

## **ARTICLES OF INCORPORATION AMENDMENT**

### **WINONA SENIOR FRIENDSHIP CENTER ACTIVITY COUNCIL, INC.**

251 Main Street, Winona MN 55987-3505

507-454-5212

**Amended February 11, 2009**

#### **ARTICLE I. NAME**

The name of this Corporation shall be known as the Winona Senior Friendship Center Activity Council, Inc.

#### **ARTICLE II. PURPOSE**

The purpose of this organization shall be to provide direction and assistance in the operation of the Winona Senior Friendship Center program in Winona, Minnesota. Members are persons over age 55. This direction and assistance shall include the following:

1. Working with groups and organizations providing activities in education, recreation, health and wellness, and self-enrichment programs.
2. Providing information and referral services to the older adult population.
3. Informing older adults in the Winona Area about services and programs available to them in order to enhance the quality of their lives and maintain independent living.
4. Informing and being informed about government programs available to older adults, and providing information to older adults on issues related to their lives.
5. Promoting community awareness and providing scholarships to area schools, donations of money to area agencies in need, and tokens of appreciation as deemed appropriate by the board.

### ARTICLE III. FINANCIAL

This Corporation shall not afford pecuniary gain, incidentally or otherwise to its members:

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes put forth in Article II hereof.
2. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE IV. DURATION

The period of duration of corporate existence of the Corporation shall be perpetual.

### ARTICLE V. LOCATION

The registered office of this Corporation is located at 251 Main Street, Winona MN 55987-3505 in the county of Winona, in the state of Minnesota.

## ARTICLE VI. BOARD OF DIRECTORS AMENDING THE ARTICLES

Margaret Elliott, president  
Joliene Olson, vice president  
Sharon Baratto, secretary  
JC Pfeiffer, treasurer

Don Stone, at-large director  
Steve Profilet, at-large director  
Donna Tymesen, at-large director  
John Ayoub, at-large director

## ARTICLE VII. DIRECTORS

The number of directors of the Corporation shall be eight. The term of office of each director shall be two years except treasurer would be four years. A president and a treasurer shall be elected or re-elected in odd-numbered years. A vice-president and a secretary shall be elected or re-elected in even-numbered years. Two at-large directors shall be elected in odd-numbered years and two at-large directors shall be elected in even-numbered years. All positions shall be elected by the general membership of the Winona Senior Friendship Center Activity Council.

## ARTICLE VIII. CORPORATE POWER

The Corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property.

## ARTICLE IX. BYLAWS

The Bylaws of the Corporation shall include such provisions as from time to time are enacted, authorized and declared by the Board of Directors.

## ARTICLE X. LIABILITY

The extent of personal liability, if any, of Directors for corporate obligations and the methods of endorsement and collection are as follows: There shall be no personal liability of Directors for Corporate obligations.

## ARTICLE XI. LIMITATIONS

1. The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE XII. CAPITAL STOCK

The Corporation shall not have capital stock.

## ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board by a two-thirds vote of the voting directors, provided that the amendment has been submitted at the previous regular meeting. Such amendment is effective on the day it is filed with the Minnesota Secretary of State.

In witness whereof, we have subscribed our names this 11<sup>th</sup> day of February, 2009.

Winona Senior Friendship Center Activity Council, Inc.

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Margaret Elliott, president

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Sharon Baratto, secretary