

ARTICLES OF INCORPORATION

OF

Camp UniStar Foundation

WE, THE UNDERSIGNED, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317A, Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves together as a body corporate and accept the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Camp UniStar Foundation.

ARTICLE II

REGISTERED OFFICE

The Registered office of this corporation shall be at 122 W. Franklin Avenue, Suite 303, Minneapolis, MN 55404.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this corporation shall be for charitable, religious, or educational purposes, 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 provisions of any future United States Internal Revenue Law. All funds whether income or principal and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes.

The specific purpose of this corporation is to manage and use the Camp UniStar property on Star Island in Cass County, Minnesota, to offer camper programs and experiences that:

- 1) Promote the values and ideals of Unitarian Universalism, and support the mission of the Prairie Star District, or the MidAmerica Region, of the Unitarian Universalist Association (collectively, the “UUA MAR”).
- 2) Enhance personal and spiritual growth through safe, healthy, and educational programs at a north woods island camp in Minnesota.
- 3) Be sustainable in the long-term - both financially and environmentally - driving positive changes for the camp, the island environment, and the surrounding community.
- 4) Foster a close-knit, caring, and accepting camper community, with an informal, intergenerational, and volunteer culture.

ARTICLE V

MEMBER

The corporation shall have one member, the UUA MAR, a 501c3 tax-exempt organization, which shall be responsible for electing three of the seven individuals to serve on the corporation’s board. In addition, the UUA MAR shall approve any changes to these articles of incorporation; to the corporation’s bylaws that impact the structural relationship between the UUA MAR and CUF, involve the transfer of camp property, or alter the purpose of CUF or the camp.

ARTICLE VI

NO PECUNIARY GAIN

The corporation shall not afford pecuniary gain, incidentally or otherwise to its member. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 or the corresponding provision 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 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII

DISSOLUTION

At the time of dissolution of the corporation, the board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to the UUA MAR, or, at the discretion of the UUA MAR, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the board shall determine. Any sale of the Camp UniStar property must first be approved by the UUA MAR. If this corporation dissolves without disposing of the Camp UniStar property, the UUA MAR will assume ownership of Camp UniStar. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator of this corporation is Frederick L. Hulting, 122 W. Franklin Avenue, Suite 303, Minneapolis, MN 55404.

ARTICLE IX

INITIAL BOARD

Pursuant to Minn. Stat. 317A.201, the initial board of this organization shall consist of the following five individuals: Carol Vaughn Asselstine, Arthur F. Boehm, Roberta Jean Cordano, Frederick L. Hulting, Elizabeth Anna Peterson.

ARTICLE X

PERSONAL LIABILITY

There shall be no liability of the member of this corporation for any corporation obligation.

ARTICLE XI

BOARD ACTION IN WRITING

Any action required or permitted to be taken at a board meeting, and not requiring member approval, may be taken by written action signed or consented to by authenticated electronic communication by the number of directors that would be required to take action at a meeting of the Board at which all directors were present, as prescribed by these bylaws; provided that if bylaws or statute require a different number to take action, that such number will be required.

Witness whereof in testimony, I/we have hereunto subscribed my/our name(s) this 19 day of January, 2013:

A handwritten signature in black ink, appearing to be "John A. [unclear]", written over a horizontal line.