

**VINJE LUTHERAN CHURCH
RESOLUTION TO CHANGE ARTICLES OF INCORPORATION
FROM CHAPTER 315 TO CHAPTER 317A**

WHEREAS, Vinje Lutheran Church was incorporated on April 20, 1876 and is presently incorporated under Minnesota Statutes, Chapter 315, and;

WHEREAS, Minnesota Statutes, Chapter 317A more closely aligns with the organization's choice of church government and practices, and affords greater legal protection for the congregation, therefore;

BE IT RESOLVED, that Vinje Lutheran Church, incorporated in 1876 and presently incorporated under Minnesota Statutes, Chapter 315, elects to change its corporate status to be governed by the provisions of Minnesota Statutes, Chapter 317A and accepts all the duties and responsibilities set forth by that Chapter, and that the Corporate Articles of Incorporation be amended to reflect this change, and;

BE IT FURTHER RESOLVED, that the Certificate of Incorporation of Vinje Lutheran Church, dated April 4, 1876, filed April 20, 1876 and recorded with the Kandiyohi County Recorder in Miscellaneous Record Book B at page 93; and also filed on September 21, 1957 in Miscellaneous Record No. 40 at page 183, are amended and restated by the striking out of those Articles and any amendments as they are originally and presently worded in their entirety. The restated Articles shall supersede and take the place of the existing Articles and any amendments to them so that the Articles of Incorporation of Vinje Lutheran Church shall now be as set forth on the attached Exhibit A.

BE IT FURTHER RESOLVED, that the current Constitution, although not needed under Chapter 317A, be maintained in its entirety, and that it be maintained with the corporate Bylaws, and that the Constitution and Bylaws of Vinje Lutheran Church as they presently exist, shall remain in full force and effect.

EXHIBIT A
(Updated Articles of Incorporation)

**ARTICLES OF INCORPORATION
OF
VINJE LUTHERAN CHURCH**

We, the undersigned incorporators of Vinje Lutheran Church, a Minnesota religious corporation, duly organized and existing in Kandiyohi County, under Minnesota Statutes, Chapter 315, do hereby certify that at a duly called congregational meeting of the members of the corporation held on _____, 2022 in Willmar, Minnesota, duly adopted a resolution amending the Articles of Incorporation, that resolution stating as follows:

BE IT RESOLVED, that Vinje Lutheran Church, incorporated in 1876 and presently incorporated under Minnesota Statutes, Chapter 315, elects to change its corporate status to be governed by the provisions of Minnesota Statutes, Chapter 317A and accepts all the duties and responsibilities set forth by that Chapter, and that the Corporate Articles of Incorporation be amended to reflect this change, and;

BE IT FURTHER RESOLVED, that the Certificate of Incorporation of Vinje Lutheran Church, dated April 4, 1876, filed April 20, 1876 and recorded with the Kandiyohi County Recorder in Miscellaneous Record Book B at page 93; and also filed on September 21, 1957 in Miscellaneous Record No. 40 at page 183, are amended and restated by the striking out of those Articles and any amendments as they are originally and presently worded in their entirety. The restated Articles shall supersede and take the place of the existing Articles and any amendments to them so that the Articles of Incorporation of Vinje Lutheran Church shall now be as set forth on the attached Exhibit A.

The restated Articles of Incorporation of as approved by the congregation members are as follows:

ARTICLE I.

The name of this corporation shall be **Vinje Lutheran Church.**

ARTICLE II.

The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Subject

to that limitation, this corporation shall have the unlimited power to engage in and do any act necessary or incidental to the conduct of any business for which corporations may be organized under Minnesota Statutes, Chapter 317A, together with the power to do or perform any acts consistent with or which may be implied under the powers expressly conferred upon corporations by Minnesota Statutes, Chapter 317A.

ARTICLE III.

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

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The location and address of the registered office of this corporation shall be 1101 Willmar Ave. SW, Willmar, MN 56201.

ARTICLE VI.

This corporation shall issue no capital stock.

ARTICLE VII.

The name and address of the incorporators who are the current members of the Church Council Executive Committee are:

Scott A. Hovland, 7950 15th St. NW, Willmar, MN 56201

Bradley Schmidt, 1100 14th St. SW, Willmar, MN 56201

Lynn Stier, 1400 27th St. NW, Willmar, MN 56201

Christina Boike, 2460 45th St. SW, Willmar, MN 56201

Angela Swart Hoppe, 6734 S. Elkhorn Dr., Spicer, MN 56288

ARTICLE VIII.

If provided in the Bylaws, the Corporation may have members of one or more classes as designated by the Board of Directors/Church Council.

ARTICLE IX.

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors, which shall also be known as the Church Council, as outlined in its Constitution and Bylaws. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to them as are consistent with the express provisions of these Articles of Incorporation shall be as specified in the Constitution and Bylaws of the Corporation.

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee of that Board may be taken without a meeting when authorized in writing signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors are present or by all of the members of the Executive Committee, as the case may be; provided that all directors are notified of the text of the written action prior to the signing by any of the directors.

ARTICLE X.

Consistent with Minnesota Statutes, Section 317A.257, no person who serves without compensation as a director, incorporator, officer, trustee, member or agent of the Corporation shall in any way be personally or individually liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the Corporation nor civilly liable for an act or omission by that person. To the fullest extent permitted by Minnesota law, the Corporation shall indemnify and hold harmless every such person serving the Corporation for any and all expenses, damages, fines, judgments, awards or costs incurred in connection with the defense of any action, suit or proceeding in which such person may be made a party by reason of being a director, incorporator, officer, trustee, member or agent.

ARTICLE XI.

The corporation is formed as a church and has and will continued to qualify for exemption from federal income tax under IRC Section 501(c)(3). To that end, the corporation is organized and operated exclusively for religious. All of the following requirements shall be met at all times:

- The net earnings of the corporation may not inure to the benefit of any private individual or member.
- No substantial part of the corporation's activity may be attempting to influence legislation.
- The corporation may not intervene in political campaigns.
- The corporation's purposes and activities may not be illegal or violate fundamental public policy.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands this ____ day of _____, 2022.

Scott A. Hovland

STATE OF MINNESOTA)
)**ss**
COUNTY OF KANDIYOHI)

The foregoing instrument was acknowledged before me this _____ day of _____, 2022 by Scott A. Hovland.

(Notarial Stamp)

Signature of Notary

Bradley J. Schmidt

STATE OF MINNESOTA)
)**ss**
COUNTY OF KANDIYOHI)

The foregoing instrument was acknowledged before me this _____ day of
_____, 2022 by Bradley J. Schmidt.

(Notarial Stamp)

Signature of Notary

Lynn Stier

STATE OF MINNESOTA)
)**ss**
COUNTY OF KANDIYOHI)

The foregoing instrument was acknowledged before me this _____ day of
_____, 2022 by Lynn Stier.

(Notarial Stamp)

Signature of Notary

Christina Boike

STATE OF MINNESOTA)
)**ss**
COUNTY OF KANDIYOHI)

The foregoing instrument was acknowledged before me this _____ day of
_____, 2022 by Christina Boike.

(Notarial Stamp)

Signature of Notary

Angela Swart Hoppe

STATE OF MINNESOTA)
)ss
COUNTY OF KANDIYOHI)

The foregoing instrument was acknowledged before me this _____ day of _____, 2022 by Angela Swart Hoppe.

(Notarial Stamp)

Signature of Notary

This Instrument was Drafted by:

Bradley J. Schmidt
JOHNSON, MOODY, SCHMIDT KLEINHUIZEN & ZUMWALT, P.A.
P. O. Box 913
Willmar, MN 56201
320-235-2000