

**ARTICLES OF INCORPORATION**  
**Minnesota Chapter**  
**National Institute of Governmental Purchasing**

Last Amended: September 20, 2002  
Originally Incorporated: January 1, 1997

**ARTICLE I NAME**

Minnesota Chapter National Institute of Governmental Purchasing, Inc. is incorporated as a non-profit corporation under Chapter 317A.

**ARTICLE II ADDRESS**

Registered Office Address and Agent Address is:  
50 Sherburne Ave, Room 112, St. Paul, Minnesota 55076  
Registered Agent is:  
Michael Scanlan  
3812 26 1/2 Ave N  
Robbinsdale, MN 55422-3706

**ARTICLE III SHARES**

Zero (0) shares were assigned as this is a non-profit organization.

**ARTICLE IV INCORPORATION**

Donald H. Olson, 50 Sherburne Ave, Room 112, St. Paul, Minnesota 55155 and Richard L. Florey, 2122 Campus Dr. SE, Rochester, Minnesota 55904 were the originating incorporators who were authorized to execute the Articles of Incorporation by the Minnesota Chapter of National Institute of Governmental Purchasing Board of Directors. The standard SIC code that most accurately describes the nature of the business of this corporation is 86 membership organization.

**ARTICLE V PURPOSES**

The purposes for which this corporation is organized is as follows:

- (a) To promote ethical, efficient, and cost-effective public purchasing policies and practices;
- (b) To provide educational programs, products, and services for public purchasing personnel;
- (c) To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
- (d) To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
- (e) To assist other charitable and educational organizations in the conduct of similar activities; and
- (f) To engage in any and all lawsuit activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have all of the powers granted to nonprofit corporations by Section 317A.161 of the Minnesota Nonprofit Corporations Act;

provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

## **ARTICLE VI MEMBERS**

The corporation shall have members, whose qualifications, rights, and obligations will be as set forth in the Bylaws.

## **ARTICLE VII OTHER PROVISIONS**

- (a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 5 hereof. 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 any political campaign on behalf of or against any candidate for public office.
- (b) Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.
- (d) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively (1) for the corporation's charitable and educational purposes; or (2) to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.