

Amended & Restated Articles of Incorporation of ECCO Neighborhood Association

The undersigned are of legal age and through this document adopt and invoke the rights and responsibilities of the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A of the Minnesota Statutes, and as amended, with the intent to amend the nonprofit corporation and adopt the following Amended and Restated Articles of Incorporation:

1. Name of Organization

The name of the nonprofit corporation is “East Bde Maka Ska Neighborhood Association” (hereafter “Corporation”).

2. Registered Office Address and Mailing Address

Corporation’s registered office is: 2801 Hennepin Ave S, PMB 813, Minneapolis, MN 55408

Corporation’s mailing address is: 2801 Hennepin Ave S, PMB 813, Minneapolis, MN 55408

3. Purpose

Corporation is organized exclusively for charitable purposes, primarily to further the common good and general welfare of the people of the community as specified in Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather will be operated exclusively for exempt purposes.

The specific purpose of Corporation is to encourage and support community involvement of both residents and businesses in the ECCO neighborhood to preserve and enhance the residential character of the area within the organization boundaries, and to preserve the history of the neighborhood. It is the objective of this organization to:

1. Evaluate the residential and commercial quality of the community. Identify and draw attention to the positive qualities. Evaluate and implement a course of action to rectify problems that negatively impact the neighborhood.
2. Function as a non-partisan, non-sectarian community action group. Keep the neighborhood citizens informed of neighborhood related issues, proposals and activities being considered by any organization.
3. Act as representative for the neighborhood before city boards, commissions, etc. and as otherwise needed.

4. Exemption Requirements

a. Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

1. Corporation's service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
2. No part of Corporation's annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.
3. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).
4. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.
5. Corporation will have no capital stock.
6. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

b. Powers

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the Corporation's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

c. Written Action

Pursuant to state law, any action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed, or consented to by authenticated electronic communication, 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.

d. Community Benefit

Corporation is operated for community benefit and will impose only reasonable charge(s) for any services and benefits provided to the community.

5. Membership / Board of Directors

a. Membership

Corporation will have voting members. The classes, eligibility, rights, and obligations of members will be determined by Corporation's Bylaws.

b. Board of Directors

The management of the affairs of Corporation will be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director will have any right, title, or interest in or to any property of Corporation.

6. Limited Liability & Indemnification

a. Standard of Conduct

Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries will discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the corporation and is protected by the business judgment rule.

b. Indemnification and Limited Liability

Corporation will indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section will comply with and follow the requirements as provided by state statutes governing nonprofit corporations. Subject to state law, Indemnification is allowable if the Director, Officer, or high-level employee has acted in good faith in accordance with the required Standard of Conduct.

c. Limited Liability

No Director, Officer, member, or employee of Corporation will be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee will be subject to payment by the Corporation as a debt or obligation.

d. Insurance

Corporation will have the power to acquire insurance coverages in order to protect the organization from expenses arising from legal liability.

e. Repeal or Modification

Any repeal or modification of this Article by the Directors of Corporation will not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.

f. Statutory Amendments

If the state statutes providing for limited liability are amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person will be eliminated or limited to the fullest extent permitted by state law, as so amended.

7. Conflicts of Interest Policy

a. Purpose

The purpose of this conflicts of interest policy is to protect Corporation when Corporation is contemplating conducting transactions that might benefit the private interest of an Officer or Director of Corporation or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

b. Interested Person

An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest in the matter.

c. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, family or domestic partnership:

1. An ownership or investment interest in any entity with which Corporation has a transaction or arrangement;
2. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

5. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board or committee decides that a conflict exists.

d. Member of the Family

A member of the family of a Director or Officer is a spouse, domestic partner, parent, child, spouse of a child, brother, sister, spouse of a brother or sister.

e. Procedures – Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with Board-delegated powers considering the proposed transaction or arrangement.

f. Procedures - Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she will leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members at the meeting will decide if a conflict of interest exists.

g. Procedures – Addressing a Conflict of Interest

1. An interested person may make a presentation at a meeting, but after the presentation, he or she will leave the (board, committee or task force) meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the meeting body will, if appropriate, appoint a disinterested person or task force to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing meeting members will determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

h. Violations of the Conflict of Interest Policy

If the Board or committee has reasonable cause to believe an interested person failed to disclose actual or possible conflicts of interest, then it will inform the interested person of the basis for their belief and afford them an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

i. Records of Proceedings

The minutes of all actions taken on such matters will clearly reflect the following:

1. The names of the person(s) who disclosed or were found to have a financial interest in connection with an actual or possible conflict of interest. The nature of the financial interest. Any action taken to determine whether a conflict of interest was present. And the governing body's decision as to whether a conflict of interest in fact existed.
2. The names of the persons present for discussions and votes relating to the transaction or arrangement. And the content of the discussion, including any alternatives to the proposed transaction or arrangement. And a record of any votes taken in connection with the proceeding.

j. Conflicts with Respect to Compensation

A Director who receives compensation, directly or indirectly, from Corporation for services is precluded from voting on matters pertaining to that Director's compensation. A voting Member of any committee or task force whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for services is prohibited from voting on matters pertaining to that Member's compensation.

k. Annual Statements

Each Director, Officer, and member of a committee or task force with Board delegated powers will annually sign a statement which affirms the person:

1. Has received a copy of the Conflict of Interest Policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

8. Gift Acceptance

a. Authorization

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to: money, real property, personal property, stock, other assets, and in-kind goods or services.

b. Potential Conflicts

Corporation's Directors and / or Officers personally accepting gifts, entertainment, beneficial actions or other tokens of recognition from individuals or entities can result in a conflict of interest when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and / or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

c. Additional Policies

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

9. Duration & Dissolution

a. Duration

The duration of Corporation's corporate existence is perpetual unless dissolved.

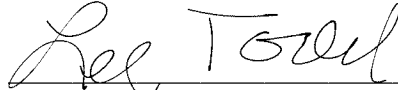
b. Dissolution

Methods and procedures of Dissolution will be governed by Minnesota Statutes.

c. Distribution of Assets

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable organizations which would qualify under Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

IN WITNESS WHEREOF, the undersigned, signs this document as the duly authorized representative in order to amend and restate the Articles of Incorporation for the Corporation named above under the laws of the State of Minnesota, Chapter 317A.



Lee Todd, President

SIGNATURE CERTIFICATE



REFERENCE NUMBER

6F79104E-5459-400D-A1B2-E1FD12AE98AC

TRANSACTION DETAILS

Reference Number

6F79104E-5459-400D-A1B2-E1FD12AE98AC

Transaction Type

Signature Request

Sent At

08/23/2021 15:07 EDT

Executed At

08/26/2021 20:01 EDT

Identity Method

email

Distribution Method

email

Signed Checksum

a45486f8caabb0d1b796bb59feaf0477d635fe8dafefde524912f5ffae1fba18

Signer Sequencing

Disabled

Document Passcode

Disabled

DOCUMENT DETAILS

Document Name

Ecco Amendedarticles Namechange 2021-08-23

Filename

ecco_amendedarticles_namechange_2021-08-23.pdf

Pages

8 pages

Content Type

application/pdf

File Size

144 KB

Original Checksum

e3031dd1a0907a49dbdc2628e0c7b0f5367bf944decca4d350e5bf5d606153b7

SIGNERS

SIGNER

Name

Lee Todd

Email

leetodd46@gmail.com

Components

1

E-SIGNATURE

Status

signed

Multi-factor Digital Fingerprint Checksum

944cd620bdc2de4e584add4a4528b721653a53a458b3083dfaf9f8d31f5f8395

IP Address

172.58.83.124

Device

Mobile Safari via iOS

Drawn Signature

Signature Reference ID

0FF0F94F

Signature Biometric Count

225

EVENTS

Viewed At

08/26/2021 20:00 EDT

Identity Authenticated At

08/26/2021 20:01 EDT

Signed At

08/26/2021 20:01 EDT

AUDITS

TIMESTAMP

08/23/2021 15:07 EDT

08/23/2021 15:07 EDT

08/26/2021 12:20 EDT

08/26/2021 20:00 EDT

08/26/2021 20:01 EDT

08/26/2021 20:01 EDT

AUDIT

Jessica Birken (jess@birkenlaw.com) created document 'ecco_amendedarticles_namechange_2021-08-23.pdf' on Chrome via Windows from 73.127.6.59.

Lee Todd (leetodd46@gmail.com) was emailed a link to sign.

Lee Todd (leetodd46@gmail.com) was emailed a reminder.

Lee Todd (leetodd46@gmail.com) viewed the document on Mobile Safari via iOS from 172.58.83.124.

Lee Todd (leetodd46@gmail.com) authenticated via email on Mobile Safari via iOS from 172.58.83.124.

Lee Todd (leetodd46@gmail.com) signed the document on Mobile Safari via iOS from

172.58.83.124.



Work Item 1250839300026
Original File Number B-759

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
08/31/2021 11:59 PM

Steve Simon

Steve Simon
Secretary of State