

Amended & Restated Articles of Incorporation of The East Isles Neighborhood Association, Inc.

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 Isles Neighborhood Association" (hereinafter "Corporation").

2. Registered Office Address and Mailing Address

Corporation's registered office is:

2801 Hennepin Avenue South, PMB 294
Minneapolis, MN 55408

Corporation's mailing address is:

2801 Hennepin Avenue South, PMB 294
Minneapolis, MN 55408

3. Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) 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 will be:

Charitable: Lessening of neighborhood tensions and combating community deterioration by raising awareness about neighborhood issues and empowering residents to build and maintain a stronger community for all to enjoy. Lessening the burdens of government by stabilizing and improving the neighborhood for residents and visitors through support and promotion of public safety, parks, and other community endeavors.

Educational: Advancing the education of the public about issues that impact the neighborhood, such as homelessness, racism, and the environment, through events,

community outreach, and partnerships with other groups and organizations. To educate local government agencies about the needs of the community by serving as a conduit for information to city boards, commissions, and others.

4. Exemption Requirements

a. Restrictions

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

- i. 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.
- ii. 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.
- iii. 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).
- iv. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.
- v. Corporation will have no capital stock.
- vi. If Corporation should add chapters (not separately incorporated) or affiliates (separately incorporated) to its corporate structure, Corporation will be the parent according to the following terms:
 1. The parent organization and its subordinates will all have similar structures, purposes, and activities;
 2. The parent organization will set governance and fiscal policies in a uniform governing instrument that each of its subordinates must adopt and follow;

3. The parent organization will supervise each subordinate chapter or affiliate, and each subordinate will agree to be partnered with the parent through a written charter contract;
 4. Subordinates agree to share financial information with the parent organization at all reasonable times (at least quarterly if requested), and to file Form 990s with the IRS if required.
- vii. 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)(3) 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 organization'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 of 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.

a. Statutory Amendments

1. If the state statutes providing for limited liability is 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. 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.

8. Duration & Dissolution

a. Duration

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

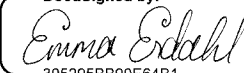
a. Dissolution

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

a. 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, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) 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 duly authorized representative signs this document to amend and restate the Articles of Incorporation for the Corporation named above under the laws of the State of Minnesota.

DocuSigned by:

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Emma Erdahl, President

Certificate Of Completion

Envelope Id: 903B60D189EF4D03BCEB8D1A7AC8C76C
 Subject: Please DocuSign: Articles of Incorporation.pdf
 Source Envelope:
 Document Pages: 7 Signatures: 2
 Certificate Pages: 4 Initials: 0
 AutoNav: Enabled
 Envelope Stamping: Enabled
 Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Status: Completed

Envelope Originator:
 Andrew Degerstrom
 2751 Hennepin Ave S
 Box 294
 Minneapolis, MN 55408
 andrew@eastisles.org
 IP Address: 107.4.198.168

Record Tracking

Status: Original
 1/19/2022 6:24:57 AM

Holder: Andrew Degerstrom
 andrew@eastisles.org

Location: DocuSign

Signer Events

Emma Erdahl
 erdahle14@gmail.com
 Emma Erdahl
 Security Level: Email, Account Authentication (None)

Signature



Signature Adoption: Uploaded Signature Image
 Using IP Address: 162.219.228.10
 Signed using mobile

Timestamp

Sent: 1/19/2022 6:26:33 AM
 Viewed: 1/19/2022 6:33:28 AM
 Signed: 1/19/2022 8:06:56 AM

Electronic Record and Signature Disclosure:
 Accepted: 4/30/2020 1:51:21 PM
 ID: 02027670-16c7-4a35-9436-d0e3d32b0b6d

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Witness Events

Signature

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

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Signing Complete	Security Checked	1/19/2022 8:06:56 AM
Completed	Security Checked	1/19/2022 8:06:56 AM

Payment Events

Status

Timestamps

Electronic Record and Signature Disclosure



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OFFICE OF THE SECRETARY OF STATE
FILED
01/25/2022 11:59 PM

Steve Simon

Steve Simon
Secretary of State