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(Note New Fax #)

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*Proudly Serving Charitable Gambling Organizations Throughout Minnesota*

RESTATED ARTICLES OF INCORPORATION  
OF  
ALLIED CHARITIES OF MINNESOTA, INC.

(Now named, pursuant to this Restatement: ALLIED CHARITIES OF MINNESOTA)

Pursuant to Minnesota Statutes Chapter 317A, the following Restated Articles of Incorporation have been properly adopted by the Board of Directors and members of the corporation to supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I  
NAME/REGISTERED OFFICE

The name of this corporation shall be Allied Charities of Minnesota.

The corporation's registered office address shall be at 17 South First Street, A704, Minneapolis, MN 55401-1829 (however, the corporation's mailing address is: P.O. Box 583174, Minneapolis, MN 55458-3174).

ARTICLE II  
PURPOSE

This corporation is organized exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. To this end, the corporation shall advance the interests of non-profit organizations licensed to engage in lawful gambling pursuant to Chapter 349 of Minnesota Statutes, and shall act to preserve and enhance the conduct of operations of lawful gambling as a funding source for charitable ends set forth in Minnesota Statutes, Section 349.12, Subd. 25, as now enacted or hereafter amended.

ARTICLE III  
MEMBERS/DIRECTORS

Corporation shall have a voting membership, and classes of same shall be determined and fixed by the 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 Bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE IV**  
**LIMITATIONS**

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

1. No part of the net earnings of the corporation shall inure to any member of the corporation who either does not qualify 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. 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)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended; and
3. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

**ARTICLE V**  
**NO PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VI**  
**DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more of the corporation's purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

The undersigned officer certifies both that she/he executes these Restated Articles for the purposes herein stated, and that by such execution, affirms the understanding that should any of the information in these Restated Articles be intentionally or knowingly misstated, she/he is subject to the penalties for perjury set forth in Minnesota Statutes section 609.48 as if this document had been executed under oath.

Karen Wirkus

signature

11/22/02

date