

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TWIN CITY UNICYCLE CLUB OF MINNESOTA, INC.**

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, Twin City Unicycle Club of Minnesota, Inc. has adopted certain amendments to its Articles of Incorporation. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of Twin City Unicycle Club of Minnesota, Inc.

ARTICLE I - NAME

The name of the corporation shall be Twin City Unicycle Club of Minnesota, Inc.

ARTICLE II - REGISTERED OFFICE ADDRESS

The principal address of the corporation shall be 1318 45th Avenue NE, Minneapolis, Minnesota, 55421.

ARTICLE III - PURPOSE

The charitable, educational, and recreational purposes for which the corporation is organized are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, including but not limited to:

- To foster social and athletic interest and promote the healthy, wholesome sport of unicycling among youth and adults in the area;
- To provide instruction in the sport of unicycling;
- To sponsor special events such as unicycle conventions; and
- To give public performances of unicycling.

ARTICLE IV - EXEMPTION REQUIREMENTS

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

1. This corporation is not organized for profit, and no part of the net 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 may make payments of reasonable compensation for services rendered to the corporation at the request of the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.
2. The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code.
3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE V - MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have members. The eligibility, rights and obligations of the members will be determined by the corporation's Bylaws.

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.

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 - AMENDMENTS

These Articles of Incorporation and the Bylaws of the corporation may be amended as set forth in the Bylaws.

ARTICLE VIII - DISSOLUTION

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

Upon the dissolution of the corporation, after payment of or making provisions for all costs and expenses of dissolution and all liabilities and obligations of this corporation, the remaining assets of this corporation will be distributed as determined by the board of directors, provided, however, that the assets will only be distributed to a unit or instrumentality of government or organizations organized and operated exclusively for one or more of the purposes described in Section 501(c)(3) and/or Section 501(c)(4) of the Internal Revenue Code, as now enacted or hereafter amended, all in such proportion as determined by the board of directors of the corporation.

IN WITNESS WHEREOF, we have executed the foregoing Amended and Restated Articles of Incorporation on behalf of the corporation this 6th day of November, 2016, and certify that the Amended and Restated Articles of Incorporation were adopted by the required vote of the Members with voting rights in accordance with the Bylaws of said corporation.

Michael G. Schatz
President and Chair, Board of Directors

Mary J. Koehler
Secretary/Director

