

ARTICLES OF INCORPORATION  
OF  
METRO SKYWARN, INC.

I, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and laws amendatory thereof and supplementary thereto, do hereby form a body corporate and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Metro Skywarn, Inc.

ARTICLE II.

This corporation is organized and shall be operated exclusively for charitable, scientific and education purposes, and in particular, this corporation 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 the business of this corporation or expedient for the attainment of the purposes stated herein.

In furtherance of its purposes, this corporation may engage in, advance, promote and administer charitable, scientific 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.

For its purposes and not otherwise, this corporation shall have only such powers as are required by, and are consistent with, the foregoing 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 the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted, or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation'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 of Incorporation 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 this corporation.

ARTICLE III.

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net income or net earnings of this corporation shall inure to the

benefit of any member, private shareholder or individual. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation 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.

This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986. For purposes of these Articles of Incorporation, the term "income" means, for each taxable year of this corporation, the distributable amount with respect to this corporation as defined in Section 4942(d) of the Internal Revenue Code of 1986.

This corporation may not engage in an act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986.

This corporation shall not retain "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986.

This corporation may not make any investments that would jeopardize the carrying out of the exempt purposes of this corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

This corporation may not make a "taxable expenditure" (as defined in Section 4945(d) of the Internal Revenue Code of 1986) that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986.

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

Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to officers or directors of this corporation for services actually rendered by them to this corporation.

#### ARTICLE IV.

The period of duration of this corporation's corporate existence shall be perpetual.

#### ARTICLE V.

The registered office of this corporation shall be located at:

#### ARTICLE VI.

This corporation shall not have members with voting rights. The Board of Directors may establish a class or classes of non-voting members upon such conditions and terms as it from time-to-time deems appropriate.

#### ARTICLE VII.

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of

the directors of this corporation, 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 of Incorporation, shall as specified from time-to-time in the Bylaws of this corporation. Any action other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

#### ARTICLE VIII.

The first Board of Directors shall have seven members, each of whom shall serve until the first annual meeting of the Board of Directors, and until his or her successor has been elected and qualified. The name of each such director is as follows:

David Earl Johnson	William Hughes	Lynn DeLong
Audrey Zellman	Leland Helgerson	Paul Emiott
	Robert Weiler	

#### ARTICLE IX.

This corporation shall have no capital stock.

#### ARTICLE X.

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

#### ARTICLE XI.

These Articles of Incorporation may be amended from time-to-time in the manner provided by law.

#### ARTICLE XII.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, 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 this corporation, 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 of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIII.

The name and address of the incorporator is:

David Earl Johnson  
22450 Palisade Street N.E.  
Bethel, MN 55005

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 1995.

\_\_\_\_\_  
DAVID EARL JOHNSON

STATE OF MINNESOTA)

) ss.

COUNTY OF RAMSEY )

On this \_\_\_\_ day of \_\_\_\_\_, 1995 before me personally appeared David Johnson, to me known to be the person named in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same as his own free act and deed for the uses and purposes therein expressed.

\_\_\_\_\_  
Notary Public