

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
  
MINNESOTA MUNICIPAL UTILITIES  
ASSOCIATION, INC.**

Amended and Restated as of January 25, 2023

Minnesota Municipal Utilities Association Inc., a corporation organized and existing pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, as amended by Chapter 317A, files these Article of Amendment amending and restating its Articles of Incorporation by deleting them in their entirety and inserting in lieu thereof the following:

**ARTICLE I  
NAME**

The name of the Corporation is Minnesota Municipal Utilities Association.

**ARTICLE II  
PURPOSE**

The purpose of this Corporation is to protect and assist municipally owned utilities in the state of Minnesota; to collect and disseminate information regarding municipally owned utilities; to aid its members with advice and service in support of municipally owned utilities, including, but not limited to, education, policies, training, prudent utility practices and safety, utility resource planning, regulatory and service territory matters, utility operations including management, engineering, accounting, technical and field elements, marketing and publicity, mutual aid and disaster relief, utility financing, and other service and advice; to promote legislation for the protection and the promotion of the general welfare of municipally owned utilities in the state of Minnesota; to meet, confer, and otherwise provide for the interchange of ideas and the dissemination of information that will make for the greater efficiency and economy of municipally owned utilities; and to do all things necessary and proper towards the achievement of the specific purposes stated herein, all in light of the goal to provide for the ultimate benefit of the consumers of energy from municipally owned utilities.

The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as now or hereafter in effect. The Corporation shall have only such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest or otherwise, and to own, hold, invest, expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds, property

and the income therefrom for the furtherance of the purposes of the Corporation, and to lease, mortgage, incur, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto. Provided, further, that all such powers of the Corporation shall be exercised only so that the Corporation's operations shall be exclusively within the contemplation of both Section 501(c)(6) of the Internal Revenue Code, as now enacted or as hereafter amended.

### **ARTICLE III** **Restrictions**

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation ("**Articles**"), the restrictions in this Article shall govern the activities of the Corporation. The Corporation shall not engage in any activity that may not be carried on by an organization that is exempt from federal income taxation under 26 U.S.C. Section 501(a) by virtue of being described in 26 U.S.C. Section 501(c)(6). The Corporation shall not directly or indirectly afford pecuniary gain, dividends or other pecuniary remuneration, incidentally or otherwise, to its directors or officers, and no part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles. The Corporation may engage in political campaign activity, provided that, consistent with IRS guidance, such activity is not the primary activity of the Corporation. Except as permitted by applicable law, the Corporation shall not lend any of its assets to any officer, director, or member of the Corporation or guarantee to any other person the payment of a loan by any officer, director, or member of the Corporation. The Corporation shall have no capital stock.

### **ARTICLE IV** **REGISTERED OFFICE**

The Corporation's registered office in the State of Minnesota shall be located at 3131 Fernbrook Lane North, Suite 200, Plymouth, Minnesota 55447-5337.

### **ARTICLE V** **Board of Directors**

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. As authorized by Minnesota Statutes Section 317A.201, the Board of Directors shall be composed of no fewer than seven and no more than fifteen directors appointed by the Regular Members as provided in the Bylaws. A written action by the Board of Directors taken without a meeting must be signed by two-thirds of the Board of Directors. The Bylaws of the Corporation shall specify the terms of office, powers, and duties of the directors of the Corporation,

the time and place of their meetings, and such other regulations relating to the Board of Directors as may be desired.

**ARTICLE VI**  
**NO PERSONAL LIABILITY**

The officers, directors, and members of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer, director, or member be subject to the payment of the debts or obligations of the Corporation.

**ARTICLE VII**  
**Amendments**

The Corporation may alter, amend, or restate the Corporation's Articles or Bylaws. Amendments to the Articles and to the Bylaws shall be proposed by the Board of Directors by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Regular Members. Notice of the meeting stating the purpose shall be given to each Regular Member entitled to vote on the proposed amendment and to each Officer and Director. Upon approval by a majority of the Regular Members present and voting, the amendment shall be adopted. The Regular Members of the Corporation may, by a majority vote of the members present and voting at a meeting duly called and noticed for the purpose, authorize the Board of Directors to exercise from time to time the power of amendment of the Articles or Bylaws. When so authorized, the Board of Directors by a two-thirds vote of the Directors who are present and entitled to vote on the proposed amendment following notice, may amend the Articles or Bylaws at any meeting of the Board.

**ARTICLE VIII**  
**Dissolution**

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets received and held for a special use or purpose in accordance with the uses and purposes for which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements, and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after the payment of its debts shall be distributed to or for the benefit of the organization, causes, or projects for and to which gifts are deductible for the income of a donor under the Internal Revenue Code and under the Statutes of the State of Minnesota or for public purposes. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

IN WITNESS WHEREOF, we hereby certify that the foregoing Amended and Restated Articles of Incorporation were duly approved by a majority of the Directors of the Corporation and duly adopted by a majority of the members voting thereon, pursuant to Minnesota Statutes 317A.133 at a meeting duly noticed for and held on January 25, 2023.

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PRESIDENT

\_\_\_\_\_  
SECRETARY-TREASURER

STATE OF MINNESOTA     )  
  ) ss.  
COUNTY OF                    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2023 by Don Martodam, President, and Scott Grabe, Secretary, of Minnesota Municipal Utilities Association, a Minnesota nonprofit corporation, on behalf of the Corporation.

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Notary Public