

# **ARTICLES OF INCORPORATION OF THE TWIN CITY DX ASSOCIATION**

The undersigned, of full age, for the purpose of forming a corporation pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby set forth the following Articles of Incorporation:

## **ARTICLE I.**

The name of this Corporation is the **Twin City DX Association**.

## **ARTICLE II.**

This Corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, including the advancement of Amateur Radio science. The objectives of this Corporation shall include, but shall not be limited to, the following:

1. To encourage research and education in long distance (DX) and international radio communications and contesting,
2. To encourage and foster interest and education in radio wave propagation,
3. To bring together and foster goodwill among radio amateurs interested in DX operating and DX contesting in Minnesota and elsewhere,
4. To foster and encourage the exchange of knowledge, methods and ideas beneficial to the improvement of the radio art and skill in DX operating and DX contesting,
5. To solicit funds and to accept gifts and contributions; to put to productive use all of the funds and property which this Corporation may own at any time; and to use and distribute income and property exclusively for the purposes set forth in this Article II,
6. To make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue code, as amended from time to time, and,
7. To do any and all things and exercise any and all powers, rights and privileges for which a corporation may now or hereafter be organized under the Minnesota Nonprofit Corporation Act, as amended from time to time.

None of the provisions of this Article II shall be construed to permit this Corporation to carry on any business, or hereafter to exercise any power, or to do any act, which a corporation now or hereafter organized under the Minnesota Nonprofit Corporation Act may not at any time carry on, exercise or do; nor shall this Corporation carry on any business or exercise any power in any state, territory, or country which under the laws thereof this Corporation may not lawfully carry on or exercise.

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not have the power, and shall not be authorized, to devote any substantial part of the activities of this Corporation to the carrying on of propaganda or otherwise attempting to influence legislation, or to 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 in these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended from time to time.

### **ARTICLE III.**

This Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

No part of the earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

### **ARTICLE IV.**

The duration of existence of this Corporation shall be perpetual.

## **ARTICLE V.**

The location of the registered office of this Corporation in the State of Minnesota shall be at:

**55 East Fifth Street  
Suite 1100  
St. Paul, MN 55101**

## **ARTICLE VI.**

The name and address of the incorporator of this Corporation is:

**John B. Bellows, Jr.  
55 East Fifth Street  
Suite 1100  
St. Paul, MN 55101**

## **ARTICLE VII.**

Membership in the Twin City DX Association (TCDXA) shall be open to anyone possessing a valid amateur radio operator license who agrees to abide by the Articles of Incorporation and Bylaws of the TCDXA. The members of this Corporation shall not be subject to any extent whatsoever to personal liability for the obligations of this Corporation.

## **ARTICLE VIII.**

This Corporation shall have no capital stock.

## **ARTICLE IX.**

All of this Corporation's property and all of its net earnings shall be distributed, used, and applied at the discretion of its Board of Directors in such amount and at such times as its Board of Directors may determine for the purposes for which this Corporation was created; provided, however, that no part of the net earnings of this corporation shall inure to the benefit of any member, director, or individual.

## **ARTICLE X.**

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county In which the principal office of this 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 purposes.

## **ARTICLE XI.**

The Articles of Incorporation may be amended by the affirmative vote of two thirds of the members present at a meeting at which a quorum is present, provided that notice of the proposed amendment shall have been mailed to each of the voting members at least sixty days prior to the meeting at which the amendment is proposed to be adopted.

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