

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MINNESOTA COUNCIL FOR THE SOCIAL STUDIES**

The undersigned, for the purpose of amending and restating in their entirety the Articles of Incorporation of the Minnesota Council for the Social Studies, a corporation under Chapter 317A, Minnesota Statutes, 1990 as amended, known as the Minnesota Nonprofit Corporation Act, do hereby adopt, sign and acknowledge these amended and restated Articles of Incorporation, which shall supersede the original articles and all amendments to the original articles.

ARTICLE I – NAME

The name of this corporation shall be Minnesota Council for the Social Studies.

ARTICLE II – REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located is 155 Collen Street, Wyoming, MN 55092.

ARTICLE III – PURPOSE

This corporation is organized exclusively for charitable, religious, 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 shall be: To promote the teaching of social studies; to encourage research, experimentation, and investigation; to facilitate professional discussions and programs; to sponsor the publication of desirable articles, reports, and surveys; and to integrate and support the efforts of all those who have similar purposes.

ARTICLE IV – EXEMPTION REQUIREMENTS

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

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.

No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislative, 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.

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

Membership shall be open to all interested persons.

Annual membership dues shall be determined by the Board of Directors.

There shall be at least one meeting annually of the general membership to be held as determined by the Board of Directors.

General members will receive notice of the annual meeting and elections a minimum of two weeks before the meeting.

ARTICLE VI - 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 Board of Directors shall meet twice yearly.

The names and addresses of the Board of Directors, who have duly adopted these amended and restated Articles of Incorporation, are as follows:

Rochelle Arellano
748 7th St. N.
Sartell, MN 56377

Jennifer Bloom
2395 University Avenue West, Suite 220
St. Paul, MN 55114

Lanise Block
1250 Broadway
Minneapolis MN 55411

Mark Bray
17185 Valley View Road
Eden Prairie, MN 55346

Jessica Ellison
154 Wildwood Ave.
Birchwood MN 55110

Diane Munson
7124 Ballard Tr
Inver Grove Heights MN 55077

Jen Hansen
1050 22nd Street N.E.
Owatonna, Minnesota 55060

Scott Noet
500 15th St. NE
Owatonna, MN 55060

Alex Hoselton
4312 16TH Ave S
Minneapolis MN 55407

Emma Ryan
1013 Hilloway Circle
Burnsville MN 55306

Nancy Krenner
3311 Commonwealth Ave.
Woodbury, MN 55125

Brian Traxler
10523 Maryland Road
Bloomington MN 55438

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 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 – INCORPORATION

In witness whereof, we, the undersigned, have hereunto signed our names this _____ day of _____, 2013.

RESOLUTION AMENDING AND RESTATING
ARTICLES OF INCORPORATION

BE IT RESOLVED THAT $\frac{2}{3}$ of a quorum of the Minnesota Council for the Social Studies, having been duly notified of the intent of the Corporation to consider a proposal to amend and restate its Articles of Incorporation at the regular meeting of the Corporation on March 11, 2013, approve the changes in the Articles of Incorporation in the form as attached to this resolution.

Date of Approval: _____

Secretary: _____

Nancy Krenner