

LIONS FOUNDATION OF NORTH DAKOTA, INC.  
ARTICLES OF INCORPORATION  
REVISED 2011

ARTICLE I – Name

The name of the corporation shall be: Lions Foundation of North Dakota, Inc., hereinafter referred to as the “Corporation.”

ARTICLE II – Period

The period of its duration is perpetual.

ARTICLE III – Purpose

The specific purposes for which this corporation is organized are:

- A. The purposes for which the Lions Foundation of North Dakota, Inc. is organized are exclusively to provide charitable and educational project funding within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue law.
- B. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of the corporation.
- C. Upon 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 sections 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 so disposed 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 organizations, as said court shall determine which are organized and operated exclusively for such purposes.
- D. To solicit, collect, and otherwise raise money to fund those aims and goals of the Lions Foundation of North Dakota, Inc. which are exclusively charitable and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- E. 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.
- F. 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 the article.

## ARTICLE IV – Powers

The corporation shall have and exercise all the general powers specified in Section 10-33-21 of the North Dakota Century Code.

## ARTICLE V – Membership

Membership in the corporation shall be duly constituted Lions Clubs of the State of North Dakota. No member of any Lions Club shall be liable for any debts of the corporation.

## ARTICLE VI – Annual Meeting

The annual meeting shall be held during the annual North Dakota Lions State Convention for the purpose of electing directors in accordance with the by-laws of this corporation and to give direction to the board of directors and officers of the corporation.

## ARTICLE VII – Board of Directors

The board of directors shall consist of members in good standing of North Dakota Lions Clubs as specified in the bylaws of the corporation.

### A. Powers of the Board of Directors

1. The board of directors shall have such powers and responsibilities as specified in the bylaws and/or standard operating procedures of the corporation.
2. The board of directors shall have all other powers necessary to manage the affairs of the corporation in accordance with Section 10-33-21 of the North Dakota Century Code.

## ARTICLE VIII – Amendments

Section 1. AMENDING PROCEDURE. These articles may be amended only at an annual meeting of the corporation.

1. Any proposed changes must be first submitted to the board of directors for informational purposes only, ninety (90) days prior to the annual meeting of the corporation.
2. The board of directors shall prepare an informational statement in favor of or in rebuttal to all proposed changes.

Section 2. NOTICE. No amendments shall be so reported or voted on unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 3. EFFECTIVE DATE. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## ARTICLE IX – Registered Office and Agent

The address of the registered office of the corporation is 2605 Twin City Drive, Mandan, North Dakota 58554-3867, and the registered agent at such address is Isabella Robertson.

## ARTICLE X – Directors

The number of directors constituting the initial board of directors of the corporation is eleven (11) and the names and addresses of the persons who are to serve as directors until the next annual election of directors with the method of election determined by the bylaws are:

1. Lenore Hansen, PO Box 655, Mooreton, ND 58061-1655
2. Isabella Robertson, PO Box 655, Bismarck, ND 58502-0655
3. District Governor Ronald G. Harris, 412 7<sup>th</sup> Avenue, Valley City, ND 58072-3134
4. Oscar W. Sorenson, 861 Raindale Court, Grand Forks, ND 58201-3918
5. District Governor Leroy Has, 209NE 2<sup>nd</sup> Avenue, Ashley, ND 58413-7218
6. Mabel Cowell, PO Box 584, Medina, ND 58467-0584
7. Hadley Secklander, PO Box 226, Hazelton, ND 58544-0226
8. District Governor Chris Voegele, 507 1<sup>st</sup> Street SW, Bowman, ND 58623-4535
9. District Governor Kevin Vannett, 207 2<sup>nd</sup> Street NE, Mandan, ND 58554-3317
10. Russell Doe, Rt 1 Box 14, Reeder, ND 58649-9715
11. Kathy K. Johnson, 660 27<sup>th</sup> Street W, Dickinson, ND 58601-2519

## ARTICLE XI – Incorporator

This corporation is incorporated pursuant to North Dakota Century Code Chapter 10-33.

The name and address of the incorporator is: Isabella Robertson, PO Box 655, Bismarck, ND 58502-0655; Street address of 2605 Twin City Drive, Mandan, ND 58554.

I, the above named incorporator, being first duly sworn, say that I each have read the foregoing application and know the contents thereof and believe the statements made are true.

Isabella Robertson, Incorporator

Subscribed and sworn to before me this 17<sup>th</sup> day of April, 2000 in Mandan, ND  
(Corrina Pfaff, Notary Public)

(As amended by the registered certified delegates during the annual meeting on Saturday, October 29, 2011)