

Original Articles of Incorporation

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2000

ARTICLES OF INCORPORATION OF AMERICAN ASSOCIATION OF WOODTURNERS, INC.

The undersigned natural person, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be: American Association of Woodturners, Inc.

ARTICLE II

PURPOSE AND POWERS

This corporation is organized and shall be operated exclusively to engage in educational, instructional, and training programs of research and information dissemination within the meaning of Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 (hereinafter referred to as the "IRC"). Within the limitations and framework of the foregoing, this corporation is organized and shall be operated exclusively to the establishment and operation as an educational, charitable and eleemosynary institution.

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No substantial part of the corporation's activities shall be the carrying of propaganda, or otherwise attempting to influence legislation, either through lobbying or through grass roots initiative, except as permitted under the IRC provisions governing Section 501 (c) (3) organization and initiated by filing Form 5768 and any other required forms. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) a political campaign for or against any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501 (c) (3).

The activities and purposes of the corporation shall include, but not be limited or restricted to the following:

- A. To promote the craft and art of woodturning both nationally and internationally, including providing

- consultation, training, technical assistance, publications, video tapes, films, slides, computer programs, and other audio-visual communication channels and to provide services and materials in connection therewith.
- B. To sponsor, survey and research projects and/or to provide scholarships or stipends aimed at enhancing the general understanding of those interested in lathe-turning.
 - C. To gain better measure of the practical, safety related, artistic, and/or physical concomitants of lathe-turned objects and to develop and draw on countrywide experiences of woodturners to help identify and solve problems arising therefrom.
 - D. To conduct public and private discussion groups, forums, panels, lectures, and other programs designed to stimulate and to inform and focus understanding of the corporation's purposed.
 - E. To engage in research in the public interest and a regular search and examination of scientific and other information published in publications, government reports, technical studies, surveys, and other resources and then publishing and otherwise making available to those interested in explanation, analysis, and other interpretations of this material.
 - F. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property necessary for the operation of this corporation.
 - G. To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation, and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account the same.
 - H. To enter into and perform contracts of every sort and description with any person, firm, association, corporation, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.
 - I. To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, possessions, and dependencies of the United States of

America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies, possessions, and dependencies of the of the United States and in foreign countries.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, all such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of IRC Sections 170 (c)(2) and shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under IRC Section 501 (a) as a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, IRC Section 170 (c)(2).

All references in these Articles of Incorporation to a particular IRC Section shall mean and include, as now enacted or as hereafter amended, such section and provision of federal law as is or may hereafter be applicable or cognate to such section.

ARTICLE III

PERSONAL GAIN

This corporation shall not, incidentally or otherwise, afford or pay pecuniary gain, dividends, or otherwise inure to the benefit of any member or individual, 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 herein. This corporation shall not lend any of its assets to any officer, director, or member of this corporation guarantee to any person or guarantee to any person the payment of a loan by any officer, director, or member of this corporation.

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ARTICLE IV

DURATION

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE V

REGISTERED OFFICE

The address of the registered office of this corporation shall be: American Association of Woodturners, Inc., 667 Harriet Avenue, Shoreview, Minnesota 55126.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator, a natural person of the age of majority and resident of the state of Minnesota, is:

Mary Redig
667 Harriet Avenue
Shoreview, Minnesota 55126

ARTICLE VII

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, the 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 in the Bylaws of this corporation.

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

David Ellsworth
Fox Creek
1378 Cobbler Road
Quakertown, PA 18951

Alan Lacer
715 West Symmes
Norman, Oklahoma 73069

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Ernie Conover
18125 Madison Road
Parkman, Ohio 44080

Rus Hurt
Box 116, Flagg River Road
Port Wing, Wisconsin 54865

Dick Gerard
7410 Railway Court
Indianapolis, IN 46256

Rude Oslonik
Box 422
Berea, Kentucky 40403

Bonnie (Klein) Purdy
6514 115th Place, SE
Renton, WA 98056

Palmer Sharpless
192 Durham Road
Newton, PA 18940

The term of office of each member of the first Board of Directors shall be until the annual meeting in the year 1991, or until a director's successor shall have been elected or otherwise qualify.

The members of the Board of Directors of this corporation shall be the only officers of this corporation. Each member of the Board of directors of this corporation automatically shall become and be a member of his corporation concurrently with his or her becoming a member of the Board of Directors, and shall continue to be a member of this corporation for so long as he or she is a member of the Board of Directors, and automatically shall cease to be a member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors. Members of the Board of Directors shall have voting rights only as directors and shall have no voting rights as members.

ARTICLE VIII

LIABILITY AND INDEMNIFICATION

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. A director's personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director is eliminated to the extent permitted by Minnesota law.

The civil liability for an act or omission of a person who serves the corporation without compensation as a director, officer, member or agent is eliminated to the extent permitted by Minnesota law.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

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expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless, and only to the extent that, a court or the court in which such action or suit was brought shall determine in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

In addition to the foregoing, the corporation in any event may indemnify the above-described persons to the fullest extent permitted by Minnesota law and shall indemnify the above described persons to the extent required by Minnesota law.

Notwithstanding the foregoing, persons shall not be entitled to indemnification for any amounts which may be paid or payable to or on behalf of the indemnitee under the terms of any contract of insurance, to matter by whom owed.

ARTICLE IX

CAPITAL STOCK

This corporation shall have no capital stock, either authorized or issued.

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ARTICLE X

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 in connection with such dissolution, and subject always to the further provisions of this Article X, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in one or more purposes described in IRC Sections 170 (c)(2) and 501 (c)(3), that are described in IRC Section 501 (c)(3) and 509 (a)(1), (2), or (3), and that are exempt from federal income taxes under IRC Section 501 (a), and all in such proportions as shall be determined as follows: (1) by the members of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article X, if any assets are then held by 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of August, 1990

Mary Redig
Mary Redig, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 13 1990

Just the same then.

Secretary of State

BS

2011 Articles of Merger

ARTICLES OF MERGER

of AMERICAN ASSOCIATION OF WOODTURNERS, INC.,
a Minnesota nonprofit corporation
into

AMERICAN ASSOCIATION OF WOODTURNERS,
a Minnesota nonprofit corporation

The undersigned, being the President of American Association of Woodturners, Inc., a Minnesota nonprofit corporation, and the President of American Association of Woodturners, a Minnesota nonprofit corporation (together, the "Constituent Corporations"), do hereby state that the following Plan of Merger was duly approved by the Boards of Directors of the Constituent Corporations, and the voting members of American Association of Woodturners, Inc. (American Association of Woodturners currently does not have voting members), pursuant to the provisions of Minnesota Statutes 317A.615:

1. Plan of Merger

THIS PLAN OF MERGER, (the "Plan"), dated as of November 22, 2011, merging American Association of Woodturners, Inc., a Minnesota nonprofit corporation ("AAWINC") into American Association of Woodturners, a Minnesota nonprofit corporation ("AAW")

WHEREAS, The Constituent Corporations are each duly organized and existing under the laws of the State of Minnesota as nonprofit corporations; and

WHEREAS, each of the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of their corporation to merge into a single corporation (the "Merger") pursuant to the provisions of the Minnesota Nonprofit Corporation Act and in accordance with the following terms of this Plan:

ARTICLE I

Effective Date of the Merger

The Effective Date of the Merger shall be the date of filing Articles of Merger with the Office of the Secretary of State of Minnesota, which shall be accomplished as soon as practicable following approval of the merger by the voting membership of AAWINC. Upon the Effective Date, AAWINC shall be merged into AAW and the separate legal existence of AAWINC shall cease.

ARTICLE II

Governing Laws; Surviving Corporation's New Name; Articles of Incorporation and Bylaws

The laws of the State of Minnesota shall govern the interpretation and enforcement of this Agreement and shall govern AAW as the surviving corporation of the Merger.

The Articles of Incorporation and Bylaws of AAW in effect at time of the Merger shall comprise the governing documents of the surviving corporation effective with the Merger.

ARTICLE III

Directors

The directors of AAW at the Effective Date of the Merger shall comprise the Board of Directors of the surviving corporation and shall serve until their respective successors shall have been duly elected and qualified.

ARTICLE IV

Effect of Merger

At the Effective Date of the Merger, AAW shall succeed to, without other transfer, act of deed of any person, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all property, real, personal and mixed, including licenses, tradenames, trademarks and all debts due to any of said Constituent Corporations on whatever account, and all rights belonging to any of said corporations, shall be vested in AAW; and all said property, right, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of AAW as they were of the respective Constituent Corporation the title of any real estate vested by deed or otherwise in any of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities and duties of said Constituent Corporations shall thenceforth attach to AAW and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted in the first instance by AAW. Employees of the Constituent Corporations shall remain employed on the same terms and conditions by the Surviving Corporation as previous to the Merger, and all employee benefit accounts and arrangements shall continue on the same terms and conditions as previous to the Merger.

ARTICLE V

Accounting Matters

The assets and liabilities of the Constituent Corporations at the Effective Date of the Merger, shall be taken up on the books of AAW at the amounts at which they were carried at that time on the books of the Constituent Corporations.

ARTICLE VI

Adoption by Board of Directors: Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Board of Directors of the Constituent Corporations, and subject to the conditions contained in this Agreement, the Articles of Merger setting forth this Plan of Merger shall be filed with the Secretary of State of Minnesota, as provided in the Minnesota Nonprofit Corporation Act. The officers of AAW are authorized to amend the Articles of Merger to include any additional information as may be required by the Secretary of State of the State of Minnesota.

2. Attorney General Notice.

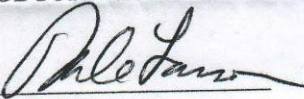
No notice to the Attorney General of Minnesota of this merger is required, pursuant to Minn.Stat. Section 317A.811, subd. 6.

**AMERICAN ASSOCIATION OF
WOODTURNERS, INC.**

By: 
Dale Larson

Its: President

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