



NP-OR

**ARTICLES OF INCORPORATION
OF
SOO LINE COMMUNITY GARDEN**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, hereby adopts the following articles of incorporation.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be Soo Line Community Garden (the "Corporation"), located at 2639 Aldrich Ave South, #101, Minneapolis, Minnesota 55408.

**ARTICLE II
PURPOSE**

The general purpose of this Corporation is: (i) to promote the social interaction of its membership through gatherings related to a shared interest in gardening; (ii) to promote neighborhood beautification through the planting of flowers and ornamental plants in an urban green space; (iii) to provide the public open access to an urban garden space; (iv) to provide garden space for gardening classes, demonstration gardens, and classroom gardens; (v) to provide the public access to personal garden spaces; and (vi) to do all such things as may be deemed necessary, incidental, and pertinent to the effectual carrying on of said purposes. To this end, the Corporation shall at all times be operated exclusively under the purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"). All assets and funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members, if it has any. No part of the net earnings of the Corporation shall inure to the benefit of any member, officer, or director of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of the Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in

(including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Code.

ARTICLE IV DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE V MEMBERSHIP

The Corporation shall have a voting membership, and may have classes of same (if any), as defined in the Corporation's bylaws.

ARTICLE VI BOARD OF DIRECTORS

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

ARTICLE VII PERSONAL LIABILITY

No officer or director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of this Corporation.

ARTICLE VIII DISSOLUTION

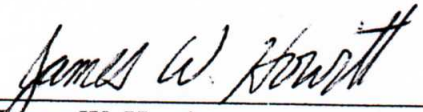
At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, dispose of all of the assets of the Corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code.

**ARTICLE IX
INCORPORATOR**

The incorporator of this Corporation is:

James W. Howitt
2639 Aldrich Ave South, #101
Minneapolis, Minnesota 554028

The undersigned incorporator certifies that he executes these Articles of Incorporation for the purposes herein stated.



James W. Howitt

February 8, 2011

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED 
FEB 08 2011

Secretary of State