

State of Minnesota

3899

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

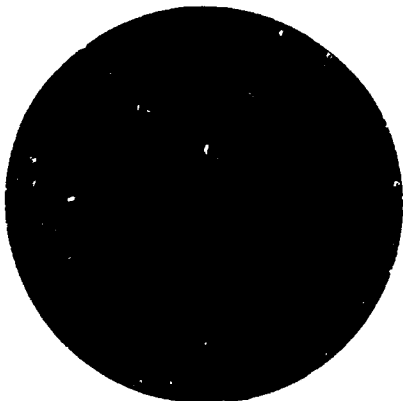
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: MINNESOTA AVIATION HISTORY AND EDUCATION CENTER, INC.

Corporate Charter Number: 1N-285

Chapter Formed Under: 317A

This certificate has been issued on 12/14/1995.



Joan Anderson Grove
Secretary of State.

IN 285

**ARTICLES OF INCORPORATION
OF
MINNESOTA AVIATION HISTORY AND EDUCATION CENTER**

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

**Article I
Name**

The name of the corporation is MINNESOTA AVIATION HISTORY AND EDUCATION CENTER, INC.

**Article II
Registered Address**

The registered address of the corporation is 2555 Elm Drive, White Bear Lake, Minnesota 55110.

**Article III
Incorporators**

The names and addresses of the incorporators of this corporation are:

Raymond J. Rought	16256 Kettle River Boulevard Forest Lake, Minnesota 55025
Judith A. Rice	Route 1, Box 741 Ogilvie, Minnesota 56358
Roger P. Cheatham	2555 Elm Drive White Bear Lake, Minnesota 55110

**Article IV
Purpose**

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be

applicable. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific objectives and purposes of this corporation shall be:

To recognize the role of aviation in social, economical and technical progress of mankind worldwide;

To collect, preserve and display artifacts representative of the contributions made by aviation and to provide an educational forum to pass on the knowledge surrounding these artifacts and future developments in the world of aviation;

To focus on the spectrum of aviation with particular emphasis on the contributions of Minnesota individuals, businesses and organizations;

To be a catalyst for the cooperative participation of all organizations dedicated to aviation toward fulfilling a common goal of preservation and education; and

To work collectively with existing and proposed museums and centers throughout Minnesota to exchange exhibits and artifacts to reach as large a Minnesota audience as possible.

Article V Powers

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes directly or indirectly benefiting this corporation, and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of

1936, as amended, or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the Members, directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

Article VI
Nondiscrimination

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, disability or age.

Article VII
Inurement of Income

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 these Articles.

Article VIII
Duration

The duration of this corporation shall be perpetual.

Article IX
Capital Stock

This corporation shall have no capital stock but shall have Members. The conditions and qualifications for Membership in this corporation shall be as provided for in the Bylaws of this corporation. Members of this corporation shall have no personal liability for corporate obligations.

Article X
Directors

The management of this corporation shall be vested in a Board of Directors elected by the Board of Directors.

The Board of Directors shall initially consist of seven (7) directors. Thereafter the Board of Directors shall consist of the number of directors provided in the Bylaws of this corporation. The initial Board of Directors shall continue in office until the first meeting of the Members and thereafter until his or her successor is elected and qualifies or until he or she is removed from office as provided by law or in the Bylaws of this corporation.

The terms of office of the directors, other than the members of the initial Board of Directors, shall be fixed by the Bylaws of this corporation.

Article XI
Unanimous Written 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 action signed by all of the directors.

Article XII
Amendment

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office, at a meeting for which notice of the meeting and the proposed amendment have been given.

Article XIII
Dissolution

In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 11 day of December, 1995.

Raymond J. Rought
Raymond J. Rought

Judith A. Rice
Judith A. Rice

Roger P. Cheatham
Roger P. Cheatham

Judith A. Meyers
Witness
JUDITH A. MEYERS
NOTARY PUBLIC-MINNESOTA
DAKOTA COUNTY
MY COMMISSION EXPIRES JANUARY 31, 2000

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DEC 14 1995

Jon Andrew Stone
Secretary of State

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

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Only complete the "Amendment of Articles of Incorporation" form if you are making changes to items 2-4 of the "Annual Registration" form (reverse side).
2. Type or print in black ink.
3. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
4. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Minnesota Aviation History and Education Center

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form ____.)

ARTICLE II

*Change of Address only for Secretary of Corporation (Registered Office Address)
7803 20th St SE
Buffalo, MN 55313*

This amendment has been approved pursuant to *Minnesota Statutes chapter 302A or 317A*. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Wayne Blum / Secretary
(Signature of Authorized Person)

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

RETURN TO:

Secretary of State/Records Processing Section
180 State Office Bldg., 100 Constitution Ave.
St. Paul, MN 55155-1299

457455

FOR OFFICE USE ONLY

**STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED**

DEC 08 1997

Jan Anderson
Secretary of State



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IN-285

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ARTICLE II

CHANGE OF ADDRESS ONLY

NEW ADDRESS: MINNESOTA AVIATION HISTORY AND EDUCATION CENTER
~~*P.O. Box 7884*~~
~~*ST. PAUL MN 55107-7884*~~
2405 ERM DR
WHITE BEAR LAKE MN 55110-5577

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48, as if I had signed this amendment under oath.

[Signature]
 (Signature of Authorized Person)

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

RETURN TO:

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180 State Office Bldg., 100 Constitution Ave.
St Paul, MN 55155-1299

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533997

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 22 1998

[Signature]
 Secretary of State