

**ARTICLES OF INCORPORATION
OF
WOLF MARINA COOPERATIVE ASSOCIATION**

Incorporated Pursuant to Minn. Stat. Chapter 308A

The undersigned incorporator(s), in order to form a Minnesota Corporation under Minnesota Statutes, Chapter 308A adopt the following, for the benefit of its members and not for profit:

ARTICLE I
CORPORATE Name

The name of this corporation shall be Wolf Marina Cooperative Association (the "Corporation").

ARTICLE II
REGISTERED OFFICE AND AGENT

The Registered Office and principle place of business for this corporation shall be: 514 E. Adler Street, Stillwater, Minnesota 55082. The Registered Agent at the above address is: Eric Wolf.

ARTICLE III
PURPOSE

The purposes of this association are to own, lease, mortgage, sell, buy, operate, encumber and in all possible ways deal, trade, and invest in real and/or personal property in this or any other jurisdiction as a principal, agent, partner, either general or limited, or as a member of a joint venture, syndicate or other form of business entity and to own and vote stock or interests in this or any other corporation or association, or any other lawful activity, all of which activities shall be for the use and benefit of the Members of the association/Corporation, and any other purposes permitted by Minnesota Statutes, including but not limited to Chapter 308A. as applicable.

The general purposes of this Corporation shall be to promote and develop all matters pertaining to the recreational and social culture of its Members, to own and maintain such buildings, docks, slips, grounds, and other property, both real and personal, as may be necessary or convenient for the carrying out of the above-mentioned purposes, and in addition:

1. To acquire, lease, own, manage, improve, and operate on a nonprofit basis, and for the private recreational use of its Members as a boat or yacht club / marina, certain real and personal property in the City of Stillwater, Washington County, Minnesota, and such additional property as the Corporation may require for the purposes herein set forth;
2. To sell, lease, sublease, license, or otherwise furnish to Members, the use of recreational marina facilities and services to its Members and to engage in other activities incidental thereto, including, but not limited to, the operation of a ship store, fuel dock, and related activities, according to the Bylaws;
3. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge or other lien, according to the Bylaws;
4. To do any and all things and exercise any and all powers, rights and privileges

necessary, suitable, convenient, useful or expedient in connection with, or incidental to the accomplishment or, any of the purposes set forth in this Article, except as restricted herein. None of the provisions of this Article shall be construed to permit this Corporation to carry on any business, or to exercise any power, or to do any act which is prohibited by any of the permits or licenses regulating the operation of the property of the Corporation or which a corporation now or hereafter organized under the laws of the State of Minnesota may not at any time carry on, exercise or do; nor shall this Corporation carry on any business or exercise any power in any state, territory or country which under the laws thereof this Corporation may not lawfully carry on or exercise.

5. To enter into any kind of activity, and to perform and carry out contracts and leases of any kind necessary to, or in connection with, or incidental to the accomplishment of the nonprofit purposes (as applicable) of this Corporation, according to the Bylaws.

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 the Corporation 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)(7) 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 / MANAGEMENT / BOARD OF DIRECTORS**

1. This Corporation shall have members. The eligibility, rights and obligations of the members will be determined by the Declaration and Corporation's Bylaws.

2. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's Bylaws.

3. The number of directors constituting the initial Board of Directors is two (2); their names and addresses are as follows:

Eric Wolf,	President 2167 90 th St. Somerset, WI 54025
Kenneth Wolf,	Treasurer and Secretary 139 5 th St. South, Bayport, MN 55003

Kenneth Wolf,

Vice President

139 5th St. South, Bayport, MN 55003

5. 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 and accepted as provided in the Bylaws.

6. Any action, other than an action requiring approval of Members with voting rights, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE VI **PERSONAL LIABILITY**

No Member, officer or member of the Board of Directors 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.

No Member, officer or member of the Board of Directors or member of a committee appointed or elected by the Corporation shall be personally or individually liable for any error, mistake, negligence or omission, for or on behalf of the Corporation, which occurs within the scope of their duty as a Member, officer, Board of Director member or committee member, excepting only for their own individual willful misconduct, bad faith or violation of law.

ARTICLE VII **MEMBERSHIP CERTIFICATES – NO CAPITAL STOCK**

The Corporation shall not have capital stock but shall be organized on a membership basis. There shall be one (1) class of Members. The Corporation may issue membership certificates on such terms and for such amounts and upon payment of such fees, assessments and/or dues as the Board of Directors may determine or which may be provided by the Bylaws. The amount of the annual dues, assessments and/or fees to be paid by the Members shall be fixed by the Board of Directors and as provided by the Bylaws. For avoidance of doubt, the association comprising the Corporation is or will be created and declared pursuant to the Minnesota Common Interest Ownership Act, Minnesota Statutes Chapter 515B (the “Act”), and for each Membership owned by a Member or the Declarant, the Member/Declarant as the case may be shall be considered a “Member” for purposes of voting and shall be allowed to vote in a single vote, all Unit votes and such vote shall be weighted in proportion to the overall total of Membership votes (i.e. if Declarant owns 10 Units and there are 100 total Units, the Declarant’s vote shall account for 10% of the total number of Membership votes).

No transfer of any Membership shall be made except with the prior approval of the Board of Directors of the Corporation in accordance with the Bylaws.

ARTICLE VIII **BYLAWS / ARTICLES**

The Members of this Corporation with voting rights, at any annual meeting or special

meeting called for that purpose, may amend these Articles by a two-thirds (2/3) majority vote of the Members of the Corporation entitled to cast votes, present either in person or by proxy, and in accordance with Minnesota Statutes Section 308A.135 - 145.

The Members of this Corporation with voting rights, at any annual meeting or special meeting called for that purpose, may adopt, amend or repeal any Bylaw for the management of the Corporation not inconsistent with these Articles of Incorporation by a two-thirds (2/3) majority vote of the Members of the Corporation entitled to cast votes, present either in person or by proxy, and the provision of such Bylaws thus adopted shall be as effectual as if incorporated herein, and in accordance with Minnesota Statutes Section 308A.165.

ARTICLE IX
CORPORATE'S Property and Earnings

All of the Corporation's property and all of its net earnings shall be distributed, used and applied at the discretion of its Directors in such amount and at such times as the Directors may determine for the purposes for which this Corporation was created; provided, however, that no part of the net earnings of this Corporation shall inure to the benefit of any private Member or individual.

ARTICLE X
DURATION / DISSOLUTION

The duration of this Corporation shall be perpetual.

The Corporation may be dissolved, under the provisions of Sections 308A.905 through 308A.995 of Chapter 308A of the Minnesota Statutes as amended from time to time, by a two-thirds (2/3) majority vote of the Members entitled to cast votes of the Corporation, present either in person or by proxy. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute the remaining assets of the Corporation to the Members as provided in the Bylaws, or as otherwise required by law in accordance with Minnesota Statutes Chapter 308A.

ARTICLE XII
INCORPORATORS AND CONTACT

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Incorporator's Name: Kenneth Wolf
Address: 139 5th St. South, Bayport, MN 55003

Signature: 

Date: 7/13 2023

Incorporator's Name: Eric Wolf
Address: 2167 90th St. Somerset, WI 54025

Signature: 

Date: 07/13/ 2023

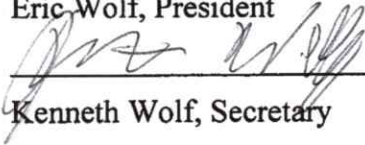
Email Address for Official Notices: Eric wolfie@wolfmarine.net

Contact Name and Phone Number: Eric Wolf – 651-439-2341

IN WITNESS WHEREOF, the undersigned officer(s) of Wolf Marina Cooperative Association have authorized these Articles.



Eric Wolf, President



Kenneth Wolf, Secretary