



MINNESOTA SCHOOL NUTRITION ASSOCIATION

Articles of Incorporation

Amended 2007

The Amended Articles of Incorporation are on file with the State of Minnesota. Filed September 27, 2007.

Table of Contents

ARTICLE I – NAME and REGISTERED ADDRESS	2
ARTICLE II – PURPOSES	2
ARTICLE III - POWERS.....	3
ARTICLE IV – TERM	3
ARTICLE V – MEMBERSHIP	3
ARTICLE VI – MANAGEMENT.....	3
ARTICLE VII – TAX-EXEMPT STATUS.....	3
ARTICLE VIII – DISSOLUTION	3
ARTICLE IX – LIMITATION OF LIABILITY	4
ARTICLE X - AMENDMENTS	4

**AMENDED
ARTICLES OF INCORPORATION
OF
THE MINNESOTA SCHOOL NUTRITION
ASSOCIATION, INC.**

Minnesota School Nutrition Association, Inc., a Minnesota nonprofit corporation, acting through its President, hereby files these Articles of Amendment amending and restating in its entirety its Articles of Incorporation as follows:

ARTICLE I - NAME and REGISTERED ADDRESS

The name of the corporation is:

THE MINNESOTA SCHOOL NUTRITION ASSOCIATION, INC. (hereinafter referred to as “MSNA” or the “Association”)

Official registered Association address to be kept on file by Executive Director.

ARTICLE II - PURPOSES

The objects and purposes for which this Corporation is formed are to act as an organization not for profit and operated exclusively for the purposes as described in Section 501(c)4 of the Internal Revenue Code of 1986 and any subsequent amendments thereto and substitutions therefore, and in the course thereof, and subject thereto, to act as follows:

1. Promote the optimal health, nutrition and education of all children by supporting nutritionally adequate and educationally sound, financially accountable, nonprofit child nutrition and school community nutrition programs.
2. Promote high standards of child nutrition and school community programs with emphasis on nutritionally adequate meals that are appealing to children.
3. Promote united efforts between school personnel, allied organizations, industry and the public to assure every child an opportunity to receive the benefits of the child nutrition and nutrition education programs.
4. Promote high standards and provide appropriate educational programs, incentives and recognition for professional development of child nutrition personnel.
5. Promote research and development in child nutrition programs.
6. Promote the establishment of a national nutrition policy and legislation, which provides optimal nutrition and nutrition education for children.
7. Promote the involvement of students and the school community in child nutrition programs.
8. Promote membership and provide services to members.
9. Take any and all actions authorized to corporations organized not for profit under the laws of the

State of Minnesota and the aforementioned section of the Internal Revenue Code to carry out the foregoing objects and purposes.

ARTICLE III - POWERS

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, the Corporation may act on its own behalf or as the agent, trustee or representative of others; acquire or receive property of every kind by any legal means; hold, manage, use and dispose of any property and the income generated by it to further any of the purposes of the Corporation; lease, mortgage or encumber any such property; and exercise any other powers conferred on the Corporation by Minnesota Statutes Chapter 317A and by any future laws amendatory thereof and supplementary thereto.

ARTICLE IV – TERM

This Corporation shall have perpetual existence.

ARTICLE V – MEMBERSHIP

The Corporation shall have members as set forth in the Bylaws of the Corporation.

ARTICLE VI – MANAGEMENT

The Corporation shall be managed by an Executive Board, the members of which shall constitute the Directors of this Corporation.

The officers of the Corporation shall consist of those persons filling offices designated by the Bylaws of this Corporation and subject to the terms and conditions therein set forth.

The House of Delegates shall be the legislative and governing body of the Association. It shall formulate goals and policies under which the Executive Board manages the affairs of the Association. Membership of the House of Delegates shall be provided for in the Bylaws.

ARTICLE VII – TAX-EXEMPT STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE VIII – DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property

be distributed to any member, director, or officer, or any private individual.

ARTICLE IX – LIMITATION OF LIABILITY

The Association shall indemnify and hold harmless its officers and directors from liability incurred in the good faith performance of their duties. The Board may elect to procure appropriate insurance for this purpose.

ARTICLE X - AMENDMENTS

The Articles and Bylaws of the Corporation may be amended as set forth in the Bylaws of the Corporation subject to the members' reserved right to approve such amendments as set forth in the Bylaws of the Corporation.