

ARTICLES OF INCORPORATION
OF
ELLIOT PARK BUSINESS AND PROFESSIONAL ASSOCIATION

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

ARTICLE I.

The name of this corporation is ELLIOT PARK BUSINESS AND PROFESSIONAL ASSOCIATION.

ARTICLE II.

Its purposes are:

To promote discussion among business and professional persons in the Elliot Park Area (the "Area"), as described in the By-Laws of the Association, for the upgrading and further development of the Area;

To provide a stimulus for the improvement of the Area by promoting comprehensive planning for the implementation of a unified and integrated redevelopment of the Area;

To hold meetings to inform the members of new developments in the Area and to adopt a proposal for the long range redevelopment in the Area;

To employ such agents and employees, including without limitation architects, engineers, analysts, accountants, developers, research, promotional and advertising firms, secretarial and/or administrative personnel as the Board of Directors shall deem helpful, necessary or sufficient to further the purpose of the Association.

To engage in any lawful activities which will enhance the orderly and planned development of the Area; and

To involve itself in general interest activities for the benefit of the Area. In general, to carry on any business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of the State of Minnesota upon non-profit corporations and to do any of the things set forth to the same extent as natural persons could do.

The foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

This corporation does not afford pecuniary gain, incidental or otherwise, to its members.

ARTICLE IV.

The duration of this corporation shall be perpetual.

ARTICLE V.

The registered office of this corporation shall be located at 1625 Park Avenue, in the City of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE VI.

The name and address of each of the incorporators of this corporation are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| C. J. Kabis | 721 South Eighth Street Minneapolis, MN 55404 |
| Jon Thompson | 1215 South Ninth Street Minneapolis, MN 55404 |
| John Mondati | 719 East 16 th Street Minneapolis, MN 55404 |

ARTICLE VII.

The number of Directors constituting the first Board of Directors shall be eight. The names and addresses of the first Directors who shall serve until the first meeting of members, or until their successors are duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| C. J. Kabis | 721 South Eighth Street Minneapolis, MN 55404 |
| Errol K. Kantor | 1625 Park Avenue Minneapolis, MN 55404 |
| John Mondati | 719 East 16 th Street Minneapolis, MN 55404 |
| Virgil Linkert | 900 South Eighth Street Minneapolis, MN 55404 |
| Doris Ames | 825 South Eighth Street Minneapolis, MN 55404 |
| Jon Thompson | 1215 South Ninth Street Minneapolis, MN 55404 |
| Larry Mosow | 1407 Chicago Avenue South Minneapolis, MN 55404 |
| Paul Sherman | 910 Elliot Ave South Minneapolis, MN 55404 |

ARTICLE VIII.

The members of this corporation shall not be personally liable for the obligations of this corporation.

ARTICLE IX.

This corporation shall have no capital stock.

