

To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the _____ 8th day of November, A. D. 1984 for the incorporation of

The Friends of The Saint Paul Chamber Orchestra


under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, I, Joan Anderson Growe, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

The Friends of The Saint Paul Chamber Orchestra

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this _____ eighth _____ day of _____ November _____ in the year of our Lord one thousand nine hundred and _____ eighty-four _____


Joan Anderson Growe
Secretary of State.

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ARTICLES OF INCORPORATION
OF

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THE FRIENDS OF THE SAINT PAUL CHAMBER ORCHESTRA

The undersigned natural persons of full age, for the purpose of forming a corporation under and pursuant to the Minnesota Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is The Friends of The Saint Paul Chamber Orchestra. 40 ✓

ARTICLE II

This corporation is organized and at all times shall be operated exclusively for the benefit of, to carry out the purposes of, and in connection with The Saint Paul Chamber Orchestra Society, a Minnesota nonprofit corporation.

No part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office contrary to the provisions of Sections 501 through 504 of the Internal Revenue Code of 1954 as amended (the "Code").

Notwithstanding any other provision in these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501(c)(3) and 509(a)(2) of the Code.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

No part of the earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV

The duration of existence of this corporation shall be perpetual. ✓

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ARTICLE V

The location of the registered office of this corporation in the State of Minnesota shall be at Landmark Center, Saint Paul, Minnesota 55102. ✓

ARTICLE VI

The names and addresses of the incorporators of this corporation are:

Yvonne Momsen	1311 Pinehurst Saint Paul, Minnesota 55116;
Elizabeth B. Myers	445 Otis Avenue Saint Paul, Minnesota 55104;
Ruth R. Wolff	515 South Lexington Parkway Saint Paul, Minnesota 55116. ✓

ARTICLE VII

The general management of the affairs of this corporation shall be vested in the Board of Directors. The first Board of Directors shall consist of thirty-one directors, the name, address and term of office of each of whom is as follows:

Term of Office expires on date of annual meeting of members in 1985.

SuSu Fitzgerald 825 Fairmount Avenue Saint Paul, Minnesota 55105	Mary Furth 1450 Portland Avenue Saint Paul, Minnesota 55104
Anne Green 5 Beebe Avenue Saint Paul, Minnesota 55118	Mirja Hanson 5510 Edgewater Boulevard Minneapolis, Minnesota 55417
Carol Heen 5212 Lake Nokomis Parkway Minneapolis, Minnesota 55417	Paul Johnson 4303 Webber Parkway Minneapolis, Minnesota 55412
Barbara Miller 2300 Doswell Avenue Saint Paul, Minnesota 55108	Margaret Morris 400 Groveland Avenue Minneapolis, Minnesota 55403
Milt Nichols 1794 Summit Lane Mendota Heights, Minnesota 55118	Janet Otis 1757 North Fairview Avenue Saint Paul, Minnesota 55113

Term of Office expires on date of annual meeting
of members in 1986.

Dianne Barsness
700 Linwood Avenue
Saint Paul, Minnesota 55105

Louis Buffington
232 Franklin Avenue West
Minneapolis, Minnesota 55404

Angel Crandall
1390 Summit Avenue
Saint Paul, Minnesota 55105

Barbara Fritz
1345 Military Road
Newport, Minnesota 55055

Hertha Jorgensen
50 Inner Drive
Saint Paul, Minnesota 55116

Patricia King
2950 Dean Parkway #1801
Minneapolis, Minnesota 55416

William Mears
158 Wentworth Avenue West
West St. Paul, Minnesota 55118

Rosalee Pivonka
6608 Dovre Drive
Edina, Minnesota 55436

Lori Shull
1125 Spring Hill Road
Wayzata Minnesota 55391

Helen Steinberg
535 South Lexington Parkway, #503
Saint Paul, Minnesota 55116

Ruth Wolff
515 South Lexington Parkway
Saint Paul, Minnesota 55116

Judith Brier
15 Nord Circle
North Oaks, Minnesota 55110

GeorgAnn Burns
2126 Carroll Avenue
Saint Paul, Minnesota 55104

Carol Damberg
975 Caren Road
Saint Paul, Minnesota 55118

Julie Himmelstrup
1333 Chelmsford Street
Saint Paul, Minnesota 55108

Martha Kaemmer
2134 Carroll Avenue
Saint Paul, Minnesota 55104

Don Leutgeb
1235 Watson Avenue
Saint Paul, Minnesota 55116

Karen Pate
825 Ridge Place
Mendota Heights, Minnesota 55118

Barbara Schuler
2424 Humboldt Avenue South
Minneapolis, Minnesota 55405

Kathy Skor
701 Fairmount
Saint Paul, Minnesota 55105

Frances Winsor
3757 Blackhawk Point
Saint Paul, Minnesota 55122

ARTICLE VIII

The classes, number, qualification, term of office, manner of election, time and place of meetings, and powers and duties of the members and of the directors subsequent to the first directors shall be prescribed by the Bylaws. Authority to make and alter Bylaws is hereby vested in the Board of

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Directors, subject to the powers of the members to change or repeal such Bylaws.

ARTICLE IX

The members, directors and officers of this corporation shall not be subject to any extent whatsoever to personal liability for the obligations of this corporation.

ARTICLE X

This corporation shall have no capital stock.

ARTICLE XI

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of this corporation, distribute all of the assets of this corporation to such other organization or organizations as the Board may determine which are organized and operated exclusively for charitable, educational or religious purposes and qualify as exempt organizations under Sections 501(c)(3) and 509(a)(1) or (2) of the Code. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands
this 7th day of November, 1984.

Reed R. Wolff
Incorporator.

Groanne Thomsen
Incorporator

Robert B. Senger
Incorporator

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STATE OF MINNESOTA

COUNTY OF RAMSEY

The foregoing instrument was acknowledged before me
this 7th day of November, 1984.



John L. Hennepin

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 8th day of Nov
A. D. 1984 at 4:30 P. M.
and was duly recorded in the 0-63
of Recordations, on page 730

Jan Carlson Stone
Secretary of State