

02/18/2025

**MIDWEST INDIGENOUS IMMERSION NETWORK**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
A MINNESOTA NON-PROFIT CORPORATION**

Adopted under Minnesota Statute Chapter 317A.

**ARTICLE I  
NAME**

1. The name of the Corporation shall be Midwest Indigenous Immersion Network.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

- 2.1 The registered office of the Corporation shall be 5788 Hermantown Rd, Hermantown MN 55810.
- 2.2 The registered agent shall be Dustin Burnette.

**ARTICLE III  
PURPOSE**

The primary purpose of this Corporation is exclusively as a charitable organization within the meaning of Section 501(c)3 of the Internal Revenue Code, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This Corporation shall not be operated for profit, but shall be operated exclusively for charitable purposes.

**ARTICLE IV  
POWERS**

- 4.1 Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this Corporation shall be carried on, and all funds of this corporation, whether income or principal and whether, acquired by gift or contribution or otherwise, shall be used and applied exclusively to promote social welfare, primarily to further the common good and general welfare of the people of the community.
- 4.2 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 statement) any political campaign for public office.
- 4.3 Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by Corporation, exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

**ARTICLE V**

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**DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE VI**  
**CAPITAL STOCK**

This Corporation shall have no capital stock.

**ARTICLE VII**  
**MEMBERS**

This Corporation shall have no members.

**ARTICLE VIII**  
**DIRECTORS**

- 8.1 The management of the Corporation shall be vested in a Board of Directors.
- 8.2 The Board of Directors shall consist of the number of directors provided in the Bylaws of this corporation. The initial Board of Directors shall continue in office until their successors are elected and qualified or until they are removed from office as provided by law or in the Bylaws of this corporation.
- 8.3 The terms of office of the Directors, other than the initial Board of Directors, shall be fixed by the Bylaws of this Corporation.
- 8.4 Cumulative voting for the Board of Directors is prohibited.

**ARTICLE IX**  
**LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Director shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in accordance with Minnesota Statute Chapter 317A et seq. as now enacted or hereafter amended, and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or by Corporations exempt from Federal Income Tax under Section 501(c)(3) of the Code (or other corresponding provision of any United States Internal Revenue Law in effect), as the Board of Directors shall determine. 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 organizations or organizations, as court shall determine, which are organized or operated exclusively for such purpose.

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**ARTICLE XI**  
**AMENDMENT**

Any Director may propose an amendment to these Articles by giving notice thereof to an Officer. The contents of the proposed amendment or a summary shall be included in the notice sent to each Director, or otherwise made available to each Director in advance of the regular or special meeting called for the purpose of considering such amendment. The Board may not vote on the amendment unless such amendment has been proposed and reviewed at the previous regular Board meeting. Revisions to the Articles require a two-thirds (2/3) majority vote of the Board.

Person you may contact about this form is:

Glen McCluskey  
80 S. 8<sup>TH</sup> St. Suite 900  
Minneapolis, MN 55402  
651-646-2669  
glenlaw@glen-law-office.com

**I certify that these Amended and Restated Articles of Incorporation have been duly approved and adopted by the Board of Directors pursuant to Minn. Stat. 317A on 02/18/2025.**

*Miigis Gonzalez*

Miigis Gonzalez  
Chair of the Board of Directors

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*William Howes*

William Howes  
Secretary of the Corporation

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