

ARTICLES OF INCORPORATION

OF

TWIN CITIES MARINE AQUARIUM SOCIETY

In order to form a corporation pursuant to Chapter 317A of the Minnesota Statutes, the following Articles of Incorporation are adopted.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: Twin Cities Marine Aquarium Society.

The corporation's initial registered office is located at:



**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
LIMITATIONS**

At all times the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation will inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation will be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by a corporation under Section 501(c)(3) as now enacted or hereafter amended.

**ARTICLE IV –
DIRECTORS/MEMBERS**

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors is the following natural persons:

Mary Finn
Troy Stuckey
Sean Hawkins
Matt Dushek
Brett Malbraaten

**ARTICLE VII
INCORPORATOR**

The incorporator of this corporation is:

Matt Dushek



I certify that I am authorized to sign these Articles of Incorporation and that they are true and correct.

DATED: April 21, 2008

INCORPORATOR:

Matt Dushek