

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA STATE HANDBALL ASSOCIATION, INC.**

ARTICLE I.

NAME

- 1.1 The name of this Corporation is the Minnesota State Handball Association, Inc.

ARTICLE II.

PURPOSES

2.1 The purposes of the Corporation are to perpetuate and promote the game and sport of handball throughout the State of Minnesota as one of the national athletic games of the State of Minnesota and the United States, and contribute to the support of exclusively charitable and educational activities and projects and to foster national amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.2 In support of such purposes, the principal activities of the corporation shall be:

- (a) To promote within the State of Minnesota, (i) the use of rules governing the conduct and play of handball games promulgated by the United States Handball Association, and (ii) a high standard of skill, fair play, integrity, and good sportsman-ship among players of the sport of handball;
- (b) Through the officers of the Corporation, to resolve issues and promote agreements among players and organizations promoting, teaching, sponsoring and hosting the playing of handball games within the State of Minnesota;
- (c) To further the development of youth in mind and body by the teaching of fair play and good sportsmanship generally through the sport of handball and in addition to such educational benefits, provide scholarships to selected, deserving recipients for attending clinics and competitions throughout the State of Minnesota, and in selected instances national and international tournaments and competitions;
- (d) To further its statewide membership by promoting awards and recognition events for members and non-members; and to administer the Moy Langhorst Award for deserving Minnesota handball players who display the requisite

perseverance, integrity, sportsmanship and determination recognized by the Award;

- (e) To conduct handball clinics sponsored by the Association directly and in collaboration with nonprofit organizations such as the University of Minnesota, the Minnesota State University at Mankato, and other Minnesota colleges and universities, for the purpose of introducing and teaching the game of handball and its basic fundamentals and skills of play to players of all ages, without regard to race, gender, religion, natural origin, disability, age, sexual orientation or veteran status, and to provide need based scholarships and financial assistance to the extent possible, given the available resources of the Association;
- (f) To develop and promote outstanding statewide and community tournaments at each level of ability throughout Minnesota, in such manner and at such places as to enable participation by as wide a cross-section of players as possible;
- (g) To prepare players of the sport of handball within the State of Minnesota to play in national and international competitions and to promote and support international and national tournaments and competitions within the State of Minnesota;
- (h) To do any and all other acts and things and to exercise all other rights and powers which may be necessary, incidental, desirable, or expedient in the accomplishment of any of the foregoing purposes.

### ARTICLE III.

#### NON-PROFIT CORPORATION

3.1 The Corporation is a non-profit corporation under Chapter 317A of the Minnesota Statutes.

### ARTICLE IV.

#### DURATION

4.1 The period of duration of this Corporation shall be perpetual.

### ARTICLE V.

#### REGISTERED OFFICE

5.1 The location of the registered office of the Corporation shall be 3042 Bloomington Avenue, Minneapolis, Minnesota 55407.

## ARTICLE VI.

### AUTHORITY

6.1 The Corporation shall have authority to do any and all acts and activities consistent with the purposes set forth above as may be necessary, advisable, desirable or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Minnesota.

6.2 Notwithstanding any other provisions of these Articles of Incorporation:

- (a) All activities of the Corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this Corporation was organized;
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any officer, director or other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes and that payments and distributions may be made in furtherance of the purposes of the Corporation);
- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not intervene or participate in any political campaign on behalf of any candidate for public office, by publishing statements or otherwise; and
- (d) This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE VII.

### DIRECTORS

7.1 The business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board of Directors who shall be subject to such qualifications and procedures as are set forth in the Corporation's Bylaws.

7.2 The number of directors shall be set forth in the Bylaws of the Corporation and may be altered by amending the Bylaws, but shall never be less than required by law.

7.3 The terms of office of the directors shall be set forth in the Bylaws of the Corporation, and may be altered by amending the Bylaws.

7.4 The Board of Directors may take action by written action signed by 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; provided, that all directors shall be notified of the content and effective date prior to any signing.

## ARTICLE VIII.

### MEMBERSHIP

8.1 The Corporation shall have one class of members, all of whom, assuming they are members in good standing, as determined pursuant to the Corporation's Bylaws, shall be voting members. Membership shall be open to all persons without regard to race, gender, color, religion, national origin, disability, sexual orientation or veteran status. Qualifications for membership and the rights of members shall be determined by the Corporation's Board of Directors and set forth in the Corporation's Bylaws. Each member shall have one vote on all matters submitted to the Corporation's members for approval.

## ARTICLE IX.

### AMENDMENT

9.1 These Articles may be amended by a majority vote of those present in person and voting at any meeting of the active membership of the Corporation, provided that the Board of Directors shall have proposed the amendment by resolution setting forth the text of the amendment, and that notice of the meeting of members, stating the purpose, be given to each active member and to each officer and Board member of the Corporation.

9.2 A proposed amendment to these Articles shall be submitted to the members in writing by mail, or by electronic means in accordance with the provisions of Chapter 317A of the Minnesota Statutes.

## ARTICLE X.

### LIABILITY; INDEMNIFICATION

10.1 The members, officers, and directors of the Corporation shall have no personal liability for the debts of the Corporation.

10.2 The Corporation shall indemnify, and advance expenses to, such persons, for such expenses and liabilities, in such manner, under such conditions and circumstances, and to such extent as permitted by Minnesota Statutes, Section 317A.521, as now enacted or

hereafter amended; provided, however, that no indemnification shall be provided, or advances made, pursuant to Section 317A.521 with respect to any threatened, pending or completed civil, criminal, administrative, arbitration, investigative or other proceeding brought by or in the right of the Corporation against a person who may otherwise be entitled to indemnification and advancement of expenses pursuant to Section 317A.521.

ARTICLE XI.

DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

11.1 In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the remaining property and assets of the Corporation shall be distributed in such manner as the Board of Directors of the Corporation shall by majority vote determine. The distribution shall be made exclusively for the purposes for which the Corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, the undersigned have subscribed our signatures this \_\_\_\_ day of August, 2017.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_ day of August 2017 by \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_.

\_\_\_\_\_  
Notary Public Henn. County  
My Commission Expires  
\_\_\_\_\_

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