

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

MINNESOTA STATE HANDBALL ASSOCIATION, INC.

~~Pursuant to Minnesota Statutes, Chapter 317, known as the Minnesota Non-Profit Corporation Act, we do hereby bind ourselves together as a body corporate and adopt the following Articles of Incorporation.~~

ARTICLE I.

NAME

1.1 The name of this Corporation ~~shall be~~ is the Minnesota State Handball Association, Inc.

ARTICLE II.

~~CORPORATE~~ PURPOSES

~~The purposes for which the Corporation is to be formed are as follows:~~

- (a) ~~To~~ 2.1 The purposes of the Corporation are to perpetuate and promote ~~for non-profit~~ the ~~athletic~~ game and sport of handball throughout the State of Minnesota;
 - (b) ~~To conduct social, recreational, and handball sport activities among its members for non-profit;~~
 - (c) ~~To perpetuate the sport of handball~~ as one of the national athletic games of the State of Minnesota and the United States; and contribute to the support of exclusively charitable and educational activities and projects and to foster national amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 - (d) ~~To promote the common interests of all persons, especially the handball players who are members of the Corporation, and who play handball only for recreation and the physical, mental, moral and social benefits derived therefrom;~~
- 2.2 In support of such purposes, the principal activities of the corporation shall be:
- (ea) To ~~promulgate~~ promote within the State of Minnesota, (i) the use of rules governing the conduct ~~of~~ and play of handball games ~~between member players of the Corporation, and to that end, that~~ promulgated by the United States

Handball Association, and (ii) a high standard of skill, fair play, integrity, and good sportsman-ship ~~may be established and maintained~~ among players of the sport of handball;

- (~~f~~b) Through the officers of the Corporation, to ~~arbitrate and settle disputes between the corporate member~~ resolve issues and promote agreements among players and ~~other clubs and~~ organizations promoting, teaching, sponsoring and hosting the playing of handball games within the State of Minnesota;
- (~~g~~c) To further the development of youth in mind and body by the teaching of fair play and good sportsmanship generally through the sport of handball; and in addition to such educational benefits, provide scholarships to selected, deserving recipients for attending clinics and competitions throughout the State of Minnesota, and in selected instances national and international tournaments and competitions;
- (~~h~~d) To further ~~social and recreational activities among its corporate members by sponsoring award dinners, dances, parties, and such other leisure and recreational activities;~~ its statewide membership by promoting awards and recognition events for members and non-members; and to administer the Moy Langhorst Award for deserving Minnesota handball players who display the requisite perseverance, integrity, sportsmanship and determination recognized by the Award;
- (~~i~~e) To conduct handball clinics sponsored by the Association directly and in collaboration with nonprofit organizations such as the University of Minnesota, the Minnesota State University at Mankato, and other Minnesota colleges and universities, for the purpose of introducing and teaching the game of handball and its basic fundamentals and skills of play; to players of all ages, without regard to race, gender, religion, natural origin, disability, age, sexual orientation or veteran status, and to provide need based scholarships and financial assistance to the extent possible, given the available resources of the Association;
- (~~j~~) ~~To establish a central clearing committee to coordinate statewide tournament dates in order to eliminate conflicts;~~
- (~~k~~f) To develop ~~an~~ and promote outstanding statewide ~~tournament~~ and community tournaments at each level of ability. ~~These tournaments are to be conducted throughout Minnesota,~~ in such manner and at such ~~a place so that the widest~~

~~possible~~ places as to enable participation by as wide a cross-section of players ~~can participate~~ as possible;

- (g) To prepare players of the sport of handball within the State of Minnesota to play in national and international competitions and to promote and support international and national tournaments and competitions within the State of Minnesota;
- (h) To do any and all other acts and things and to exercise all other rights and powers which may be necessary, incidental, desirable, or expedient in the accomplishment of any of the foregoing purposes.

ARTICLE III.

NON-PROFIT ~~CHARACTER~~ CORPORATION

3.1 The Corporation is a non-profit corporation under Chapter 317A of the Minnesota Statutes.

~~No part of any monies of the Corporation shall inure to the benefit of or be distributable to, its directors, officers, or members, nor shall the Corporation afford any pecuniary gain incidentally or otherwise to said persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.~~

ARTICLE IV.

DURATION

4.1 The period of duration of this Corporation shall be perpetual.

ARTICLE V.

REGISTERED OFFICE

5.1 The location of the registered office of the Corporation shall be 3042 Bloomington Avenue, Minneapolis, Minnesota 55407.

ARTICLE VI.

~~INCORPORATORS AND DIRECTORS~~ AUTHORITY

6.1 The Corporation shall have authority to do any and all acts and activities consistent with the purposes set forth above as may be necessary, advisable, desirable or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Minnesota.

~~The names and addresses of the incorporators and first Board of Directors, who shall serve until their successors are elected, are:~~

Gary Rohrer	3042 Bloomington Avenue Minneapolis, Minnesota 55407
John Nett	259 Sioux Street Winona, Minnesota 55987
Roy Carr	5925 Grimes Edina, Minnesota 55424
James Carlson	4145 27th Avenue South Minneapolis, Minnesota 55406
Richard Rawlings	111 9th Avenue North St. Cloud, Minnesota 56301
Paul Schulz	1622 James St. Paul, Minnesota 55105
Daniel O'Connor	126 Canabury Court St. Paul, Minnesota 55117
David Fronck	5412 Brookview Avenue South Minneapolis, Minnesota 55424
Neal Nordlund	111 Kellogg Square St. Paul, Minnesota 55101

6.2 Notwithstanding any other provisions of these Articles of Incorporation:

- (a) All activities of the Corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this Corporation was organized;
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any officer, director or other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes and that payments and distributions may be made in furtherance of the purposes of the Corporation);

- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not intervene or participate in any political campaign on behalf of any candidate for public office, by publishing statements or otherwise; and
- (d) This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII.

~~PERSONAL LIABILITIES~~DIRECTORS

~~The members, officers, and directors of the Corporation shall have no personal liability for the debts of the Corporation.~~

7.1 The business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board of Directors who shall be subject to such qualifications and procedures as are set forth in the Corporation's Bylaws.

7.2 The number of directors shall be set forth in the Bylaws of the Corporation and may be altered by amending the Bylaws, but shall never be less than required by law.

7.3 The terms of office of the directors shall be set forth in the Bylaws of the Corporation, and may be altered by amending the Bylaws.

7.4 The Board of Directors may take action 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; provided, that all directors shall be notified of the content and effective date prior to any signing.

ARTICLE VIII.

~~CAPITAL STOCK~~MEMBERSHIP

8.1 The Corporation shall have ~~no capital stock and shall have no authority to issue shares of stock~~ one class of members, all of whom, assuming they are members in good standing, as determined pursuant to the Corporation's Bylaws, shall be voting members. Membership shall be open to all persons without regard to race, gender, color, religion, national origin, disability, sexual orientation or veteran status. Qualifications for membership

and the rights of members shall be determined by the Corporation's Board of Directors and set forth in the Corporation's Bylaws. Each member shall have one vote on all matters submitted to the Corporation's members for approval.

ARTICLE IX.

AMENDMENT

9.1 These Articles may be amended by a ~~two-thirds~~ majority vote of those present in person and voting at any meeting of the active membership of the Corporation, provided that the Board of Directors shall have proposed the amendment by resolution setting forth the text of the amendment, and that notice of the meeting of members, stating the purpose, be given to each active member and to each officer and Board member of the Corporation.

9.2 A proposed amendment to these Articles shall be submitted to the members in writing by mail, or by electronic means in accordance with the provisions of Chapter 317A of the Minnesota Statutes.

ARTICLE X.

LIABILITY; INDEMNIFICATION

10.1 The members, officers, and directors of the Corporation shall have no personal liability for the debts of the Corporation.

10.2 The Corporation shall indemnify, and advance expenses to, such persons, for such expenses and liabilities, in such manner, under such conditions and circumstances, and to such extent as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended; provided, however, that no indemnification shall be provided, or advances made, pursuant to Section 317A.521 with respect to any threatened, pending or completed civil, criminal, administrative, arbitration, investigative or other proceeding brought by or in the right of the Corporation against a person who may otherwise be entitled to indemnification and advancement of expenses pursuant to Section 317A.521.

ARTICLE XI.

DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

~~Upon any dissolution or termination of the Corporation, all of the assets of the Corporation shall be distributed to such organization or organizations qualifying as exempt organizations under Section 501 (C) 6 of the Internal Revenue Code of 1954, and~~

~~amendments thereto, in furtherance of the Corporation's purposes as the Directors shall decide.~~

11.1 In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the remaining property and assets of the Corporation shall be distributed in such manner as the Board of Directors of the Corporation shall by majority vote determine. The distribution shall be made exclusively for the purposes for which the Corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, ~~we~~the undersigned have subscribed our signatures this ~~8th~~ day of ~~September~~August, ~~1977~~2017.

~~GARY ROHRER, President~~

~~JOHN NETT, Vice President~~

~~ROY CARR, Secretary~~

~~JAMES CARLSON, Treasurer~~

~~RICHARD RAWLINGS~~

~~PAUL SCHULZ~~

~~DANIEL O'CONNOR~~

~~DAVID FRONEK~~

~~NEAL NORDLUND~~

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<p align="center">Summary report: Litéra® Change-Pro TDC 7.5.0.176 Document comparison done on 9/23/2017 5:01:09 PM</p>	
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