

ARTICLES OF INCORPORATION

OF

Minnesota String and Orchestra Teachers Association

The undersigned, of the age of twenty-one years or over, do hereby form a nonprofit corporation pursuant to the provision of Chapter 317A of the Minnesota Statutes.

ONE: The name of the Corporation shall be Minnesota String and Orchestra Teachers Association.

SECOND: The purpose or purposes for which the Minnesota String and Orchestra Teachers Association (herein "MNSOTA" or the "Corporation") is organized are exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal as may be necessary or desirable to carry into effect the aforementioned purposes; and in furtherance but not in limitation thereof but subject to the provisions set forth herein.

2.1 Notwithstanding any other provisions of these Articles of Incorporation:

- (a) All activities of the Corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which the Corporation was organized.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, officer, director, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants and similar payments or distributions made for the purposes for which the Corporation was organized).
- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise.
- (d) The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federation income tax under Section 501(c)(3) of the Internal Revenue Code.

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

- (a) 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, if [sic] any 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 herein.
- (b) 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.
- (c) 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)(3) of the Code.
- (d) Notwithstanding any provisions herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in Section 509 or 4942 of the Code, then the following provisions shall apply:
 - (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
 - (2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
 - (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the Corporation and shall exercise all powers possessed by Minnesota corporations of similar character, including but not limited to the power to own, invest in, receive, hold, use, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property. Notwithstanding the foregoing, no loans shall be made by the Corporation to its members, officers or directors for any purpose whatsoever.

THIRD: The Corporation shall initially have one (1) class of members. The qualifications, rights and limitations of the members shall be as set forth in the By-Laws of the Corporation. The rights of members, or any class or classes or members, to vote, if any, may be limited, enlarged or denied to the extent specified by the Bylaws, provided that at least one class of members shall have the right to vote in the election of the Corporation's directors.

FOURTH: The address of the Corporation's initial registered agent and office are Lorie Hippen, 2360 Hillview Road, located in the City of Mounds View, Minnesota 55112-1267.

FIFTH: The Corporation shall exist perpetually, unless dissolved by operation of law or otherwise.

SIXTH: The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as such directors are as follows:

Lorie Hippen, 2360 Hillview Road, Mounds View, MN 55112

Connie Aiken, 1589 Hollywood Ct, Falcon Heights, MN 55108-2130

Sarah Chelgren, 15645-E 25th Place North, Plymouth, MN 55447

The number of directors which shall constitute the Board of Directors shall be as from time to time fixed by the bylaws, but in no event shall there be less than as required by law. No director shall be elected by the members except by the affirmative vote of at least a majority of all votes entitled to be cast in such election by all the members. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of authorized directors, may be filled for the remainder of the full term of office for a director of that class, by the affirmative vote of a majority of directors in office.

SEVENTH: The private property of incorporators, directors, and officers shall not be subject to the payment of corporate debts to any extent whatsoever. Director and officer liability is hereby eliminated to the extent permissible under applicable law, together with any amendments and replacement sections which may be enacted in the future.

EIGHTH: In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the Corporation shall be distributed in such manner as the Board of Directors of the Corporation shall by majority vote determine. The distribution shall be made either exclusively for the purposes for which the Corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Code.

IN WITNESS THEREOF, for the purpose of forming the Corporation under the laws of the State of Minnesota, we, the undersigned constituting the incorporators of the Corporation, have executed these Articles of Incorporation this 28th day of February, 2007

(signed)

Lorie Hippen

Connie Aiken

Sarah Chelgren

(stamped) State of Minnesota Department of State, Filed, Mar 7, 2007