

**ARTICLES OF INCORPORATION  
OF  
TWIN CITIES PC USERS' GROUP, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of Chapter 317, Minnesota Statutes, known as the Minnesota No-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of this corporation shall be: Twin Cities PC Users' Group, Inc.

**Article II – LOCATION**

The location of the registered office of the corporation in the State of Minnesota shall be Minneapolis, County of Hennepin, State of Minnesota.

**Article III – PURPOSE**

(as amended September 21, 1990)

~~This corporation is organized and shall be operated for the purpose of enhancing the welfare of society, all as contemplated by Section 501(c) of the Internal Revenue Code of 1954, as amended. Within the framework and limitations of the foregoing this corporation is organized and shall be operated exclusively to engage in, advance, support and promote society's awareness, knowledge, acceptance, and utilization of computers generally and specifically through causes and projects to enhance the acceptance and usage of personal computing in Minnesota.~~

This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Article IV – POWERS**

The corporation shall have only those powers afforded to it by the Minnesota Non-Profit Corporation Act, Minnesota Statutes, Chapter 317, and laws amendatory thereto; provided that all activities of the corporation shall be exclusively those of an organization within the contemplation of Section 501(c) of the Internal Revenue Code of 1954, as now enacted or hereinafter amended, and Minnesota Statutes, Section 290.05, as not enacted or hereinafter amended.

**ARTICLE V – PECUNIARY GAIN**

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any

member or individual. This corporation shall not lend any of its assets to any officer, director, or member of his corporation or director, or member of this corporation.

## **ARTICLE VI – POLITICAL ACTIVITY**

This corporation shall not, either directly or indirectly, participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VII – DURATION**

(as amended May 16, 2003)

The period of duration of this corporation shall be ~~twenty (20) years~~ perpetual.

## **ARTICLE VIII – DISSOLUTION**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article VIII, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954, that are described in Section 501(c)(3) and in Sections 509(a)(1) (2) or (3) of the Internal Revenue Code of 1954, and that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1954, all in such proportions as shall be determined (1) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota when in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinafter contained in this Article VIII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

## **ARTICLE IX – DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority and duties of the directors of this corporation, with respect to time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified by the Bylaws of

the corporation.

The names and addresses of the first Board of Directors of this corporation are:

Saunders Miller  
1200 Nicollet Mall, #603  
Minneapolis, MN 55403

Daryl Clark  
16832 Hastings Street  
Ham Lake, MN 55303

Peter LeNeau  
Computer Systems  
106 Glenwood North  
Minneapolis, MN 55403

Roger Biss  
1711 Crystal Avenue  
Arden Hills, MN 55112

Thomas C. D'Acquila  
4344 IDC Center  
Minneapolis, MN 55402

The term of office of each such member of the first Board of Directors shall be until the annual meeting, or until such director's successor shall have been elected or otherwise shall qualify.

## **ARTICLE X- MEMBERSHIP**

10.1) Any person, firm, or entity shall become a member of the Corporation upon payment of annual dues prescribed by the Board of Directors for a class of members. There may be several classes of membership, including non-voting classes of membership, established by the Board of Directors from time to time. Each member of a voting class of membership shall be entitled to one vote.

10.2) The members shall hold an annual meeting for the purposes of electing directors of the Corporation and transaction of such other business as may properly be brought before the meeting. Unless otherwise provided in the bylaws, a minimum of twenty voting members, voting in person or by proxy, shall constitute a quorum for any meeting of members.

## **ARTICLE XI – INCORPORATORS**

The name and post office address of the incorporator of this corporation is as follows:

Thomas C. D'Acquila

344 IDC Center  
Minneapolis, MN 55402

## **ARTICLE XII – PERSONAL LIABILITY**

The officers, directors and members of this corporation shall not be

personally liable to any extent whatsoever for any debts or obligations of this corporation.

### **ARTICLE XIII – CAPITAL STOCK**

This corporation shall have no capital stock.

IN TESTIMONY WHEREOF, the undersigned has hereunto subscribed his name this 13<sup>th</sup> day of May, 1983.

s/Thomas C. D'Acquila  
Thomas C. D'Acquila, Incorporator

STATE OF MINNESOTA )  
                                  ) SS.  
COUNTY OF HENNEPIN )

On this 18<sup>th</sup> day of May, 1983, personally appeared before me, THOMAS C. A'QULA, to me known to be the person named in the above Articles of Incorporation and who executed the same as his free act and deed for the use and purpose therein expressed.

s/Amy E. Firtko  
Notary Public