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Mark Ritchie
Secretary of State

Office of the Secretary of State
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December 27, 2011

THE DEVIN LOMAX BOLKCAM SMITH SCHOLARSHIP FUND
To Whom It May Concern
1365 IDAHO AVE W
FALCON HEIGHTS, MN 55108

Page 1 of 1

Client Account Number: 92123633
Batch Number: 4600886

Document Number	Document Detail	Filing Number	Fee
46008860002	NP New Registration (THE DEVIN LOMAX BOLK)		70.00
Total Fees			\$70.00

<u>Payment Type Received</u>	<u>Payment Reference Number</u>	<u>Amount Paid</u>
Check	5419	70.00
Post-Pay	46008860001	0.00
Total Payments Received		\$70.00

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Devin Lomax Bolkcom Smith Scholarship Fund
EIN 32-0363445

TTY (800) 627-3529

nonoriginal

**ARTICLES OF INCORPORATION
OF
THE DEVIN LOMAX BOLKCOM SMITH SCHOLARSHIP FUND**

The undersigned incorporator, a natural person 18 years of age or older, adopts the following articles of incorporation to form a nonprofit corporation under the statutes of the State of Minnesota (Chapter 317A).

ARTICLE I -- NAME

The name of this corporation shall be The Devin Lomax Bolkcom Smith Scholarship Fund.

ARTICLE II -- REGISTERED OFFICE AND AGENT

The registered agent of the corporation shall be Mary E. Bolkcom. The place in Minnesota where the registered office of the corporation is to be located: 1365 Idaho Avenue West, Falcon Heights, Ramsey County, MN 55108

ARTICLE III -- PURPOSE

This corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

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 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.

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)(3) 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 and BOARD OF DIRECTORS

This corporation will not have a voting membership body.

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.

The number of directors/incorporators constituting the initial board of directors is four (4); their names and addresses are as follows:

1. Mary E. Bolkcom
1365 Idaho Ave West
Falcon Heights, MN 55108
2. Claire E. B. Smith
1365 Idaho Ave West
Falcon Heights, MN 55108
3. Aaron Rosenthal
951 Laurel Avenue
St. Paul, MN 55104
4. Zak Prauer
1373 Lincoln Avenue
St. Paul, MN 55105

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 as provided in the bylaws.

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 — DURATION and DISSOLUTION

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

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE VIII – INCORPORATORS

In witness whereof, I, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Minnesota and certify I executed these Articles of Incorporation this *DATE, the 28th day of December, 2011.*

Incorporator's Name Mary E. Bolkcom
Incorporator's Signature *Mary E. Bolkcom*
Address, City, State, ZIP 1365 Idaho Ave West, Falcon Heights, MN 55108 ✓

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 27 2011

Mark Ritchie
Secretary of State

