

ARTICLES OF INCORPORATION
OF
MIDWEST INDIGENOUS IMMERSION NETWORK

ARTICLE I- NAME

The name of the entity shall be MIDWEST INDIGENOUS IMMERSION NETWORK, or MIIN, (hereinafter referred to as "Corporation").

ARTICLE II-EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III-EFFECTIVE DATE

The effective date of the Corporation will be August 10th, 2021.

ARTICLE IV-TYPE OF NON-PROFIT CORPORATION

The corporation is organized exclusively for charitable, religious, 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.

ARTICLE V-REGISTERED OFFICE ADDRESS

The principal office of the Corporation is to be located at 224 N 24TH AVE E #2, DULUTH, MN, 58812. The name and address in the Corporation's initial agent for service of process is: DUSTIN BURNETTE, 10660 N RIVERSIDE RD, HAYWARD, WI 54843.

ARTICLE VI-PURPOSE

The purpose of the Corporation is to assist Ojibwe language programs to communicate and collaborate to collectively address common needs such as professional and linguistic development, organization and distribution of materials, assessments, and recruitment of staff and students.

ARTICLE VII-OBJECTIVE

The objective of the Corporation includes, but is not limited to, increasing and maintaining communication and collaboration amongst Ojibwe language immersion programs by intentionally organizing, and facilitating if needed, the following: professional development opportunities; sharing and distribution of learning materials and assessments; and recruitment of staff and students.

ARTICLE VIII-PROHIBITED ACTIVITIES

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX-BOARD OF DIRECTORS

The Corporation shall consist of five (5) members. Four (4) of these directors will serve as Officers.

Each member of the Board of Directors will serve a five year term.

Board members can serve as part of the Board of Directors regardless of their relationship to other Board Members.

When it comes to voting, Board Members will have one vote even if it involves oneself.

Any board member desiring to resign shall submit their resignation in writing to the Secretary, who shall present it to the Board for action.

Vacancies will be filled by the verbal recommendation of one Board Member, seconded by another Board Member and by a majority vote by the board.

Any vacancy because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board for the unexpired portion of the term.

A Board Member may be removed from the Board and forfeit their position for failing to carry out expected duties or conduct themselves in a way that would be detrimental to the Midwest Indigenous Immersion Network. To remove a board member, a written complaint must be presented to the Board. The complaint will be reviewed and investigated by the Officers. If sufficient justification exists, a hearing before the full Board will be held. A positive vote from the majority of all other four (4) Board members is required for dismissal of a Board member. Abstentions and absentee votes will be accepted.

ARTICLE X-OFFICERS

PRESIDENT-The president calls and presides at all Board meetings. The President is responsible for signing all documents the Board, as a whole, has approved.

VICE PRESIDENT-The vice president presides in the absence of the president, works with other officers and trustees, and carries out such duties and assignments as may be delegated by the president.

SECRETARY-The secretary maintains a register of members and directors, records the minutes of meetings, is responsible for sending out notice of meetings, and maintains a record of all MIIN meetings.

TREASURER-The treasurer oversees the Corporation's financial administration, reviews and enforces financial policies and procedures, generates financial reports with the assistance of the Corporation's accountant(s), and advises the Board of Directors on financial strategy and fundraising.

ARTICLE XI-MEETINGS

The Board of Directors shall meet at least four (4) times a year. Meetings shall be held at any time and location designated by the President. Notice of all meetings shall be communicated to each director.

ARTICLE XII-VOTING RIGHTS

Each member of the Board will have one vote.

All votes for membership on the Board, removal from the Board and for Elected Officers will be a ballot vote. Absentee ballots will be allowed for these votes.

ARTICLE XIII-BY-LAW CHANGES

These by-laws may be changed at any regular meeting by a three-fifths vote. The proposed change should be submitted in writing and distributed by the secretary to Board members for review at least five (5) days before any vote.

ARTICLE XIV-DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, local or tribal government, for a public purpose. 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.

ARTICLE XV-INCORPORATORS

The names and addresses of the Incorporators are:



Signature

Miigis Gonzalez, President
519 3rd Ave
Proctor, MN 55810

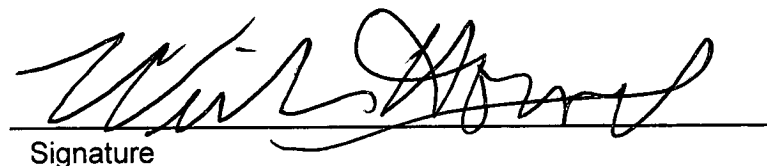
8-29-21
Date



Signature

Michael Sullivan, Vice President
P.O. Box 1652
Hayward, WI 54843

8-29-21
Date



Signature

William Howes III, Secretary
224 N 24th Ave E #2
Duluth, MN 58812

8-29-21
Date

Melissa Boyd

Signature

8-27-21

Date

Melissa Boyd, Treasurer
46754 Earle Brown Drive
Garrison, MN 56450