

To Whom It May Concern:

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Office of the Minnesota Secretary of State  
Business Services Division

State of Minnesota)  
County of Hennepin)

On this 14th day of October, 1907, personally came before me, William Y. Smith and Emma E. Beard, to me each personally known to be the same persons described in the foregoing certificate, and being duly sworn on their oath said that they are the President and Secretary, respectively, of the Minneapolis Society of Fine Arts, the foregoing and within noted corporation, that all the matters and things therein set forth in the foregoing certificate are true to the knowledge of each of them, and each acknowledged the same to be their free act and deed, and as the free act and deed of said corporation.

Frank C. Snyder, Notary Public,  
Hennepin County, Minn.  
My commission expires Sept. 25th, 1914.

(NOTARIAL SEAL)

Filed For record in this office October 15, A. M. 1907 at 9 o'clock A. M.

JULIUS A. SCHMIDT, Secretary of State.

ARTICLES OF INCORPORATION OF

"THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS."

We, the undersigned, do hereby associate ourselves together, for the purpose of forming a corporation under and pursuant to provisions of Sections 5192 to 5197, inclusive, of the Revised Laws of the State of Minnesota of 1905, and all acts amendatory thereof, and to that end do hereby sign, agree to and adopt the following articles of incorporation:-

Article I.

The name of this corporation shall be "The Orchestral Association of Minneapolis." The general purpose of this corporation is the advancement of the knowledge and love of music, the education of musical taste, and the providing through concerts, recitals and other means, the opportunities to hear, enjoy and understand the best music.

The general plan of operation of said corporation shall be to give at stated times concerts, lectures and other entertainments, or courses of instruction agreeable to the general purpose of said corporation; and while a charge may be made for said, it is the object of this corporation to fix such charge at such price only as shall pay the expense connected therewith, it being the intent of this corporation that it shall not be organized or exist for pecuniary profit.

The location of this corporation shall be the City of Minneapolis, County of Hennepin, and State of Minnesota.

Article II.

Any person may become a member of this corporation by paying or obligating himself to pay to the corporation the sum of One Hundred (\$100.) Dollars per annum for any one or more years.

At all annual meetings each member of this corporation, not in arrears for any payments due the corporation, shall be entitled to one vote in person or by proxy for each full One Hundred (\$100.) Dollars so paid or obligated to be paid by him in that year. Membership shall be terminated by failure to pay the annual amount so agreed to, or by such member in any one year.

Article III.

There shall be no capital stock of this corporation.

Article IV.

The government of this corporation and the management of its affairs shall be vested in a board of fifteen directors, and a president, a vice-president, secretary and treasurer; and such other officers and agents as said board of directors may from time to time appoint. The secretary and treasurer may be one and the same person.

The said board of directors shall be elected annually by the members of said corporation from their own number at an annual meeting of such members to be held in the City of Minneapolis, Minnesota, or such other place as the board of directors may direct, on the first Tuesday of April in each year, commencing in the year 1908.

Said board of directors shall elect said president, vice-president, secretary and treasurer above named each year at an annual meeting of said board to be held immediately following said annual members' meeting in each year, and said officers named shall be chosen from the directors or from the members of said corporation; said directors and said officers named shall hold office for the term of one year and until their successors are elected and qualify, and said board of directors shall have the power to fill vacancies in said board or in said other offices during said year, and may establish, maintain and amend rules and by-laws for the further government of this corporation. The names of the persons forming the first board of directors are:

Frank H. Bennett, Edwin J. Burton, Albert L. Carpenter, Charles N. Chadbourn, George C. Christiansen, Harvey C. Clarke, William H. Dunswoody, Frederick Payson, Edward C. Hale, William J. Harris, Thomas H. Jarney, Edmund J. Phelps, Charles G. Pillsbury, Eugene S. Stevens, Frederick B. Wells, all residing in the City of Minneapolis, Minnesota, who shall serve until the first annual meeting of said corporation, and until their successors are elected and qualify, and until their successors are elected and qualify, the following persons shall be the officers of said corporation, Albert L. Carpenter, President, Edmund J. Phelps, Vice President; Charles N. Chadbourn, Secretary and Treasurer.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this Eleventh day of September, 1907.

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Executed in presence of  
Ed. Oierhoffer  
S. B. Andrews  
as witnesses.

Albert L. Carpenter  
Hazen J. Burton  
Edward C. Cole  
Frederick B. Wells  
Charles S. Pillsbury  
George C. Christian  
Edmund J. Phelps  
Charles N. Gushoborn

Frederick Payran  
Thomas B. Janney  
Eugene M. Stevens  
William L. Harris  
Merrill N. Bennett  
Wm. H. Dunwoody  
Hovey C. Clarke

State of Minnesota,  
County of Hennepin.

Personally came before me on this 8th day of September, A. D. 1907, Russell N. Bennett, Hazen J. Burton, Albert L. Carpenter, Charles N. Gushoborn, George C. Christian, Hovey C. Clarke, William H. Dunwoody, Frederick Payran, Edward C. Cole, William L. Harris, Thomas B. Janney, Edmund J. Phelps, Charles S. Pillsbury, Eugene M. Stevens, and Frederick B. Wells, to me personally known to be the same persons described in and who executed the foregoing articles of incorporation, and each duly acknowledged that he executed the same as his free act and deed.

Samuel B. Andrews, Notary Public,  
Hennepin County, Minnesota.  
My commission expires Sept. 9th, 1909.

MINN. STAT. SEC. 1

Filed for record in this office October 16, A. D. 1907 at 9 o'clock A.

JULIUS A. SOHRAB, Secretary of State.

ARTICLES OF INCORPORATION OF MINNESOTA IMPROVEMENT COMPANY.

We, whose names are hereunto subscribed, do hereby associate ourselves for incorporation under the laws of the State of Minnesota, and do hereby adopt and sign the following articles of incorporation:

ARTICLE I.

The name of this corporation shall be Minnesota Improvement Company.  
The general nature of its business shall be buying, owning, holding, possessing, selling and dealing in lands and real estate of every description, as well as in tenements, hereditaments, real, personal and mixed estate and property; the building upon, cultivating and improving lands; the leasing, letting, devising, charging, mortgaging or otherwise encumbering lands, tenements and hereditaments, real, personal and mixed property, the raising, holding, feeding, buying, selling, and dealing in live stock of every description; the buying, selling, holding and dealing in personal property of all kinds, classes and description, inclusive of bonds, stocks, mortgages, notes and other evidences of indebtedness.

The principal place of business of this corporation shall be Saint Paul, Ramsey County, Minnesota.

ARTICLE II.

Said corporation shall commence on the 25th day of October, 1907, and continue for a period of twenty-five years.

ARTICLE III.

The names and places of residence of the persons forming this association for incorporation are:

Edward C. Stringer,	St. Paul, Minnesota.
Edward S. Stringer,	St. Paul, Minnesota.
Elmer E. McCrex,	Messel, Minnesota.
Samuel F. Donaldson,	Paribault, Minnesota.
Cassius W. Buck,	Paribault, Minnesota.

ARTICLE IV.

The government of said corporation and the management of its affairs shall be vested in a board of five (5) directors, who shall be elected at the annual meeting of the corporation held at the office of said corporation in the City of St. Paul, Minnesota, on the first Monday of October, 1908, and annually thereafter.

The names and addresses of the first board of directors, who shall hold their office until the first annual meeting of the corporation, and until their successors are elected and qualified are:

Edward C. Stringer,	St. Paul, Minnesota,
Edward S. Stringer,	St. Paul, Minnesota,
Elmer E. McCrex,	Messel, Minnesota,
Samuel F. Donaldson,	Paribault, Minnesota,
Cassius W. Buck,	Paribault, Minnesota,

ARTICLE V.

State of Minnesota,  
County of Hennepin, ss.

On this 10th day of September 1914 before me a Notary Public within and for said county and state, personally appeared John C. Carlson and Victor L. Johnson, to me personally known and who being by me first duly sworn, did each for himself say that he is the President and Secretary respectively of Trap Rock Company, a Minnesota corporation; that he has read the foregoing certificate and that the seal affixed to said certificate is the corporate seal of said corporation and that said instrument was executed in behalf of said corporation by authority of a unanimous vote of all the shares of stock represented at a special meeting of the stockholders of said corporation duly held on the 10th day of September, 1914; that at said special meeting, a majority of all shares of stock of said company was represented in person or by proxy; that said John C. Carlson and Victor L. Johnson acknowledged said instrument to be the free act and deed of said corporation and to be their free act and deed.

Alfred F. Stolberg,  
Notary Public, Chicago County, Minnesota.  
My commission expires May 29, 1916.

Filed for record in this office on the 11th day of September, A.D. 1914, at 9 o'clock A.M.  
Julius A. Schmidt, Secretary of State.

Articles of Amendment to the Articles of Incorporation of "The  
Orchestra Association of Minneapolis."

We, the undersigned, Elbert E. Bergstrom, as President, and Charles W. Christensen, as Secretary, of the Orchestra Association of Minneapolis, a corporation duly organized under the existing laws and by virtue of the laws of the State of Minnesota with paid up capital stock and not for pecuniary profit, do hereby certify that at a special meeting of the trustees or directors of said corporation duly and lawfully called and held on the 10th day of August, 1914, in the City of Minneapolis, Minnesota, a quorum being present, Article IV of the Articles of Incorporation of said corporation, or so much thereof as is herein provided, in and to the said article read to the words "the secretary and treasurer may be one and the same person" relating to the Board of Trustees or Directors, and in order to give effect to Section 614, Section 1, Laws of Minnesota for the year 1914, that amended by the following resolution duly adopted by the Board of Trustees of all the Directors:

Resolved, that so much of Article IV pertaining to the Board of Directors of this corporation from the term "the secretary and treasurer may be one and the same person" be and the same is hereby amended to read as follows, to-wit:

Article IV.

The management of this corporation and the conduct of its affairs shall be vested in a Board of Trustees (BOD) consisting of a President, Vice-President, Secretary and Treasurer, and such other officers and agents as said Board of Trustees may from time to time appoint.

The said Board of Trustees, to have permanent seat for named and their successors, this corporation, within the corporate seal, in the 10th day of August, 1914.

Elbert E. Bergstrom, (S) President  
Charles W. Christensen, (S) Secretary

State of Minnesota,  
County of Hennepin, ss.

Personally came before me this 11th day of September, 1914, Elbert E. Bergstrom and Charles W. Christensen, to me personally known and who being by me first duly sworn, did each for himself say that he is the President and Secretary respectively of the Orchestra Association of Minneapolis, a corporation duly organized under the existing laws and by virtue of the laws of the State of Minnesota with paid up capital stock and not for pecuniary profit, and that they are the trustees or directors of said corporation; that said Elbert E. Bergstrom and Charles W. Christensen acknowledged said instrument to be the free act and deed of said corporation and to be their free act and deed.

Alfred F. Stolberg,  
Notary Public, Hennepin County, Minnesota.  
My commission expires Aug. 7, 1916.

Filed for record in this office on the 11th day of September, A.D. 1914, at 9 o'clock A.M.  
Julius A. Schmidt, Secretary of State.

We, the undersigned, for the purpose of forming a corporation under and subject to the provisions of Chapter 59, General Statutes 1913, of Minnesota, and amendments thereto, do hereby adopt, subscribe and acknowledge the following Certificate of Incorporation:

1. The name of this corporation shall be "Sunset-Lake Company."  
The general nature of the business of said corporation shall be to buy, sell, handle and deal in, for itself, on agent for others for commission, upon commission and otherwise, within the state of Minnesota and elsewhere, all kinds of grain, seeds and other farm products; to acquire, and to do, a general

business in executing and marketing any and all kinds of grains, seeds and other farm products in any and all foreign countries, either for itself, or agent for others for compensation, upon commission, and otherwise; to purchase, own, sell, lease and operate any and all steamships and other vessels, and any interest in any steamship or other vessel, upon the Great Lakes, and upon any ocean and other waters; to construct, acquire, own, sell and operate grain elevators and warehouses, in Minnesota and elsewhere; to acquire, own, sell and deal in shares of stock, bonds, notes, contracts, evidence or indebtedness, and other securities of any corporation, public or private, domestic or foreign; to acquire, own, sell, assign, transfer, lease, let, mortgage, pledge, improve and deal in real and personal property, in Minnesota and elsewhere; to make such contracts of every kind, with any person or corporation, and to make, issue, accept, endorse and discount such notes, bills, bonds, certificates and other negotiable or transferable securities and instruments, with or with it collateral or other security, and to do such other things as the directors of the corporation may deem to be necessary, advisable or convenient for the conduct of the business of the corporation.

The principal office and place of transacting the business of this corporation shall be in the city of Duluth, County of St. Louis, State of Minnesota.

The time of commencement of this corporation shall be September 1st, 1914, and the period of its continuance shall be thirty (30) years thereafter.

The names and places of residence of the persons forming this corporation are: Harry Ames, F. H. Ginder, and Arthur P. Barnes, all of whom reside in Duluth, Minnesota.

The management of this corporation, and the management of all of its affairs shall be vested in a board of five (5) directors, who shall be stockholders of said corporation and who shall be elected annually at the stockholders' annual meeting. There shall also be the following officers, who shall have such powers, and who shall perform such duties, as may be prescribed by the by-laws, and who shall be elected annually at the first meeting of said Board of Directors, immediately following the annual meeting of the stockholders: a President, a vice-president, a secretary and a treasurer; any two of said officers, except those of President and vice-president, may be held by one person at the same time. The by-laws now provided for such other officers and agents, with such powers and duties, as may be deemed necessary.

The annual meeting of the stockholders shall be held at the offices of the company, in Duluth, Minnesota, on the second Tuesday in January of each year, at 10 o'clock P. M.

The names and addresses of the first Board of Directors of said corporation are as follows: Julius E. Barnes, and Harry Ames, F. H. Ginder, and Arthur P. Barnes, all of whom reside in Duluth, Minnesota.

The first officers of said corporation shall be: Julius E. Barnes, President and Treasurer; Harry Ames, Vice-President; F. H. Ginder, Secretary.

All of the above named directors and officers shall hold their respective offices until the next annual meeting of the stockholders of said corporation, and until their respective successors shall have been elected and qualified.

The amount of the capital stock of said corporation shall be one million (\$1,000,000) dollars, which shall be divided into ten thousand (10,000) shares of the par value of one hundred (\$100) dollars each; which capital stock shall be issued in cash, or in cash or for other valuable property, contracts or services, at such times, in such manner, and in such amounts, as the Board of Directors shall determine.

The indebtedness of indebtedness or liability to which this corporation at any time shall be subject, shall be the sum of five million (\$5,000,000) dollars.

In witness whereof, we have hereunto set our hands and seals this 17th day of September, A.D. 1914.

Attest:	Harry Ames (Seal)
George A. Sweeney	F. H. Ginder (Seal)
Fred A. Hanson	Arthur P. Barnes (Seal)

State of Minnesota,  
County of St. Louis.

On this 17th day of September, A.D. 1914, before me, a Notary Public within and for said county, personally appeared, Harry Ames, F. H. Ginder, and Arthur P. Barnes, to me known to be the same persons subscribed in, and who executed, the foregoing certificate of incorporation, and each acknowledged that he executed the same as his free act and deed, for the purposes therein expressed.

Witness my hand and seal this 17th day of September, A.D. 1914.  
Notary Public, St. Louis County, Minn.  
My commission expires March 18th, 1919.

Filed for record in this office on the 19th day of September, A.D. 1914, at Duluth, Minn.  
Julius A. Sobush, Secretary of State.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
"THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS" *File #423*

To, the undersigned Albert L. Carpenter, as president, and Charles N. Chadbourn, as secretary, of The Orchestral Association of Minneapolis, a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota without capital stock and not for pecuniary profit, do hereby certify that at a lawful meeting of the Trustees or Directors of said corporation duly and regularly called and held on the 21st day of October, 1923, in the City of Minneapolis, Minnesota, a quorum being present, Article IV of the Articles of Incorporation of said corporation, or so much thereof as is included from the beginning of said article in the first sentence ending with the word "appoint", relating to the Board of Trustees or Directors, was, under and by virtue of Chapter 304, Section 1, Laws of Minnesota for the year 1906, duly amended by the following resolution duly adopted by the unanimous vote of all the directors,-

"Resolved that the first sentence of Article IV of the Articles of Incorporation of the Orchestral Association of Minneapolis ending with the word "appoint" be and the same now hereby amended to read as follows:-

ARTICLE IV

"The government of this corporation and the management of its affairs shall be vested in a board of not less than fifteen nor more than twenty-five directors as the Board of Directors shall from time to time determine and a president, a vice-president, a secretary and treasurer, and such other officers and agents as said board of directors may from time to time appoint"

IN TESTIMONY WHEREOF, we have hereunto set our names and seals as such officers, said corporation having no corporate seal, on this 9th day of October, 1923,

In presence of:

W. J. [Signature]  
[Signature]

Albert L. Carpenter (Seal)  
Charles N. Chadbourn (Seal)

State of Minnesota) ss.  
County of Hennepin)

Personally came before me this 9th day of October, 1923, Albert L. Carpenter and Charles N. Chadbourn to me personally known to be the same persons described in and who executed the foregoing certificate and each being duly sworn on their oath respectively said that they are the president and secretary respectively of The Orchestral Association of Minneapolis, the foregoing and within named corporation; that all the matters and things therein set forth in the foregoing certificate are true to the knowledge of each of them, and each acknowledges the same to be their free act and deed and the free act and deed of said corporation.

[Signature]

G. R. BAZAL  
Notary Public, Hennepin County, Minnesota.  
My Commission Expires February 16, 1924

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
**FILED**  
OCT 17 1923

*W. H. H. H. H.*  
Secretary of State

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File # 423

We, the undersigned, Elbert L. Carpenter and Arthur J. Gaines, President and Secretary, respectively, of The Orchestral Association of Minneapolis, do hereby certify that the following resolution was duly adopted by the members of said Association at an annual meeting thereof held on April 4, 1939:

"BE IT RESOLVED by the members of The Orchestral Association of Minneapolis that the first three sentences of Article IV of the Articles of Incorporation of said Association be amended so that said first three sentences of Article IV as amended shall read as follows:

"The government of this corporation and the management of its affairs shall be vested in a board of not less than fifteen and not more than fifty directors. The officers of the corporation shall consist of a president, vice president, secretary and treasurer who shall be elected by the board of directors, and of such other officers and agents as said board of directors may from time to time appoint. The secretary and treasurer may be one and the same person. The said board of directors shall be elected annually by the members of this corporation at an annual meeting of such members to be held in the city of Minneapolis, Minnesota, or such other place as the board of directors may direct, on the first Tuesday of April in each year commencing in the year 1908, and said directors need not be members of the corporation."

*Elbert L. Carpenter*  
\_\_\_\_\_  
President.

*Arthur J. Gaines*  
\_\_\_\_\_  
Secretary.

(CORPORATE SEAL)

STATE OF MINNESOTA }  
COUNTY OF HENNEPIN } 83

On this 18 day of May, A.D. 1939, before me, a Notary Public within and for said County, personally appeared ELBERT L. CARPENTER and ARTHUR J. GAINES, to me personally known, who, being each by me duly sworn did say that they are respectively the President and the Secretary of The Orchestral Association of Minneapolis, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said ELBERT L. CARPENTER and ARTHUR J. GAINES acknowledged said instrument to be their free act and deed, and the free act and deed of said corporation.

(SEAL)

*Richard A. Olson*  
\_\_\_\_\_  
Notary Public, Hennepin County, Minn.  
Commission Expires Jan. 26, 1940



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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
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*Minnesota*  
Secretary of State

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File # 423

CERTIFICATE OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS

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We, the undersigned, respectively the President and Secretary of THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS, a Minnesota corporation, do hereby certify that at an annual meeting of the members of said corporation duly and regularly called and held on the 11th day of July, 1947, at which meeting a majority of all of the memberships of said corporation were represented either in person or by proxy, there was adopted by unanimous vote of all memberships represented the following resolution:

BE IT RESOLVED that Article IV of the Articles of Incorporation of The Orchestral Association of Minneapolis be amended so that said Article, as amended, reads as follows:

"The government of this corporation and the management of its affairs shall be vested in a board of not less than fifteen and not more than fifty directors. The officers of the corporation shall consist of a president, one or more vice presidents, including an executive vice president, secretary and treasurer who shall be elected by the board of directors, and of such other officers and agents as said board of directors may from time to time appoint. The secretary and treasurer may be one and the same person. The said board of directors shall be elected annually by the members of this corporation at an annual meeting of such members to be held in the city of Minneapolis, Minnesota, or such other place as the board of directors may direct, on the second Friday of July in each year commencing in the year 1908, and said directors need not be members of the corporation. Said board of directors shall elect said president, vice presidents, secretary and treasurer above named each year at an annual meeting of said board to be held immediately following said annual members' meeting in each year, and said officers named shall be chosen from the directors or from the members of said corporation; said directors and said officers named shall hold office for the term of one year and until their successors are elected and qualify, and said board of directors shall have the power to fill vacancies in said board or in said other offices during said year, and may establish, maintain and amend rules and by-laws for the further government of this corporation. The

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names of the persons forming the first board of directors are: Russell M. Bennett, Hazen J. Burton, Elbert L. Carpenter, Charles N. Chadbourn, George C. Christian, Hoyoy C. Clarke, William K. Dunwoody, Fredorick Fayram, Edward C. Gale, William L. Harris, Thomas B. Janney, Edmund J. Phelps, Charles S. Pillsbury, Eugene M. Stevens, Frederick B. Wells, all residing in the City of Minneapolis, Minnesota, who shall serve until the first annual meeting of said corporation, and until their successors are elected and qualify, the following persons shall be the officers of said corporation, Elbert L. Carpenter, president; Edmund J. Phelps, vice president; Charles N. Chadbourn, secretary and treasurer."

IN WITNESS WHEREOF, we have herunto set our hands and caused the corporate seal of the corporation to be affixed the 27<sup>th</sup> day of

August, 1947.

(Corporate Seal)

Sumner McKnight  
President  
Arthur J. Gaines  
Secretary

STATE OF MINNESOTA }  
COUNTY OF HENNEPIN } SS

On this 27<sup>th</sup> day of August, 1947, before me, a Notary Public within and for said county, personally appeared Sumner T. McKnight and Arthur J. Gaines, to me personally known, who, being sworn, did say that they are respectively, the president and secretary of THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation and each acknowledged that he signed said instrument as his free act and deed by authority of the members of said corporation for the purposes and uses herein expressed.

(Notarial Seal)

Francis E. Hull  
FRANCIS E. HULL  
Notary Public, Hennepin County, Minn.  
My Commission Expires 10/10/1949

STATE OF MINNESOTA  
COUNTY OF HENNEPIN  
FILED  
SEP 2 4 1947  
W. H. Holman  
Recorder of Deeds

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

THE ORCHESTRAL ASSOCIATION OF MINNEAPOLIS

We, the undersigned, Leonard G. Carpenter and Gustaf  
Spencer, Jr., respectively the Vice President and Secretary of  
The Orchestral Association of Minneapolis, a Minnesota nonprofit  
corporation, do hereby certify that at a special meeting of the  
members duly called and held at the Minneapolis Club, Minneapolis,  
Minnesota on the 20th day of January, 1935 at 1:15 P.M., the  
regulations hereinafter set forth were adopted by the affirma-  
tive vote of all members present in person or by proxy and that  
there was present at said meeting in person or by proxy a majority  
of the total voting membership of the said corporation; and that  
10% of the total voting membership of the corporation constitutes  
a quorum at any members' meetings:

RESOLVED, that the Articles of Incorporation  
of The Orchestral Association of Minneapolis  
be amended as follows:

That the first sentence of Article I be changed  
so as to read:

"The name of this corporation shall be THE MINNESOTA  
ORCHESTRAL ASSOCIATION."

That the first and second sentences of Article IV  
be changed so as to read:

"The government of this corporation and the manage-  
ment of its affairs shall be vested in a board of  
directors, and a president, a vice-president, secre-  
tary and treasurer, and such other officers and  
agents as said board of directors may from time to  
time appoint."

That the fourth sentence of Article IV be changed  
so as to read:

"The said board of directors shall be elected by  
the members of this corporation at an annual meeting

Z-44 211

of such matters to be held on the date of  
Minneapolis on the third Wednesday of July, 1917  
at such other place or time as the Board of  
Directors may direct."

That the fifth sentence of Article IV be changed  
so as to read:

"Said Board of Directors shall elect a President,  
Vice-President, Secretary and Treasurer and  
other officers above named each year or at annual  
meeting of said Board to be held immediately  
following said annual meeting to next  
year, and said officers named shall be chosen  
from the Directors or from the members of said  
corporation; said Directors shall hold office for  
terms of not more than three years, and until their  
successors are elected and qualify, and said Board  
of Directors shall have the power to fill vacancies  
in said Boarding in said other officers during said  
year, and may extend, maintain, and amend rules and  
by-laws for the further government of this corporation."

IN WITNESS WHEREOF, we have hereunto subscribed our  
names and caused the corporate seal to be hereunto affixed this

1st day of February, 1917.

Witnesses:  
Edmund J. [unclear]  
[unclear]

Harold [unclear]  
DeForest Spencer

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

I, Lockard G. Carpenter and DeForest Spencer, Jr., being  
first duly sworn, do each depose and say that they are respectively  
by the Vice President and Secretary of The Architectural Association  
of Minneapolis, the corporation named in the foregoing Certificate;

Z-14, 212

that said Certificate contains a true statement of the action of the members and board of directors of said corporation at the special meeting duly held as aforesaid; that the seal attached is the seal of said corporation; that said Certificate is executed on behalf of the corporation by its express authority, and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

*Edward Carpenter*  
Secretary  
*DeForest Spencer*  
DeForest Spencer, Jr.  
President

Subscribed and sworn to before me this 1st day of February, 1955.  
*Arthur G. Smith*

Notary Public, Minnesota  
My Commission Expires Dec. 14, 1956

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I, hereby certify that the within instrument was filed for record in this office on the 1st day of Feb, A. D. 1955, at 11:00 AM, and was duly recorded by Book 2-14 of Instructions, on page 210.  
*Joseph L. Henneman*  
Secretary of State

APPROD & FILED  
INDEXED  
NO. FILED  
DATE CHECKED

M-26, 385

CERTIFICATE OF AMENDMENT  
of  
ARTICLES OF INCORPORATION

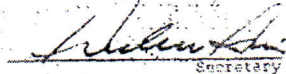
The undersigned President and Secretary of THE MINNESOTA ORCHESTRAL ASSOCIATION hereby certify that at the annual meeting of members held on October 15, 1955, by affirmative vote in excess of the required majority of members voting, Article IV of the Articles of Incorporation was duly amended to read as follows:

ARTICLE IV.

The government of this corporation and the management of its affairs shall be vested in a board of directors, and a president, a vice-president, secretary and treasurer, and such other officers and agents as said board of directors may from time to time appoint. The secretary and treasurer may be one and the same person. The board of directors shall be elected by the members of this corporation at an annual meeting of such members to be held each year at such time and place within the State of Minnesota as may be specified in the by-laws of this corporation. Said board of directors shall elect said president, vice-president, secretary and treasurer and other officers above named each year at an annual meeting of said board to be held immediately following said annual members' meeting in each year, and said officers named shall be chosen from the directors or from the members of said corporation; said directors shall hold office for terms of not more than three years, and until their successors are elected and qualify, and said board of directors shall have the power to fill vacancies in said board or in said other offices during said year, and may establish, maintain and amend rules and by-laws for the further government of this corporation. The names of the persons forming the first board of directors are: Russell M. Bennett; Hazen J. Burton, Elbert E. Carpenter, Charles E. Chadbourn, George C. Christian, Hovey C. Clarke, William M. Dunwoody, Frederick Fayran, Edward C. Gale, William L. Harris, Thomas E. Janney, Edmund J. Phelps, Charles S. Pillsbury, Eugene M. Stevens, Frederick B. Wells, all residing in the City of Minneapolis, Minnesota, who shall serve until the first annual meeting of said corporation, and until their successors are elected and qualify, the following shall be the officers of said corporation, Elbert E. Carpenter, president; Edmund J. Phelps, vice-president; Charles E. Chadbourn, secretary and treasurer.

IN WITNESS WHEREOF, the foregoing has been executed this 22nd day of October, 1955.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

STATE OF MINNESOTA )  
RAMSEY ) SS.  
COUNTY OF WYNYON

M-26, 386

On this 22nd day of October, 1965, before me, a notary public within and for said county, personally appeared Judson Bemis and Andrew Scott, to me personally known, who, being by me first duly sworn, did depose and say that they are the President and Secretary, respectively, of The Minnesota Orchestral Association, the corporation named in and which executed the foregoing instrument; that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged said instrument to be the free act and deed of said corporation.

*Adella Wardrum*  
Adella Wardrum, Notary Public  
Ramsey County, Minnesota.  
My Commission expires: December 15, 1965

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 22nd day of October, A.D. 1965 at Ramsey, Minn. and was duly recorded in Book M-26 of Instructions, on page 285.

*Joseph L. Henneman*  
Secretary of State

FILED  
INDEXED  
RECORDED



603-NP

P-47, 241

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE MINNESOTA ORCHESTRAL ASSOCIATION

George T. Pennock and Frank H. Coyne, the Chairman and the Secretary, respectively, of The Minnesota Orchestral Association, a Minnesota nonprofit corporation, do hereby certify that the Board of Directors of the corporation having proposed the amendments to the Articles of Incorporation of the corporation by resolutions setting forth the proposed amendments and directing that it be submitted for adoption at the annual meeting of the members of the corporation to be held December 9, 1977, and due notice of the meeting, stating the purpose, having been given as required by law, and said meeting having been held on December 9, 1977, and a quorum having been present at said meeting, of the Articles of Incorporation of the corporation was amended at said meeting, by the adoption, by the affirmative vote of the majority of the members voting, of the following resolutions:

126991

A

RESOLVED that Article II of the Articles of Incorporation of The Minnesota Orchestral Association is hereby amended in its entirety to read as follows:

"Any person will become a member of this corporation by meeting such qualifications for membership as the Board of Directors of the corporation may from time to time establish, subject to ratification of such qualifications by the members at the next Annual Meeting of the corporation. At all meetings of the corporation each member of this corporation shall be entitled to one vote in person or by proxy."

RESOLVED that the first four sentences of Article IV of the Articles of Incorporation of The Minnesota Orchestral Association are hereby amended to read as follows:

The government of this corporation and the management of its affairs shall be vested in a board of directors, and a chairman, a president, a vice-president, secretary and treasurer, and such other officers and agents as said board of directors may from time to time appoint. The secretary and treasurer may be one and the same person. The board of directors shall be elected by the members of this corporation at an annual meeting of such members to be held each year at such time and place within the State of Minnesota as may be specified in the By-Laws of this corporation. said board of directors shall elect said chairman, president, vice-president, secretary and treasurer and other officers above named each year at an annual meeting of said board to be held immediately following said annual members' meeting in each year, and said officers named shall be chosen from the directors or from the members of said corporation; said directors shall hold office for terms in accordance with the terms of the By-Laws of the corporation, and said board of directors shall have the power to fill vacancies in said board or in said other offices during said year, and may establish, maintain and amend rules and by-laws for the further government of this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and the seal of said corporation this 9th day of December, 1977.

In the Presence of

T.S. McCall

Donald L. Engle

(Corporate Seal)

George Skowron

Chairman

Frank H. Coyle

Secretary

P-47, 243

STATE OF MINNESOTA )  
: ss.  
COUNTY OF HENNEPIN )

George T. Pennock and Frank H. Coyne, Jr., being first duly sworn on oath, depose and say: that they are, respectively, the Chairman and the Secretary of The Minnesota Orchestral Association, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the members and Board of Directors of said corporation, duly held as aforesaid; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

George T. Pennock  
Chairman

Frank H. Coyne, Jr.  
Secretary

Subscribed and sworn to before me this 19th day of December, 1977.

Terry S. Knowles  
Notary Public

XX  
TERRY S. KNOWLES  
NOTARY PUBLIC MINNESOTA  
HENNEPIN COUNTY  
My Commission Expires Jan. 3, 1984  
XX

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 19 day of Dec A. D. 1977, at 8 o'clock A. M., and was duly recorded in Book P-47 of Incorporations, on page 241  
Jean Anderson  
RS Secretary of State

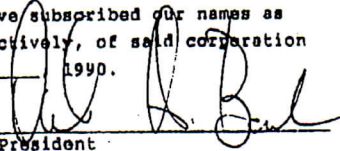
423-NP


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CERTIFICATE OF RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE MINNESOTA ORCHESTRAL ASSOCIATION

The undersigned, being the President and Secretary, respectively, of The Minnesota Orchestral Association, a Minnesota nonprofit corporation subject to Minnesota Statutes, Chapter 317A, having members with voting rights with respect to amendment of articles of incorporation, do hereby certify that the following Restated Articles of Incorporation of The Minnesota Orchestral Association have been approved by a majority of the directors of this corporation at a meeting duly noticed and held on December 8, 1990, and by the members with voting rights at a meeting duly noticed and held on January 7, 1991, all in accordance with Minnesota Statutes, Section 317A.133, subd. 2, and with the Articles of Incorporation and By-Laws of this corporation; and that the following Restated Articles of Incorporation of The Minnesota Orchestral Association supersede and take the place of the heretofore existing Articles of Incorporation of this corporation.

IN WITNESS WHEREOF, we have subscribed our names as the President and Secretary, respectively, of said corporation this 7th day of January 1990.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

533893

RESTATED ARTICLES OF INCORPORATION  
of  
THE MINNESOTA ORCHESTRAL ASSOCIATION

ARTICLE I.

The name of this corporation shall be "The Minnesota Orchestral Association."

The general purpose of this corporation is the advancement of the knowledge and love of music, the education of musical taste, and the providing through concerts, lectures and other means, the opportunities to hear, enjoy, and understand the best music.

The general plan of operation of said corporation shall be to give at stated times concerts, lectures and other entertainments, or courses of instruction agreeable to the general purpose of said corporation; and while a charge may be made for such, it is the object of this corporation to fix such charge at such price only as shall pay the expense connected therewith, it being the intent of this corporation that it shall not be organized or exist for pecuniary profit.

The registered office of this corporation shall be located at 1111 Nicollet Mall, in the City of Minneapolis, County of Hennepin, and State of Minnesota. 55403

ARTICLE II.

There shall be no capital stock of this corporation.

ARTICLE III.

The government of this corporation and the management of its affairs shall be vested in a board of directors. The board of directors shall elect successors of those directors whose terms expire each year.

ARTICLE IV.

These Articles of Incorporation may be amended from time to time by the affirmative vote of a majority of the entire board of directors.

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The names of the persons forming the first board of directors are: Russell M. Bennett, Hazen J. Burton, Elbert L. Carpenter, Charles Chadbourn, George C. Christian, Hovey C. Clarke, William M. Dinwoody, Frederick Fayram, Edward C. Gale, William L. Harris, Thomas B. Janney, Edmund J. Phelps, Charles S. Pillsbury, Eugene M. Stevens, Frederick B. Wells, all residing in the City of Minneapolis, Minnesota, who shall serve until the first annual meeting of said corporation, and until their successors are elected, and qualify, the following shall be the officers of said corporation, Elbert L. Carpenter, president; Edmund J. Phelps, vice-president; Charles Chadbourn, secretary and treasurer.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 5 1991 *cu*

*John Andrew Moore*  
Secretary of State