

AMENDED ARTICLES OF INCORPORATION FOR
CARVER ELEMENTARY PTO DATED 09-09-03.

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ARTICLES OF INCORPORATION
OF CARVER ELEMENTARY PTO

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

ARTICLE I - NAME

The name of this corporation shall be Carver Elementary PTO.

ARTICLE II - REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located shall be 2680 Upper Afton Road, Maplewood, MN 55119.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, religious, educational or 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 purpose of this corporation is to enhance Carver Elementary student educational experiences.

ARTICLE IV - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. 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 compensations for services rendered and to make payments and distributions in furtherance of the purpose

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set forth in the purpose clause hereof.

2. 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.
3. 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.

ARTICLE V - MEMBERSHIP/BOARD OF DIRECTORS

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

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 five (5). Members of the initial board of directors shall serve until the first annual meeting, or until their successors are duly elected and qualified or removed, as provided in the bylaws.

ARTICLE VI - LESS THAN UNANIMOUS ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written notice signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. When written action is taken by less than all directors, all directors as provided in this Article, must be notified immediately of the text and effective date. Failure to provide such notice does not invalidate the written action.

ARTICLE VII - 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 any of the property of the members, officers, or directors be subject to the payment of debts or obligations of this corporation.

ARTICLE VIII - 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.

ARTICLE IV - INCORPORATOR

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.

<u>Catherine E. Boehm</u>	<u>53 Sterling St. N.,</u>	<u>Maplewood, MN</u>	<u>55119</u>		
Name	Street	City	State	Zip	Signature

Print name and phone number of person to be contacted if there is a question about the filing of these articles.

<u>Catherine E. Boehm</u>	<u>(651)731-8496</u>
Name	Phone Number