 317A*



Must be filed by December 31

Read the instructions before completing this form.

1. File Number:  2. Governed Under the Laws of the State of: MINNESOTA

3. Corporate Name: (Required)

4. Registered Office and Agent

Registered Office Address: (Required)

Street Address (*A PO Box by itself is not acceptable*)

City

State

Zip

Registered Agent: (if applicable)

5. Name and business address of the Corporate President: (Required)

Name

Street Address

City

State

Zip Code

### Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

☒ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes ☐ No ☒

**NOTICE:** Failure to file this form by December 31 of this year will result in the dissolution of this corporation without further notice from the Secretary of State, pursuant to *Minnesota Statutes*, section 317A.823.

## INSTRUCTIONS

File your business document online by visiting our website at [www.sos.state.mn.us](http://www.sos.state.mn.us).

All nonprofit corporations governed under *Minnesota Statutes*, Chapter 317A are required to file an annual renewal once every calendar year. Filing this Annual Renewal does not satisfy any other legal requirement. If Minnesota statutes or rules require a filing with another office, you must submit that filing separately.

If changes to the name or registered agent and office address are necessary, an amendment form along with the annual renewal form and applicable filing fee is required. Note: If you are amending the business or agent name, submit that amendment form along with the applicable filing fee. If you are changing the address only, no fee is required if you use the "Notice of Change of Registered Office/Registered Agent" form. Changes to the president's name and address can be made once a year by filing the annual renewal form with our office.

1. **File Number:** Provide the file number issued by the Minnesota Secretary of State.
2. **Home Jurisdiction:** This form is to be filed only if the state of incorporation is Minnesota.
3. **Corporate Name:** (Required) List the organization name on file with the Secretary of State's office.
4. **Registered Office Address and Agent, if any:** (Required) List the Registered Office Address and Agent, if any on file with the Secretary of State's office.
5. **Name and Business Address of Corporate President:** (Required) Fill in the name and complete business address of the corporate president or person in charge of day to day activities, meetings, and/or who signs documents on behalf of the corporation.

**Email Address for Official Notices.** This email address may also be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime telephone number of a person who can be contacted about this form.**

There is no fee for filing the annual renewal. A nonprofit corporation that has been dissolved by our office for failure to file an annual renewal, may retroactively reinstate its existence by filing the current year's renewal.

Please submit all items together and mail to the address below:

**FILE IN-PERSON OR MAIL TO:**

Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103

(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.





**Work Item 716488000025**  
**Original File Number 2578-NP**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
12/05/2013 11:59 PM

*Mark Ritchie*

Mark Ritchie  
Secretary of State