

RESTATED ARTICLES OF INCORPORATION
for the
MINNESOTA FEDERATION OF ENGINEERING SOCIETIES
(old name)

MINNESOTA FEDERATION OF ENGINEERING, SCIENCE, AND TECHNOLOGY SOCIETIES
(new name)

The Articles of Incorporation for the Minnesota Federation of Engineering Societies, originally filed in the State of Minnesota on 15 January 1946, and incorporated on 29 January 1946, are hereby amended and restated in accordance with Minnesota Statutes Chapter 317A.

This amendment and restatement of the Articles was prepared and approved by the Federation's Board of Directors on 10 June 2004 in accordance with Chapter 317A.131; 317A.133 Subd. 3(b); and 317A.139.

Revision 1, shown in blue type, was approved by the Federation's Board of Directors on 9 December 2004 in accordance with Chapter 317A.131; 317A.133 Subd. 3(b); and 317A.139. Purpose of Revision 1 is to align with IRS classification as a 501(c)(6) tax-exempt organization rather than a 501(c)(3) organization.

The undersigned certify that:

- 1. They are the **president** and the **secretary**, respectively, of the "Federation", a Minnesota corporation.*
- 2. The Articles of Incorporation of this corporation are amended and restated to read as follows:*

ARTICLE I
NAME

The name of this corporation shall be **Minnesota Federation of Engineering, Science, and Technology Societies**.

ARTICLE II
REGISTERED OFFICE ADDRESS

The corporation's registered office is located at: 20 Thompson Avenue E, Suite 206, c/o Minnesota Society of Professional Engineers, West St. Paul, MN 55118.

ARTICLE III
PURPOSE

This corporation is organized exclusively for ~~charitable, scientific, and educational~~ purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(~~3~~) organizations. To this end, the objective of the corporation is to assist in unifying the efforts of the various engineering, science, and technology related Societies, Clubs, and Associations into one Federation of Societies in the interests of:

- Promoting all facets of engineering, science, and technology;
- Promoting a high standard of professional ethics;
- Encouraging and mentoring those considering or entering engineering, science, or technology professions; and
- Instilling and fostering a spirit of fraternity and a high sense of public responsibility among the member organizations.
- All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Since the corporation is tax-exempt under Section 501(c)(6), contributions to the organization are not deductible for federal income tax purposes as charitable contributions.

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 corporation 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.~~
2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) 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
DIRECTORS / MEMBERS**

The corporation shall have members. The eligibility, rights, and obligations of the members will be defined in 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 or member shall have any right, title, or interest in or to any property of the corporation.

**ARTICLE VI
DEBT OBLIGATIONS AND 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 corporation, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the 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.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Federation's Executive Committee.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the Federation's Board of Directors who are the voting members of the corporation.

We further declare under penalty of perjury under the laws of the State of Minnesota that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 10, 2004

/S/
(Signature of President)
Bryon Jorgenson, President

/S/

(Signature of Secretary)
James Mosner, Secretary

Revision 1 was approved by the Board of Directors on December 9, 2004.