

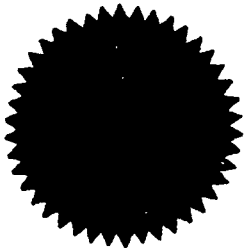


To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the 16th day of March, A. D. 1976 for the incorporation of

Minnesota Chapter of the American Society of Landscape Architects under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, I, Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said Minnesota Chapter of the American Society of Landscape Architects is a legally organized Corporation under the laws of this State.



Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this sixteenth day of March in the year of our Lord one thousand nine hundred and seventy-six

*Joan Anderson Grove*  
Secretary of State.

6-165

ARTICLES OF INCORPORATION

OF

MINNESOTA CHAPTER OF THE AMERICAN  
SOCIETY OF LANDSCAPE ARCHITECTS

V-44,272

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Minnesota Statutes, Chapter 317, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves as a body corporate, and do hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

1.1) The name of this corporation shall be Minnesota Chapter of the American Society of Landscape Architects.

ARTICLE 2 - PURPOSES

2.1) The purposes of the corporation shall be the advancement of education and skill in the art of landscape architecture as an instrument of service in the public welfare and to this end the Chapter shall seek to effectuate within the State of Minnesota the aims and policies of the American Society of Landscape Architects.

ARTICLE 3 - PECUNIARY GAIN

3.1) The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or other officer of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

ARTICLE 4 - DURATION

4.1) The period of duration of this corporation shall be perpetual.

ARTICLE 5 - LOCATION

5.1) The location of the registered office of the corporation is the City of Minneapolis, County of Hennepin, State of Minnesota.

V-44,273

ARTICLE 6 - INCORPORATORS

6.1) The names and post office addresses of the incorporators are as follows:

Guy Robert Johns	5528 Cumberland Road Minneapolis, Minnesota
John Tietz	22680 Galpin Lane Shorewood, Minnesota
H. Stewart Mann	1624 Ottawa Avenue South St. Louis Park, Minnesota

ARTICLE 7 - DIRECTORS

7.1) The number of directors constituting the first Board of Directors of this corporation shall be eight, and the tenure in office of such first Board of Directors shall be two years, or until successors are elected and qualified. The names and post office addresses of the first Board of Directors shall be as follows:

Guy Robert Johns	5528 Cumberland Road Minneapolis, Minnesota
John Tietz	22680 Galpin Lane Shorewood, Minnesota
Timothy Agrass	2969 Country Drive Apartment 201 St. Paul, Minnesota
Paul Baerman	Route #1, Box 206-C Chaska, Minnesota
Alan Robinette	4007 Queen Avenue South Minneapolis, Minnesota 55410
William Sanders	516 LaBore Road St. Paul, Minnesota
Keith Wehrman	1830 Texas Avenue South St. Louis Park, Minnesota
Donald K. Rippel	Route #7, Box 302 Excelsior, Minnesota 55351

ARTICLE 8 - PERSONAL LIABILITY

8.1) There shall be no personal liability of the members of the corporation for corporate obligations.

ARTICLE 9 - CAPITAL STOCK

9.1) The corporation shall have no capital stock; rather it shall be organized on a membership basis as more fully provided in the Bylaws.

ARTICLE 10 - TERMINATION

10.1) In the event of termination, dissolution or winding up of the corporation, all of its then 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 organizations which shall best accomplish the purposes of the corporation and which are qualified as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 or a corresponding provision of any successor code and under the Statutes of the State of Minnesota, to the extent then possible or the assets of the corporation shall be distributed to one or more Federal, State or Local governments for a public purpose.

10.2) 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.

IN WITNESS WHEREOF, we have hereunto set our hands this 26<sup>th</sup> day of February, 1976.

In the Presence of:

Donald K. Cippel  
B. W. [unclear]

Guy Robert Johns  
John Vietz  
H. Stewart Mann





MINNESOTA SECRETARY OF STATE  
ANNUAL REGISTRATION  
MINNESOTA NONPROFIT CORPORATION  
Minnesota Statutes Chapter 317A

0-165

Effective August 1, 1989, all nonprofit corporations are required to file an annual registration once every calendar year.

1. Corporate Charter Number 0-165
2. Corporate Name Minnesota Chapter of the American Society of Landscape Architects
3. Registered Office Address (Complete street address, or rural route and rural route box number.) 275 Market Street, Suite 54 Minneapolis, MN 55405
4. Registered Agent (required only if an agent is listed in the original articles of incorporation or subsequent amendments)

PLEASE READ ALL INFORMATION BELOW  
Items 1 through 4, if pre-printed, list information currently on file with the Office of the Secretary of State. If items 2-4 are no longer current, you must complete the amendment of articles of incorporation found on the reverse side of this form. There is a \$35.00 fee for filing an amendment.

5. Name of Corporate President (please print) <b>Must Be Completed</b> A. Graham Sones
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All nonprofit corporations must provide the full name of its corporate president on the Annual Registration.

6. Does this corporation own, lease, or have any financial interest in agricultural land or land capable of being farmed in Minnesota? (check one) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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7. Name and Telephone number of contact person for the corporation: Rachel B. Ramadhyani, Secretary (612) 661-4814
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Signature of authorized officer or representative

*Rachel B. Ramadhyani, Secretary*  
Signature

7/17/2000  
Date

Before July of each year a pre-printed Annual Registration is sent to the registered office address on file with the Secretary of State. The Annual Registration must be filed no later than December 31 of each year.

There is no fee for filing the Annual Registration; however, failure to file the registration will result in the loss of corporate good standing and will require a \$25.00 reinstatement fee.

Failure to file an Annual Registration for three consecutive years will result in the statutory dissolution of the corporation by the Secretary of State.

If you have any questions, please contact the Secretary of State's office at (612) 296-2803, TDD: (612) 297-4393.

Return this form to:

Secretary of State  
180 State Office Building  
100 Constitution Ave.  
St. Paul, MN 55155-1298

FOR FILING  
GOV. CHANGE  
OTHER

8-17-00

SECRETARY OF STATE  
*Mary Hoffmeyer*  
Secretary of State

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MINNESOTA  
DEPARTMENT OF STATE  
FILED

AUG 17 2000

**STATE OF MINNESOTA**

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 6/25/14

Mark Ritchie

Secretary of State



By

Jon Bon