

**STATE OF MINNESOTA**  
**SECRETARY OF STATE**  
**ARTICLES OF INCORPORATION**

OF

**SHERBURNE COUNTY AMATEUR RADIO EMERGENCY  
SERVICE, INC.**  
(A NON-PROFIT CORPORATION)

The undersigned Incorporator is an individual, 18 years of age or older, and adopts the following Articles of Incorporation for a Non-Profit Corporation (Chapter 317A).

BE IT KNOWN, that on this 1 day of October, 2007 A.D.

BEFORE ME, \_\_\_\_\_, a Notary Public duly commissioned and qualified in and for the State and County aforesaid, personally came and appeared before me, Notary, the Incorporators of this Corporation, who declared that availing themselves of the benefits and provisions of the Constitution and the Laws of the State of Minnesota, inclusive, as amended, they do by these presents, contract, agree, bind, and obligate themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a non-profit corporation, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

**ARTICLE I - NAME**

The name of this Corporation is and shall be:

**SHERBURNE COUNTY AMATEUR RADIO EMERGENCY SERVICE, INC.**

**ARTICLE II – REGISTERED OFFICE ADDRESS**

The registered office address of this Corporation is:

**22985 147th Street NW, Elk River, Minnesota 55330**

The Registered Agent at the above address is:

**Daniel L. Shartle**

**ARTICLE III - SHARES**

This Corporation is authorized to issue a total of 0 shares.

This Corporation is established on a non-stock basis.

## **ARTICLE IV - INCORPORATORS**

I, the undersigned incorporator certify that I am authorized to sign these articles and that the information in these articles is true and correct. I also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I had signed these articles under oath.

Daniel L. Shartle                      22985 147th St. NW                      Elk River, MN 55330                      \_\_\_\_\_.

## **ARTICLE V - PURPOSE**

This Corporation is organized exclusively for charitable, religious, educational, and scientific 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 primary but not limiting purpose of this organization is to provide support and funding, in order to promote, equip and maintain the Amateur Radio Emergency Service® (ARES®) and Radio Amateur Civil Emergency Service® (RACES®).

The Amateur Radio Emergency Service is a program of the American Radio Relay League, Incorporated (ARRL). Both Amateur Radio Emergency Service® and ARES® logos are registered marks of the American Radio Relay League, Incorporated and are used by permission.

This corporation will abide by the Rules and Regulations of the ARRL's Field Organization, as they may be amended from time to time, and by ARRL policies, rules, and guidelines contained in ARRL publications.

This Corporation exists to serve the general public and not-for-profit agencies in times of disaster and/or emergency with volunteer communications utilizing Amateur Radio.

This Corporation exists to serve Government Services during times of disaster and/or emergency, or when overburdened with telecommunications emergencies through the activation of the Radio Amateur Civil Emergency Service® (RACES®) Chapter as proscribed in CFR 47 Part 97.401.

## **ARTICLE VI - MEMBERSHIP**

This Corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

## **ARTICLE VII – BOARD OF DIRECTORS**

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 the Corporation.

The number of Directors constituting the initial Board of Directors is four (4);

1. Daniel L. Shartle,
2. Robert C. Mershon,
3. Robert G. Youcha,
4. Michael J. Steckelberg,

## **ARTICLE VIII – OFFICERS**

The initial Officers of this Corporation shall also be the Directors of this Corporation. If holding more than one position, an individual will be limited to a single vote.

The number of initial officers is four (4);

- 1 Daniel L. Shartle,
- 2 Robert C. Mershon,
- 3 Robert G. Youcha,
- 4 Michael J. Steckelberg,

## **ARTICLE IX – ADVISORY DIRECTOR(S)**

The Sherburne County Emergency Coordinator (EC) and District EC, as appointed by the (ARRL) American Radio Relay League, 225 Main Street, Newington, CT 06111-1494 by their designated Minnesota Section Manager, may serve as voting Advisory Directors or appoint representatives for the County to serve as Advisory Directors for this Corporation.

All Advisory Directors will be entitled to one vote, unless they already hold another voting position in this Corporation.

## **ARTICLE X – CORPORATE ACTIONS**

Any Corporate action of the members, including specifically but not by way of limitation, adoption of amendments to the articles, and approval thereof by a class vote, approval of merger and consolidation agreements and authorization of voluntary disposition of all or substantially all of the Corporate assets, may be taken on an affirmative vote of the majority of the members present.

## **ARTICLE XI – 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 organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 public office.

Notwithstanding any other provisions of this document, the organization 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 tax 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.

Reimbursement to members is permitted for out of pocket expenses or the use of personal equipment for official ARES® related activities (providing the equipment is officially affiliated with the corporation and said members are registered with the corporation as official equipment trustee(s) and providing the reimbursed individual(s) not generate a profit from such reimbursement. All reimbursements are subject to approval by a majority vote of the Board of Directors.

**ARTICLE XII – PERSONAL LIABILITY**

No member, Officer, or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall debts to the IRS, debts due to fraudulent activity, and employment of any of the property of the members, Officers, or Directors be subject to the pay-claims. D&O insurance and furtherment of the debts or obligations of this Corporation protect the assets of Board Members, staff and volunteers.

**ARTICLE XIII – BUSINESS AND AFFAIRS**

The business and affairs of this Corporation shall be managed, and all the Corporate powers thereof shall be vested in and exercised by Board of Directors which shall be composed of not less than three (3) persons. The number of Directors may be increased or decreased within the said limits by a majority vote of the Directors. The Board of Directors shall have the authority to fix their own classifications, qualifications or terms of office and fix their compensation, subject to the power of the members to change or repeal the Bylaws so made. Unless or until provided in the Bylaws, the Directors shall hold office until their successors have been duly elected and qualified, and the number, qualification, terms of office, manner of election, time and places of meetings and the duties of the Directors shall be as from time to time fixed by the Bylaws. Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors. The general Annual Meeting of the membership for the election of Directors shall be held at the registered office of the Corporation or other such location as determined by the Board of Directors, and shall take place on the first Tuesday in January of each year, beginning with the next year after the date of these Articles of Incorporation or the first day thereafter when such day is a legal holiday, unless or until otherwise provided by the Bylaws. The failure from any cause whatsoever to hold the annual meeting of the membership or the failure to elect Directors thereat, shall not dissolve the Corporation but the Directors and Officers then in office shall remain in office until their successors have been duly qualified and installed.

**ARTICLE XIV - DURATION/DISSOLUTION**

The duration of the Corporate existence shall be perpetual, until dissolution. Upon the dissolution of the organization, 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.

On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me, personally appeared \_\_\_\_\_, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed it as his free act and deed.

Incorporator Signature:

Witnesses:

NOTARY PUBLIC  
AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE  
I HEREBY ACKNOWLEDGE AND ACCEPT THE APPOINTMENT OF REGISTERED AGENT FOR AND ON BEHALF OF THE ABOVE NAMED CORPORATION.

Registered agent signature: \_\_\_\_\_

Sworn to and subscribed before me on this \_\_\_\_\_ day of \_\_\_\_\_, 2007

Notary Public