

17-352

**ARTICLES OF INCORPORATION  
OF  
NEW CENTURY CHARTER SCHOOL**

I, the undersigned, being of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby adopt the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this Corporation shall be New Century Charter School. *mc*

**ARTICLE II  
Registered Office**

The registered office of this Corporation shall be 840 Century Avenue SW, ✓  
Hutchinson, MN 55350.

**ARTICLE III  
Purposes and Powers**

1. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code") and in particular to operate a charter school formed and operated pursuant to Section 124D.10 of the Minnesota Education Code.

2. The Corporation may receive gifts, devises, and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and laws amendatory thereof and supplementary thereto.

3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

4. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in

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(including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. Notwithstanding any provision herein, if at any time the Corporation is determined to be a private foundation or a private operating foundation as defined in Sections 509 or 4942 of the Code, then the following provisions shall apply:

- a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- b. The Corporation shall not retain any excess business holdings as defined in Section 4941(d) of the Code.
- c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- d. The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.
- e. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV Incorporator**

The name and address of the incorporator of this Corporation is Kimberly A. Lowe, Plaza VII, Suite 3300, 45 South Seventh Street, Minneapolis, MN 55402-1609. ✓

#### **ARTICLE V Duration**

The duration of existence of the Corporation shall be perpetual. ✓

#### **ARTICLE VI No Capital Stock**

The Corporation shall not have capital stock.

**ARTICLE VII**  
**Members**

The Corporation shall have a single class of members who shall be subject to the terms and conditions of and the qualifications for membership set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**Board of Directors**

1. The general management of the Corporation shall be vested in a Board of Directors that shall be elected by the members in accordance with the By-Laws of the Corporation. The first Board of Directors shall consist of at least five (5) members. The number, qualifications, term of office, method of election, powers, authorities, and duties of the directors, 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 By-Laws of the Corporation.

2. Unless otherwise in conflict with applicable laws, any action required or permitted to be taken at a meeting of the Board of Directors 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 of Directors at which all directors were present; provided that when action is taken by less than all directors, all directors must be notified immediately of its text and effective date. The written action shall be effective when signed by the required number of the directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

3. The first Board of Directors shall consist of the following persons who reside at the indicated addresses:

<u>Name</u>	<u>Address</u>
David Conrad	1110 Lewis Avenue, SW, Hutchinson, MN 55350
Diane Hard	22023 Walden Avenue, Hutchinson, MN 55350
David Radloff	16663 - 673rd Avenue, Hutchinson, MN 55350
Sherry Ristau	710 Lakewood Drive, SW, Hutchinson, MN 55350
Gina Smith	1330 Delaware Street, SW, Hutchinson, MN 55350

This first Board of Directors shall serve until such time as the members elect directors in accordance with the By-Laws of the Corporation.

**ARTICLE IX**  
**No Personal Liability**

No incorporator, member, officer or director of this Corporation shall have any personal liability for corporate obligations.

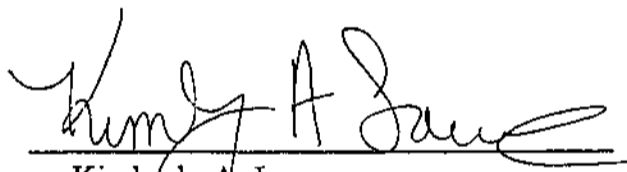
**ARTICLE X**  
**Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, religious, or educational 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 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the courts of the State of Minnesota, exclusively for such purposes or to such organization or organizations, as said court shall determine.

**ARTICLE XI**  
**Amendment to Articles**

These Articles of Incorporation may be amended from time to time in accordance with Minnesota law.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 29th day of March 2002.

  
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Kimberly A. Lowe  
Attorney at Law

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAR 29 2002

  
Secretary of State