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ARTICLES OF INCORPORATIONOFTHE FISHTRAP LAKE PROPERTY OWNERS ASSOCIATION

The undersigned, for the purpose of organizing a non-profit corporation pursuant to M.S.c. 317, do hereby adopt these Articles of Incorporation.

ARTICLE I.

The name of the corporation is THE FISHTRAP LAKE PROPERTY OWNERS ASSOCIATION.

ARTICLE II.

Section 1. The purposes for which the corporation is organized are as follows:

- a. To provide for the betterment and well being of property abutting and adjoining the shores of Fishtrap Lake and to protect and preserve the resources contributing to the natural beauty and attraction of Fishtrap Lake;
- b. To preserve and improve the water quality of Fishtrap Lake;
- c. To cooperate and work with the Minnesota State Department of Conservation to maintain and improve the fish and wild life habitat of Fishtrap Lake and the surrounding area;
- d. To take such steps as may be deemed necessary to eliminate the run-off or dumping of sewage effluent or other pollutants into Fishtrap Lake;
- e. To cooperate with and encourage law enforcement and conservation officials in the promotion of boating and water safety on Fishtrap Lake, and to undertake programs and action for the betterment and enjoyment of Fishtrap Lake;
- f. To take such other steps as may be necessary

to preserve in their present form wet lands and emergent vegetation areas around Fish-trap Lake and to discourage indiscriminate and undesirable development, dredging, drainage, or alteration of any such areas;

- g. To do and engage in any and all lawful activities that may be reasonably necessary for the accomplishment of any of the foregoing purposes and to do and exercise all other power and authority now or hereafter conferred upon non-profit corporations under the laws of the State of Minnesota.

Sec. 2. Subject to any specific limitation or restriction imposed by law or by these Articles, and in furtherance of the purpose set forth in Section 1 of this Article, the corporation shall have and exercise these powers:

- a. All the power specified or described in Minnesota Statutes 1957, ss317.16 and 317.17, as amended from time to time;
- b. The power to elect or appoint officers and agents of the corporation and define their duties and to act in Minnesota or elsewhere in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any affairs relating to or within said purposes;
- c. The power to receive contributions and donations of money, services, or property for the purpose of the corporation;
- d. The power to borrow money and to execute and deliver evidences of indebtedness securities therefor on its own property, real or personal; and
- e. The power to make donations for the public welfare, or for charitable, religious, fraternal, benevolent, or educational purposes.

ARTICLE III.

The corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV.

The corporation has perpetual existence.

ARTICLE V.

The registered office of the corporation is Little Falls, Minnesota 56345.

ARTICLE VI.

Section 1. The management of this corporation shall be vested in a board of not less than 9 nor more than 23 directors, but the first elected Board of Directors shall consist of 13 directors, of whom four will be elected for a one year term, four for a two year term, and five for a three year term. Directors shall be elected at the annual meeting of the members and, except for the first board of directors, their term of office shall be three years. The number, qualifications, term of office, manner of election, time and place of meeting, and the powers and duties of the directors, subject to the restrictions in these Articles, may be prescribed in the bylaws.

Sec. 2. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members and at the same place.

Sec. 3. The executive officers shall be president, vice president, secretary and treasurer. The Board of Directors may appoint such other officers as they deem necessary for such terms, if any, as may be prescribed by the bylaws. The executive officers shall be elected by the directors.

ARTICLE VII.

Section 1. The corporation has no capital stock; it is organized on a membership basis.

K-41, 607

Sec. 2. Any person, firm association or corporation subscribing to the purposes and objectives of this nonprofit corporation and paying such dues as may be provided for, may be a member of this corporation and shall be issued a membership certificate as provided by law. Rules of admission, retention, suspension and expulsion of members and membership dues and classes shall be as prescribed in the bylaws; and all rules shall be reasonable, germane to the purposes of the corporation, and equally enforceable as to all members of the same class.

ARTICLE VIII.

Section 1. There shall be an annual meeting of the members held in Morrison County, Minnesota, once each year as provided in the bylaws.

Sec. 2. Special meetings of the members may be called for any purpose at any time in the manner provided by statute and the bylaws.

ARTICLE IX.

Section 1. There shall be no personal liability of members for any corporate obligations.

Sec. 2. Upon dissolution of the corporation and payment of all obligations in accordance with M.S.s 317.57, all the remaining assets of the corporation, if any, of every kind and wherever situated, shall be distributed to^a fund, foundation or corporation organized operated for educational and conservation purposes with preference, if possible, to promotion of conservation in Morrison County, Minnesota.

ARTICLE X.

Section 1. The incorporators, who also constitute the first Board of Directors, are -

F. J. McGowan

23 First Street Southeast
Little Falls, Minnesota 56345

George Boll

Route #1
Cushing, Minnesota 56443

Anthony Gallick

Route #1
Cushing, Minnesota 56443

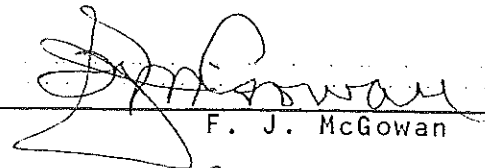
and their tenure in office shall be until the first meeting of the members, at which time new directors will be elected.


Sec. 2. The first meeting of the incorporators and directors shall be held in the registered office of the corporation on the 8th day of September, 1973, at 2 P.M., for the purpose of adopting the initial bylaws, electing officers, and for any other business that comes before the meeting. The first meeting of the members shall be held at the call of an officer or of the initial Board of Directors after notice.

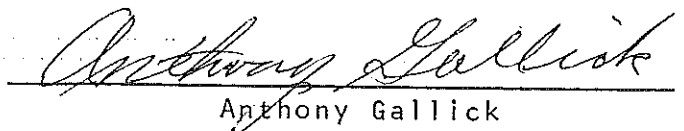
ARTICLE XI.

The corporation reserves the right from time to time to amend, alter or repeal, to add any provision to, these Articles in any manner now or hereafter prescribed or permitted by law, or any amendment thereto, and all rights conferred upon members by these Articles of any amendment htereto are granted subject to this reservation.

IN WITNESS WHEREOF, The undersigned have hereunto affixed their hands this 1st day of September, 1973, at Little Falls, Minnesota.


F. J. McGowan


George Boll


Anthony Gallick

