

L-4777

July 26 1960

ARTICLES OF INCORPORATION OF  
COMPAS, INC.

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We the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

I.

The name of this corporation shall be COMPAS, Inc.

II.

This corporation is organized exclusively for charitable, literary, educational and scientific purposes as defined under §501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) and the regulations thereto.

III.

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its officers or directors.

IV.

The period of duration of corporate existence shall be perpetual.

V.

The location of the registered office of this corporation in the State of Minnesota is 30 East Tenth Street, Saint Paul.

VI.

The name and address of each incorporator of this corporation is

Mrs. Sarah Boss  
903 Fairmount Avenue  
St. Paul, Minnesota 55105

Mr. Andrew Boss  
1510 Edgcombe Road  
St. Paul, Minnesota 55116

Mr. Richard H. Murray  
175 Woodlawn Avenue  
St. Paul, Minnesota 55105

VII.

The first board of directors of this corporation shall consist of nine persons. The names and address together with the date of expiration of the term of office of each such director is as follows, provided, however, that each director shall continue in office until his or her successor is duly elected and qualified:

<u>Name &amp; Address</u>	<u>Term Expires</u>
Mr. Ernest Greene Hallie Q. Brown Community Center 270 N. Kent St. Paul, Minnesota 55102	June 30, 1977
Mr. Reynolds W. Guyer Winsor Concepts 939 Grand Avenue St. Paul, Minnesota 55105	June 30, 1977
Mr. Tom Kelly Community Services - City of St. Paul City Hall. St. Paul, Minnesota 55102	June 30, 1977

Ms. Gerry Kosberg  
Humanities Department  
St. Paul Public Schools  
360 Colborne  
St. Paul, Minnesota 55102

June 30, 1975

Mr. Larry Mazitello  
Capitol Community Services  
1060 Park Street  
St. Paul, Minnesota 55117

June 30, 1975

Mrs. Norman B. Mears  
Council Board  
1170 Dodd Road  
St. Paul, Minnesota 55118

June 30, 1976

Ms. Mary Ann Murphy  
St. Paul City Planning  
433 Wabasha  
St. Paul, Minnesota 55102

June 30, 1976

Mrs. Sarah Ross  
Council Board  
903 Fairmount  
St. Paul, Minnesota 55105

June 30, 1976

Mr. Dick Wahnson  
Smith Park Gallery - Box 67  
Marine on the St. Croix, Minn. 55047

June 30, 1975

VIII.

There shall be no personal liability of officers or directors for corporate obligations.

IX.

This corporation shall have no capital stock.

X.

In the event of the dissolution of this corporation, any property or assets held by the corporation, after discharging all liabilities and obligations as required by law, shall be distributed to the

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St. Paul Council of Arts and Sciences to be used as said council deems appropriate in furtherance of the purposes for which this corporation is created; provided that the St. Paul Council of Arts and Sciences is then qualified as an exempt corporation under the Internal Revenue Code of 1954 in the manner now specified by §501(c)3 thereof (or under the corresponding provisions of any future United States Internal Revenue law). In the event that the St. Paul Council of Arts and Sciences does not so qualify, distribution shall be made for one or more exempt purposes specified in §501(c)3 or to a local, state or federal government for public purposes.

IN WITNESS WHEREOF We have hereunto subscribed our names this 8<sup>th</sup> day of February, 1974.

*Richard J. Murray*  
Richard J. Murray

*Andrew Boss*  
Andrew Boss

*Sarah Ross*  
Sarah Ross

IN PRESENCE OF:

*Virginia M. Waack*  
*Joseph J. Finamore*

*J-44* 961

STATE OF MINNESOTA )  
COUNTY OF KANBEY )

On this 8th day of February, 1974, before me, a Notary within  
and for <sup>W. Va.</sup> county and state, personally appeared Sarah Ross,  
Andrew Boss and Richard H. Murray, to me personally known, who  
being each by me duly sworn did say that they are the incorporators  
of COMPAS, INC., the corporation named in the foregoing instrument,  
and that said instrument was signed and sealed in behalf of said  
corporation by authority of its Board of Directors, and said Sarah  
Ross, Andrew Boss and Richard H. Murray acknowledged said instru-  
ment to be the free act and deed of said corporation.

Virginia M. Mack DAKOTA

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VIRGINIA M. MACK  
NOTARY PUBLIC - MINNESOTA  
DAKOTA COUNTY  
S. CAROLINE, MINN. 55009  
\*\*\*\*\*

1979

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I her by study that the within  
instrument was filed for record in this  
office on the 12 day of Feb  
A. D. 1974 at St. Paul, Minn.  
and was acknowledged to be the  
of late Virginia M. Mack  
Virginia M. Mack  
Secretary of State

APPROVED & FILED  
FEB 12 1974  
KANE COUNTY

COMPAS, INC.

ARTICLES OF AMENDMENT

The undersigned, respectively the president and the secretary of COMPAS, INC., a corporation organized under and subject to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317, DO HEREBY CERTIFY that the following resolutions were adopted effective as of June \_\_\_\_, 1987, by the unanimous written action of the members of the corporation, consisting of the same persons that constitute the Board of Directors.

RESOLVED that Article IV of the corporation's Articles of Incorporation is amended to read as follows:

"IV

The location of the registered office of this corporation in the State of Minnesota is 75 West Fifth Street, Saint Paul."

RESOLVED that an ARTICLE XI is hereby added to the corporation's Articles of Incorporation to read in its entirety as follows:

"XI

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

RESOLVED FURTHER that an ARTICLE XII is hereby added to the corporation's Articles of Incorporation to read in its entirety as follows:

"XII

Any action that the Board of Directors could take at a meeting may be taken without a meeting by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors."

IN WITNESS WHEREOF, the undersigned hereunto have set their hands this \_\_\_\_ day of June, 1987.

Emily Anne Staples  
President

Finette Magnuson  
Secretary

STATE OF MINNESOTA )  
                          : ss.  
COUNTY OF RAMSEY )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 1987, by Emily Anne Staples, President of COMPAS, INC., a Minnesota nonprofit corporation.

\_\_\_\_\_  
Notary Public

STATE OF MINNESOTA )  
                          : ss.  
COUNTY OF RAMSEY )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of June, 1987, by Finette Magnuson, Secretary of COMPAS, INC., a Minnesota nonprofit corporation.

\_\_\_\_\_  
Notary Public