

**ARTICLES OF INCORPORATION
OF THE WINONA OUTDOOR COLLABORATIVE**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation pursuant to Chapter 317A.

ARTICLE I — NAME

The name of this corporation shall be the Winona Outdoor Collaborative.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at 366 East 3rd Street, Winona, Minnesota 55987.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to create a safe space for all people to explore and grow a passion for outdoor recreation. Through outings and workshops, partnerships and events, the Winona Outdoor Collaborative aims to limit barriers to participation in outdoor recreation and create an inclusive, welcoming, non-competitive space for people to connect and thrive in.

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V — MEMBERSHIP

This corporation shall offer memberships to any individuals who purchase an annual membership. Membership in the Winona Outdoor Collaborative provides members with access to reduced rates, special events, and rental of outdoor equipment. A more comprehensive set of membership information shall be provided to each individual upon gaining membership.

ARTICLE V – BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is five; their names and addresses are as follows:

Taylor Olson
216 Grand Street
Winona, MN 55987
3204 Park Ave.
Minneapolis, MN 55407

Kayleen Berwick
5590 W 9th Street, Apt. 304
Goodview, MN 55987

Trisha Karr
2187 Clinton Drive
Winona, MN 55987

Amanda (Mandy) Hansel
6420 Woodland Blvd.
Minnesota City, MN 55959

Olivia Tarlton
253 ½ E 3rd Street, Apt. 6
Winona, MN 55987

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII - INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 17th day of August, 2020.



Alexa Shapiro, Incorporator

366 E 3rd St, Winona, Minnesota 55987

Address, City, State, ZIP



Sydney Bockelman, Incorporator

366 E 3rd St, Winona, Minnesota 55987

Address, City, State, ZIP