

**Articles of Incorporation  
of the  
University District Alliance**

The undersigned, being of full age, for the purpose of forming a non-profit corporation pursuant to the provisions of chapter 317A of Minnesota Statutes, does hereby set forth the following Articles of Incorporation:

**Article 1 - Name**

The name of this corporation is University District Alliance ("Corporation").

**Article 2 - Purpose**

This Corporation is organized and shall be operated exclusively to foster, advance, promote and administer charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

The University District Alliance is a partnership of community organizations, learning institutions, and government that works to make the area surrounding the University of Minnesota Twin Cities Campus one that:

- capitalizes on its exceptional resources
- is vibrant, safe, healthy and sustainable
- is a preferred place for people of all ages to live, work, do business and visit
- is an attractive place to make community enhancing investments

Except to the extent permitted of a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of future law), this Corporation shall not carry on propaganda, otherwise attempt to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office through the publication or distribution of statements or otherwise, or have objectives or engage in activities which characterize it as an "action" organization as defined in Treasury Regulation Section 1.501(c)(3) - 1(c)(3).

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

### **Article 3 – Registered Office and Registered Agent**

The address of the registered office of the Corporation is:

University District Alliance  
c/o University of Minnesota  
Morrill Hall  
100 Church Street SE  
Minneapolis, MN 55455

### **Article 4 - Incorporator**

The names and addresses of the incorporators of this Corporation are:

Theodore Tucker, Chair  
Marcy-Holmes Neighborhood Association, 500 8th Ave SE, Minneapolis, MN 55414

Pamela Wheelock, Vice Chair  
University of Minnesota, 100 Church Street SE, Minneapolis, MN 55455

Katie Fournier, Secretary, 1170 15th Ave. SE, #302, Minneapolis, MN 55414  
SE Como Improvement Association,

Brian Swanson, Treasurer  
University of Minnesota, 100 Church Street SE, Minneapolis, MN 55455

### **Article 5 – No Gain to Directors**

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors.

### **Article 6 – No Personal Liability for Directors**

The directors of this Corporation shall not be subject to any extent whatsoever to personal liability for corporate obligations.

### **Article 7 – No Stock**

This Corporation shall have no capital stock.

### **Article 8 – Distribution of Income**

All of this Corporation's property and all of its net earnings shall be distributed, used, and applied at the discretion of its directors in such amount and at such times as its directors may determine for the purposes for which this Corporation was created; provided, however, that no

part of the net earnings of this Corporation shall inure to the benefit of any director or individual, except that this Corporation is 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 9 - Written Action by Directors**

Any action required or permitted to be taken at a meeting of the board of directors of this Corporation may be taken by written action signed by all the directors then holding office.

**Article 10 - Dissolution**

Upon the dissolution or liquidation of this Corporation, all of its assets and property shall, after payment of or provision for its liabilities, be paid over to Regents of the University of Minnesota or its designee. In no event shall any of the assets and property of this Corporation vest in or be distributed to any director or individual.

**Article 11 - Organization**

This Corporation is organized under Chapter 317A of Minnesota Statutes.

**Article 12 - Amendment**

Except as required by law, these Articles may be amended by a majority vote of the board of directors of this Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on the date set forth below.

Date: February 6, 2013

Theodore Tucker  
Paula Wheeler  
x Katherine R. Fournier  
x Brian Swanson

