

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WINONA BOATHOUSE ASSOCIATION, INC.

The following constitute the complete and amended and restated Articles of Incorporation of the Winona Boathouse Association, Inc. ("the Corporation"), a nonprofit corporation organized pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and all laws amendatory thereof and supplementary thereto.

Article 1

NAME

The name of the Corporation is: Winona Boathouse Association, Inc.

Article 2

NOT FORPROFIT

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the activities of the 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. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation in the performance of one or more of its purposes. No member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, but on dissolution said assets shall be disposed of in accordance with the provisions of Minnesota Statutes, Section 317A.735, for exclusively charitable or educational purposes, within the scope and meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist or as they may be hereafter amended from time to time.

Article 3

DURATION

The duration (term) of the Corporation is perpetual.

Article 4

PURPOSES

The Corporation is organized and shall be operated exclusively for, the following purposes:

- a. For the preservation and maintenance of the Latsch Island Boathouse Community, through the integration of sound ecological and harmonious community practices.
- b. To exercise all rights and powers conferred by the laws of the State of Minnesota upon nonprofit corporations, including and without limiting the generality of the foregoing, to acquire by bequest, devise gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- c. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATION

The corporation shall not afford pecuniary gain, nor pay dividends or other pecuniary remuneration, directly or indirectly, to its members, other than to members that are nonprofit organizations or subdivisions, units, or agencies of the United States or a state or local government, as permitted by Minnesota Statutes, Section 317A.011(6).

Article 6 MEMBERS

A Member shall be an individual who is a party to a Mooring Site License Agreement with the Corporation.

Article 7 BOARD OF DIRECTORS

The general management of the affairs of the corporation shall be vested in a Board of Directors, whose number, qualifications, terms, selection, authority, and other provisions related thereto shall be as specified in the Bylaws of the corporation. Directors of the corporation shall not be paid for services to the Corporation and shall not be liable for damages occasioned solely by reason of membership on or participation in board activities.

Article 8 REGISTERED OFFICE

The address of the Registered Office of the Corporation is WBA c/o Rick Carlson CPA, 902 East 2nd Street, Winona, MN 55987.

Article 9 BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Members, and may be altered, amended, or rescinded by the Members.

Article 10 AMENDMENT

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of the Members of the Corporation.

Article 11
NON-DISCRIMINATION

This corporation shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.

These amended and restated Articles of Incorporation of the Winona Boathouse Association, Inc. were approved by the Members at the January 28, 2023 membership meeting. This meeting was posted and called properly. A quorum was noted at this meeting and the amendments were discussed and approved.

Date: 3/7/23

Polly S. Gower
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Title: Chair