

# **Articles of Incorporation of Fresh Air, Inc.**

*The undersigned, for the purpose of forming a corporation pursuant to the provision of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, adopt the following Articles of Incorporation:*

## **ARTICLE I**

The name of the corporation shall be Fresh Air, Inc.

## **ARTICLE II**

The purpose of this corporation shall be to own or lease, and operate one or more non-profit educational radio or television stations and related equipment and to offer instruction in the operation of such radio or television stations to members of the general public. This corporation is organized and shall be operated exclusively to engage in, advance, promote, and administer education and charitable activities and projects and to aid, assist and contribute to the support of institutions which are organized and operated exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now or hereafter in effect, and in Section 290.05, of the Statutes of the State of Minnesota, as now or hereafter in effect. The corporation shall have only such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest or otherwise, and to own, hold, invest, expand, make gifts and contribution of, and to convey, transfer, and dispose of any funds, property and the income there from for the furtherance of the purposes of the corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any future laws amendatory thereof and supplementary thereto. Provided, further, that all such powers of the corporation shall be exercised only so that the corporation's operation shall be exclusively within the contemplation of both Section 501(c)(3) of the Internal Revenue Code, as now enacted or as hereafter amended, and of Section 290.05, of the Statutes of the State of Minnesota, as now enacted or as hereafter amended. No part of the property or the income of the corporation shall be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except to secure or maintain funding and non-profit status. In no event shall the corporation participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE III**

The corporation does not and will not afford pecuniary gain, incidentally or otherwise, to its members. No part of the property or income of the corporation or any other pecuniary gain or profit shall inure to any member of the corporation except that reasonable compensation may be paid for services rendered to or for the corporation. In the event of dissolution of the corporation

all of its assets shall be distributed as follows: (a) The dissolution shall be conducted under Court supervision if required under the Statutes of the State of Minnesota or deemed desirable by the corporation in such manner as in the judgment of the Court will accomplish the general purposes for which the dissolved corporation was organized. (b) If a dissolution under Court supervision is not so required or deemed desirable, the assets of the corporation shall be distributed to or for the benefit of organizations, causes or projects, for and to which gifts are deductible from income of a donor under the Internal Revenue Code and under the Statutes of the State of Minnesota, to the extent then possible. If the Internal Revenue Code, as hereafter amended, does not provide for such a deduction, then the distribution shall be made to one or more state or local governments, for a public purpose. In the event of dissolution, none of the assets shall be transferred to or in any respect whatsoever inure to or for the benefit of any member of the corporation. The corporation shall not lend any of its assets to any officer, director or member of the corporation nor guarantee to any other person the payment of a loan by an officer, director or member of the corporation.

#### **ARTICLE IV**

The period of duration of the corporation shall be perpetual.

#### **ARTICLE V**

The registered office of the corporation in Minnesota shall be at 1808 Riverside Avenue, Minneapolis, Minnesota 55454.

#### **ARTICLE VI**

The names and address of the incorporators, each of whom is a natural person of full age, are:

Name -- Address

*Robert E. Zimmermann -- 3534 12th Avenue South Minneapolis, Minnesota*

*Barbara Case -- 2414 Portland Avenue Minneapolis, Minnesota 55404*

*Randy Lee McLaughlin -- 2201 E. Franklin Avenue Minneapolis, Minnesota 55404*

#### **ARTICLE VII**

The Board of Directors shall consist of at least three (3) persons. The first Board of Directors shall consist of the following seven persons, each of whom shall serve until the first annual meeting of the members.

Board members shall be selected as provided for in the bylaws.

Name -- Address

*Robert E. Zimmermann -- 3534 12th Avenue South Minneapolis, Minnesota 55404*

*Barbara Case -- 2414 Portland Avenue Minneapolis, Minnesota 55404*

*Randy Lee McLaughlin -- 2201 E. Franklin Avenue Minneapolis, Minnesota 55404*

*Robert H. Hostetler -- 421 Cedar Avenue, #16 Minneapolis, Minnesota 55404*

*Craig Berdie -- 3010 E. 26th Street Minneapolis, Minnesota 55406*

*Stephen P. Erler -- 1620 Emerson Avenue South Minneapolis, Minnesota 55403*  
*James A. Kutzner -- 458 Pierce Street N.E. Minneapolis, Minnesota 55413*

## **ARTICLE VIII**

The Board of Directors shall be authorized to establish one or more classes of membership in the bylaws and the board shall be authorized to provide standards and procedures for selecting and removing members of this corporation in the bylaws.

## **ARTICLE IX**

An annual business meeting shall be held for all members.

## **ARTICLE X**

The corporation shall have no capital stock.

## **ARTICLE XI**

The members, directors and officers of this corporation shall not be personally liable for the obligations of the corporation. **IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation on the 24th day of July, 1973. In the presence of:

*/s/ Linda Moss /s/ Robert Zimmermann*

*/s/ Nancy J. Wigchers /s/ Randy Lee McLaughlin*

*/s/ Barbara Case*

## **STATE OF MINNESOTA**

### **COUNTY OF HENNEPIN**

On this 24th day of July, 1973, before me a Notary Public, personally appeared ROBERT E. ZIMMERMANN, BARBARA CASE AND RANDY LEE MCLAUGHLIN, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and they acknowledge that they executed the same as their free act and deed.

*/sealed/ /s/ Reese C. Johnson*

Approved 2004