

**ARTICLES OF INCORPORATION  
OF  
THE GUNFLINT TRAIL HISTORICAL SOCIETY**  
(As amended effective February 1, 2006)

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

NAME

The name of this corporation shall be The Gunflint Trail Historical Society.

**ARTICLE II**

CORPORATE PURPOSES

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code. In particular, this corporation is formed for the purpose of collecting, preserving, and disseminating historical knowledge about the Gunflint Trail and its early settlers.

**ARTICLE III**

REGISTERED OFFICE

The registered office of the corporation shall be 201 South Gunflint Lake, Grand Marais, MN 55604.

**ARTICLE IV**

DURATION

The duration of this corporation shall be perpetual.

**ARTICLE V**

INCORPORATORS

The names and addresses of the incorporators are as follows:

Betty Hemstad--4350 Brookside Court, No. 221, Edina, MN 55436  
Susan Kerfoot--201 South Gunflint Lake, Grand Marais, MN 55604  
Kathleen Lande--111 Island Road, Grand Marais, MN 55604  
Barbara Tuttle--37 East Bearskin Road, Grand Marais, MN

**ARTICLE VI**

**MEMBERSHIP**

The conditions, terms, and qualifications for membership in the corporation shall be provided for in the Bylaws.

**ARTICLE VII**

**BOARD OF TRUSTEES**

The management of the corporation shall be vested in a Board of Trustees consisting of members of the corporation. The number of Trustees and their term of office shall be fixed by the Bylaws.

The first Board of Trustees shall consist of the following persons:

Robert Einswieler	Martha Marchino
Betty Hemstad	Susan Prom
Linda Hendrickson	Thomas Schank
Bruce Kerfoot	Frederick Smith
Susan Kerfoot	Barbara Tuttle
Kathleen Lande	Leone Zopff

**ARTICLE VIII**

**OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the membership and shall serve terms as established in the Bylaws, provided that, upon expiration of the President's term of office, the Vice President shall succeed the President in office. Any officer may be removed for cause by the Board. Upon any vacancy the Board may fill such vacancy by a majority vote for the unexpired term of the officer.

**ARTICLE IX**

**RESTRICTIONS AND LIMITATIONS**

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 Article II 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the 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 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. Any such assets not disposed of 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 organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

## ARTICLE X

### PERSONAL LIABILITY

The members, officers, and trustees of the corporation shall have no personal liability for the obligations of the corporation. Pursuant to Minnesota Statutes Section 317A.257, no person who serves without compensation as a member, officer, trustee, or agent of the corporation shall be held civilly liable for an act or omission by that person except as otherwise provided under Minnesota Statutes Section 317A.257, which shall be applicable to the fullest extent, as it now exists or as it may hereafter be amended.

## ARTICLE XI

### CAPITAL STOCK

The corporation shall have no capital stock and shall have no authority to issue shares.

## ARTICLE XII

### AFFILIATION WITH THE MINNESOTA HISTORICAL SOCIETY

The Gunflint Trail Historical Society shall be affiliated with the Minnesota Historical Society under such terms and conditions as are required by the Minnesota Historical Society.

IN WITNESS WHEREOF, the incorporators have subscribed their signatures this 26 day of September, 2005.

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Betty Hemstad

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Kathleen Lande

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Susan Kerfoot

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Barbara Tuttle