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ARTICLES OF INCORPORATION
OF

THE MINNESOTA CENTER FOR MINERAL RESOURCE EDUCATION

The undersigned incorporator is an individual 18 years of age or older and adopts the following articles of incorporation to form a nonprofit corporation pursuant to Minnesota Statutes, Chapter 317A.

ARTICLE I - NAME

The name of this corporation shall be THE MINNESOTA CENTER FOR MINERAL RESOURCE EDUCATION.

ARTICLE II - REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the Corporation is to be located is: 12300 Dupont Avenue South, Burnsville, MN 55337.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for charitable, scientific and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 the corresponding section of any future federal tax code.

The purpose of this Corporation is: to promote awareness of the positive contribution that mineral resources make to the Minnesota way of life, principally by providing teacher education in mineral resources, including in the geology, exploration, development, extraction, uses, reclamation, conservation and economics of such mineral resources; and to give support for the development and implementation of curricula for teaching about mineral resources at the K-12 level of education.

ARTICLE IV - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for political office.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other 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 corresponding section of any future code, or by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V – MEMBERSHIP/BOARD OF DIRECTORS

This Corporation shall not have members.

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's Bylaws. No Director shall have any right, title or interest in or to any property of this Corporation.

The number of Directors constituting the initial Board is four; their names and addresses are as follows:

Fred Corrigan, 12300 Dupont Avenue South, Burnsville, MN 55337
Dr. Harvey Thorleifson, Minnesota Geological Survey, 2642 University Avenue
West, St. Paul, MN 55114-1057
Lynn Carlson, Aggregate Industries, 2915 Waters Road, Suite 105, Eagan MN
55121
Ernest K. Lehmann, Suite 1140, 12 South 6th Street, Minneapolis, MN 55402

Directors of the initial Board shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the Bylaws.

ARTICLE VI – PERSONAL LIABILITY

No Director or Officer 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 Directors or Officers be subject to the payment of the debts or obligations of this Corporation.

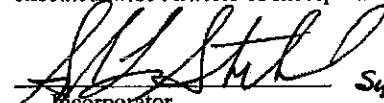
ARTICLE VII – DURATION/DISSOLUTION

The duration of the corporate existence of this Corporation shall be perpetual until dissolution.

Upon the dissolution of the Corporation, assets of the Corporation 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.

ARTICLE VIII – INCORPORATOR

In witness whereof, the undersigned has hereunto subscribed his name for the purpose of forming the Corporation under the laws of the State of Minnesota and certifies that he executed these Articles of Incorporation on August 27, 2009.



Sylvia L. Strobel

Incorporator

Sylvia L. Strobel

*Incorporator Address: Lehmann Strobel PLC
577 N. School Lane
LANCASTER, PA 17605
(717) 397 8210
sylvia@lehmannstrobel.com*

This form was drafted by:

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 28 2009

Monk Ritchie
Secretary of State