

ARTICLES OF INCORPORATION  
OF  
SHELTER HOUSE

The undersigned, for the purpose of forming a Corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amending and supplementing such statutes, adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be Shelter House ✕

ARTICLE II  
REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Minnesota shall be 401 19<sup>th</sup> Avenue SW, Willmar, Minnesota. The Board of Directors shall have the power to carry on the affairs of the Corporation at such other places as they may from time to time designate.

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ARTICLE III  
REFERENCES

All references in these Articles of Incorporation to a particular section of the Code shall mean the Internal Revenue Code of 1986 as now enacted or as subsequently amended or supplemented (or the corresponding provision of any future United States Internal Revenue Law), and all references to Minnesota Statutes shall mean and include the Minnesota Nonprofit Corporations Act, Chapter 317A, and any future laws or provisions amending or supplementing Chapter 317A (or the corresponding provision of any future Minnesota Statute governing the formation and operation of nonprofit corporations) and Chapter 290 and any future laws or provisions amending or supplementing Chapter 290 (or the corresponding provision of any future Minnesota Statute governing the income taxation of nonprofit corporations).

ARTICLE IV  
PURPOSE

*The Corporation is organized and shall be operated exclusively: for charitable, educational, religious, scientific and literary purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Code; to engage in, advance, promote, and administer activities and projects for the purpose of the advancement, promotion and administration of charitable, educational, religious, scientific and literary purposes of every kind and nature whatsoever; and to aid, assist, and contribute to the support of corporations, associations, and institutions, which*

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are organized and operated exclusively for such charitable, educational, religious, scientific and literary purposes as described in Section 501(c)(3) and 170(c)(2) of the Code.

It is intended that the Corporation shall have the status of a Corporation that is exempt from income taxation under Section 501(a) of the Code. Specifically, the Corporation is organized exclusively for charitable, educational, religious, scientific and literary purposes, and in particular to:

- a) The care, support and assistance of battered women.
- d) Coordinate with persons, associations, or organizations having similar purpose; and such other facilities or programs as may from time to time be appropriate to the accomplishment of the Corporation's charitable purposes.

In furtherance of its purposes, the Corporation may engage in, advance, promote and administer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others.

#### ARTICLE V POWERS

The Corporation shall have the authority to exercise all powers as are required by and 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, bequest or otherwise, and to own, hold, invest, expend, make gifts 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 the Corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Minnesota Statutes, Chapter 317A.

#### ARTICLE VI PROSCRIPTIONS AND LIMITATIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall only engage in activities permitted to be carried on by a Corporation: (a) exempt from Federal Income Tax under Section 501(c)(3) of the Code, and (b) contributions, to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

The Corporation shall not lend any of its assets to any officer, director or member of the Corporation nor guarantee to any other person the payment of a loan by a member, officer or director of the Corporation.

ARTICLE VIII  
DISSOLUTION

In the event of dissolution, no assets shall be transferred to or in any respect inure to or for the benefit of any officer, member, employee or director of the Corporation.

Upon the dissolution of the Corporation consistent with Minnesota Statutes, Sections 317A.701 and 317.735, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation *exclusively for the purposes of the Corporation, or to an organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine.*

ARTICLE IX  
MEMBERS

If provided in the Bylaws, the Corporation may have members of one or more classes as designated by the Board of Directors.

ARTICLE X  
DIRECTORS

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

*Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing 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 are present or by all of the members of the Executive Committee, as the case may be; provided that all directors are notified of the text of the written action prior to the signing by any of the directors.*

ARTICLE XI  
INCORPORATOR

The name and address of the incorporator, a natural person of full age, is:

Mary Lindstrom  
1125 SE 6<sup>th</sup> Street  
Willmar, MN 56201

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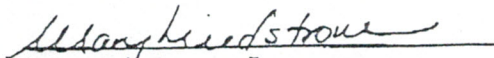
ARTICLE XII  
LIMITED LIABILITY


Consistent with Minnesota Statutes, Section 317A.257, no person who serves without compensation as a director, incorporator, officer, trustee, member or agent of the Corporation shall in any way be personally or individually liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the Corporation nor civilly liable for an act or omission by that person. To the fullest extent permitted by Minnesota law, the Corporation shall indemnify and hold harmless every such person serving the Corporation for any and all expenses, damages, fines, judgments, awards or costs incurred in connection with the defense of any action, suit or proceeding in which such person may be made a party by reason of being a director, incorporator, officer, trustee, member or agent.

ARTICLE XIII  
AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by §317A.133, Minnesota Statutes or by any further amendment of the Statute.

IN TESTIMONY WHEREOF, I have hereunder subscribed my name this 23<sup>rd</sup> day  
of December, 1998.

  
Mary Lindstrom, Incorporator

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
DEC 29 1998  
  
Secretary of State