



**State of Minnesota**  
Office of the Minnesota Secretary of State  
Steve Simon

June 17, 2024

**Receipt**

**Account Number:** N/A  
**Sales Order Number:** 14787658

<u>Work Item Number</u>	<u>Description</u>	<u>Fee Amount</u>
147876580002	Amendment	\$55.00
<b>Total Fees</b>		<b>\$55.00</b>

  

<u>Payment Type</u>	<u>Reference Number</u>	<u>Payment Amount</u>
Credit Card		\$55.00
<b>Total Payments</b>		<b>\$55.00</b>

An overage amount will be refunded after 60 days from the date on this notice if not used.

**Minnesota Secretary of State**  
First National Bank Building  
332 Minnesota Street, Suite N201  
Saint Paul, MN 55101  
Phone: 651-296-2803 or 1-877-551-6767 Minnesota Relay Service: 711  
E-mail: [business.services@state.mn.us](mailto:business.services@state.mn.us)

# **Amended & Restated Articles of Incorporation of Roseville Area Community Foundation**

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 with the intent to adopt the following amended and restated articles pursuant to Ch. 317A:

## **I. Name of Organization**

The name of the nonprofit corporation is “Roseville Area Community Foundation” (hereinafter “Corporation”).

## **II. Registered Office Address and Mailing Address**

The Corporation’s registered office and mailing address is:

2660 Civic Center Dr, Roseville, MN 55113

## **III. Purpose**

This 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 is operated exclusively for exempt purposes.

The specific purpose of Corporation is:

Charitable: To combat community deterioration by supporting the welfare of Roseville, Minnesota residents and Independent School District 623. We achieve this by actively promoting social, recreational, and cultural initiatives, combating crime, fostering youth engagement, and enhancing overall community well-being, safety, and environmental sustainability.

## **IV. Exemption Requirements & Restrictions**

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

1. No part of the 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 is 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.

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

## **V. Corporate Powers**

This 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. The power to initially adopt, amend, or repeal bylaws is vested in the board.

## **VI. Written Action**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The written action is taken by a vote of 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.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **VII. Membership**

The Corporation will not have voting members.

## **VIII. Board of Directors**

The management of the affairs of the Corporation is vested in a Board of Directors made up of at least 3 directors and as defined in the Corporation's Bylaws. No director has any right, title, or interest in or to any property of the Corporation.

## **IX. Limited Liability & Indemnification**

All directors will discharge their duties in good faith; in a manner the director reasonably believes to be in the best interests of the corporation; and, with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who meets these standards is not liable by reason of being (or having been) a director of the corporation.

The Corporation will indemnify and hold harmless its directors and officers and executive level employees, except in cases involving willful misconduct.

No director, officer, member, or employee of the Corporation is personally liable for the properly authorized acts, debts, liabilities, or obligations of the nonprofit corporation.

Likewise, no acts, debts, liabilities, or obligations of an individual director, Officer, member, or employee are subject to payment by the Corporation as a debt or obligation.

## **X. Conflicts of Interest Policy**

The Corporation will adopt a Conflicts of Interest Policy that meets IRS requirements and nonprofit sector best practices. The purpose of a conflicts of interest policy is to protect the Corporation whenever it is contemplating conducting transactions that might benefit the private interest of an officer or director of the Corporation, or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **XI. Gift Acceptance**

The 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, the Corporation may accept donations including but not limited to money; real property; personal property; stock; other assets; and, in-kind goods or services, subject to its gift acceptance policies and procedures.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

Directors and Officers will not personally accept gifts, entertainment, beneficial actions, or other tokens of recognition from individuals or entities when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that the action is or could be intended to influence them in the performance of their duties. However, this policy does not apply to acceptance of items or entertainment of nominal value which are not related to any particular transaction.

## **XII. Duration & Dissolution**

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

The methods and procedures of dissolution will be governed by Minnesota Statutes.

## **XIII. Distribution of Assets Upon Dissolution**

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, who is duly authorized to sign on behalf of the Corporation named above subscribes their name to this document to Incorporate the Corporation under the laws of the State of Minnesota, Chapter. 317A. and agrees to be subject to the penalties of perjury as set forth in Section 609.48 as if signing this document under oath.

A handwritten signature in cursive script that reads "Dawn White". The signature is written in black ink and is positioned above a horizontal line.

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Dawn White, President  
2660 Civic Center Dr.  
Roseville, MN 55113



**Work Item 1478765800027**  
**Original File Number T-1175**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**06/20/2024 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State