

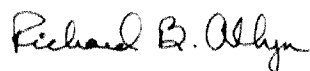
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GUNFLINT TRAIL HISTORICAL SOCIETY**

The undersigned, the Secretary of The Gunflint Trail Historical Society, (the “Company”), a nonprofit corporation governed under Minnesota Statutes Chapter 317A, hereby certifies as follows:

1. The name of the Company is The Gunflint Trail Historical Society.
2. The Articles of Organization of the Company are hereby amended and restated in their entirety and superseded by the attached Amended and Restated Articles of Organization.
3. The attached Amended and Restated Articles of Organization have been adopted pursuant to Minnesota Statutes Section 317A.131 by an officer of the Company.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment and Restatement of Articles of Incorporation on April 16, 2021.

THE GUNFLINT TRAIL HISTORICAL SOCIETY,
a Minnesota nonprofit corporation



Richard B. Allyn, Esq., Secretary

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE GUNFLINT TRAIL HISTORICAL SOCIETY**

(As amended effective August 10, 2020)

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be The Gunflint Trail Historical Society.

ARTICLE II

CORPORATE PURPOSES

This 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, or corresponding section of any future federal tax code. In particular, this corporation is formed for the purpose of collecting, preserving, and disseminating historical knowledge about the Gunflint Trail and its early settlers.

ARTICLE III

REGISTERED OFFICE

The registered office of the corporation shall be 28 Moose Pond Drive, Grand Marais, MN 55604.

ARTICLE IV

DURATION

The duration of this corporation shall be perpetual.

ARTICLE V

MEMBERSHIP

The conditions, terms, and qualifications for membership in the corporation shall be provided for in the Bylaws.

ARTICLE VI

BOARD OF TRUSTEES

The management of the corporation shall be vested in a Board of Trustees consisting of members of the corporation. The number of Trustees and their term of office shall be fixed by the Bylaws and names and contacts of Trustees to be kept in the Company's records.

The Board of Trustees shall act by the vote of a majority of its members and such action may be taken

by written Record of Action signed, or consented to by authenticated electronic communication, by all of the Trustees in such majority.

The Board of Trustees shall have authority to adopt By-Laws governing the affairs of the corporation and their meetings, and to provide therein for officers, including a President, Vice President, Secretary and Treasurer.

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the board at which a quorum of board members were present.

ARTICLE VII

OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Trustees and shall serve terms as established in the Bylaws, provided that, upon expiration of the President's term of office, the Vice President shall succeed the President in office. The Board may remove any officer for cause. Upon any vacancy, the Board may fill such vacancy by a majority vote for the unexpired term of the officer.

ARTICLE VIII

RESTRICTIONS AND LIMITATIONS

No part of the net earnings 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 II 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the district court 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 purpose.

ARTICLE IX

PERSONAL LIABILITY

The members, officers, and trustees of the corporation shall have no personal liability for the obligations of the corporation. Pursuant to Minnesota Statutes Section 317A.257, no person who serves without compensation as a member, officer, trustee, or agent of the corporation shall be held civilly

liable for an act or omission by that person except as otherwise provided under Minnesota Statutes Section 317A.257, which shall be applicable to the fullest extent, as it now exists or as it may hereafter be amended.

ARTICLE X

CAPITAL STOCK

The corporation shall have no capital stock and shall have no authority to issue shares.

ARTICLE XI

AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY

The Gunflint Trail Historical Society shall be affiliated with the Minnesota Historical Society under such terms and conditions as are required by the Minnesota Historical Society.

ARTICLE XII

INITIAL INCORPORATORS

The Members and Trustees desire to acknowledge for the Company records and historical recognition the following individuals, the initial Incorporators, for their assistance and service in the formation of the Company: Betty Hemstad, Susan Kerfoot, Kathleen Lande and Barbara Tuttle



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STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
04/20/2021 11:59 PM

Steve Simon

Steve Simon
Secretary of State