



**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
DULUTH-SUPERIOR ALPINE CLUB**

I, David Thickens, the undersigned officer of the Duluth Superior Alpine Club, a nonprofit corporation governed by Minnesota Statutes Chapter 317A, hereby certify the following Amended and Restated Articles of Incorporation for the corporation were duly adopted to amend, restate and supersede the original Articles of Incorporation on file with the Secretary of State and all amendments thereto:

**ARTICLE I**

The name of this corporation shall be "Duluth-Superior Alpine Club" /

**ARTICLE II**

The purpose of the corporation shall be to carry an educational program of teaching Alpine ski racing and recreational skiing to youth, 18 and younger, who are residents of northeastern Minnesota and northwestern Wisconsin, and such nonresidents as the Board of Directors may from time to time decide to include in such programs; and for such purpose to hire coaches to conduct physical training and develop and improve the skills of their pupils in skiing, to conduct ski races and recreational skiing events, and to acquire all necessary equipment for teaching and racing purposes; and to do all things permitted by law for accomplishment of such purposes.

**ARTICLE III**

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of its net income or net earnings shall inure to the benefit of any private member, shareholder, or individual.

**ARTICLE IV**

The corporation shall have no capital stock.

**ARTICLE V**

The corporation shall have no corporate seal.

**ARTICLE VI**

The period of duration of its corporate existence shall be perpetual.

**ARTICLE VII**

Its registered offices in this state shall be in the City of Duluth, Minnesota.

**ARTICLE VIII**

The names and addresses of the incorporators are:

Melvin Cohen,  
P.A. Brigalia,

2337 East 8<sup>th</sup> St., Duluth, Minnesota  
2531 East 1<sup>st</sup> St., Duluth, Minnesota

William G. Atmore,  
John E. Haavik,

636 Ridgewood Rd., Duluth, Minnesota  
2530 East 6<sup>th</sup> St., Duluth, Minnesota

## ARTICLE VIII

The names and Addresses of the first Board of Directors are:

William G. Atmore,	636 Ridgewood Rd., Duluth, Minnesota
P.A. Brigalia,	2531 East 1 <sup>st</sup> St., Duluth, Minnesota
Chalres R. Carlberg, Sr.,	413 North 43 <sup>rd</sup> Ave. West, Duluth, Minnesota
Melvin Cohen,	2337 East 8 <sup>th</sup> St., Duluth, Minnesota
David M. Douglas,	3650 East 4 <sup>th</sup> St., Duluth, Minnesota
John E. Haavik,	2530 East 6 <sup>th</sup> St., Duluth, Minnesota
Martin P. Harney,	1727 East Superior St., Duluth, Minnesota
George Hovland,	144 Lyons St., Duluth, Minnesota
Ivan Iverson,	619 East 5 <sup>th</sup> St., Duluth, Minnesota
Gerard Lawson,	5225 Otsego St., Duluth, Minnesota
Russel Moore,	212 East Arrowhead Rd., Duluth, Minnesota
Harry W. Nash,	853 Grandview Ave., Duluth, Minnesota
Wesley K. Neustel,	1011 North 19 <sup>th</sup> Ave East, Duluth, Minnesota
Burns Nugent,	2828 Branch St., Duluth, Minnesota
John H. Russi,	3729 East 3 <sup>rd</sup> St., Duluth, Minnesota
John F. Schmid,	2615 Greysolon Rd., Duluth, Minnesota
Paul Vesterstein,	2416 Cambersburg St., Duluth, Minnesota

They shall serve as Directors until the first Monday in November, 1966. Beginning with the first Monday in November, 1966, the Board of Directors shall be elected by the members in such numbers, at such times, and for such terms as are provided for in the Bylaws of this corporation.

## ARTICLE X

The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time elect. The officers of the corporation shall be elected at the annual meting of the Board of Directors and shall hold office for one year and until their successors shall be elected. The names of the first officers who shall serve until the first Monday in November, 1966, are as follows:

President	Melvin Cohen
First Vice President	P.A. Brilia
Second Vice President	William G. Atmore
Secretary-Treasurer	John E. Haavik

## ARTICLE XI

Any person who is interested in the sport of skiing, either as a participant or as an instructor or helper of those participating may apply for membership. All applications for membership shall be subject to approval and acceptance by the Board of Directors.

## ARTICLE XII


The members, directors, officers and employees of the corporation shall have no personal liability whatsoever for any corporate obligations, and shall be entitled to indemnification to the fullest extent allowed pursuant to applicable statutes.

### ARTICLE XIII

Upon dissolution of this corporation an after payment of all its costs, expenses, liabilities and obligations, its property and assets shall be conveyed to some other organization which has the same general purposes as this corporation and which itself shall be exempt from Federal income tax under Section 501(c)(3) of the 1954 Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto set my hand effective this 30th day of December, 2010 on behalf of the Duluth-Superior Alpine Club.

Duluth-Superior Alpine Club

By:   
David W. Thickens  
Its: President

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED *pc*  
JUL 06 2011  
*Mark Ritchie*  
Secretary of State

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DULUTH ALPINE CLUB**

We, the undersigned President and Secretary of the Duluth Alpine Club, a Minnesota non-profit corporation, hereby certify that at a meeting of the members of the corporation held at Duluth, Minnesota, on February 8, 1994, pursuant to due notice and in conformity with the statute, and called for the expressly stated purpose of acting thereon, the following resolutions as proposed by the Board of Directors were adopted by a majority vote of the members voting at that meeting, namely:

RESOLVED, that Article I of the Articles of Incorporation of the Duluth Alpine Club, as previously amended, be and it hereby is amended to delete the words "Duluth Alpine Club" and replace them with the words "Duluth-Superior Alpine Club."

RESOLVED, that Article II of the Articles of Incorporation of the Duluth Alpine Club, as previously amended, be and it hereby is amended to delete in the third and fourth lines of said Article the words "who are residents of the City of Duluth" and to replace those words with the words "who are residents of northeastern Minnesota and northwestern Wisconsin."

RESOLVED, FURTHER, that the President and Secretary be and they are hereby authorized and directed to execute appropriate Articles of Amendment setting forth the foregoing amendments and the manner of the adoption thereof, and to cause the same to be filed and recorded as required by the statutes of the State of Minnesota in such case made and provided.

And we do further certify that we have carefully compared the foregoing copy of said resolutions with the record thereof now

appearing in the minutes of said meeting and that the foregoing is a true and correct copy of said resolutions as they appear upon the records of said corporation and of the whole thereof.

IN WITNESS WHEREOF, we, the undersigned President and Secretary, respectively, of said corporation, have hereunto set our hands this 18<sup>th</sup> day of February, 1994.

IN PRESENCE OF:

Marta Lukasevych

Cecilia Baumgardt

Dennis C. Monson  
Dennis C. Monson, President

Debra A. Clingman  
Debra A. Clingman, Secretary



63475

FILED FOR RECORD MAR 30 1966 AT 9:10  
ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DULUTH ALPINE CLUB

A-27, 178 63475

We, the undersigned President and Secretary of Duluth Alpine Club, a Minnesota nonprofit corporation, do hereby certify that at a special meeting of the members of said corporation held at 2337 East Eighth Street, Duluth, Minnesota, on March 17, 1966, at eight o'clock P.M., pursuant to due notice and in conformity with statute, and called for the expressly stated purpose of acting thereon, the following resolutions as proposed by the Board of Directors were adopted by a majority vote of the members voting at the meeting, namely:

RESOLVED, that Article XIII of the Articles of Incorporation of Duluth Alpine Club be amended to read as follows:

ARTICLE XIII

Upon dissolution of this corporation and after payment of all its costs, expenses, liabilities and obligations, its property and assets shall be conveyed to some other organization which has the same general purposes as this corporation and which itself shall be exempt from Federal income tax under Section 501(c)(3) of the 1954 Internal Revenue Code.

RESOLVED, FURTHER, that the President and Secretary be and they are hereby authorized and directed to execute appropriate Articles of Amendment setting forth the foregoing amendment and the manner of the adoption thereof and to cause the same to be filed and recorded as required by the statutes of the State of Minnesota in such case made and provided.

And we do further certify that we have carefully compared the foregoing copy of said resolutions with the record thereof now appearing in the minutes of said meeting and that the foregoing is a true and correct copy of said resolutions as they appear upon the records of said corporation and of the whole thereof.

IN WITNESS WHEREOF, we, the undersigned President and Secretary, respectively, of said corporation, have hereunto set our hands this 17th day of March, 1966.

In Presence of:

Robert C. Morton

Edward J. Jensen

Wm. Lohar  
President  
John F. Hoarick  
Secretary

63475

~~A-29~~ 179

STATE OF MINNESOTA, }  
County of St. Louis. } ss.

On this 17th day of March, 1966, before me, a Notary Public within and for said County and State, personally appeared MELVIN COHEN and JOHN E. HAAVIK, who, being by me each duly sworn, did say that they are the President and Secretary, respectively, of the corporation named in the foregoing Articles of Amendment; that they have read the foregoing articles severally subscribed by them as such officers and that the statements made therein are true, that said corporation has no seal, that the said certificate was executed by them in behalf of said corporation by authority of the resolutions of its members duly adopted at the meeting mentioned in said certificate; and said MELVIN COHEN and JOHN E. HAAVIK severally acknowledged that they executed said articles freely and voluntarily, for the uses and purposes therein expressed, and as the free act and deed of said corporation.

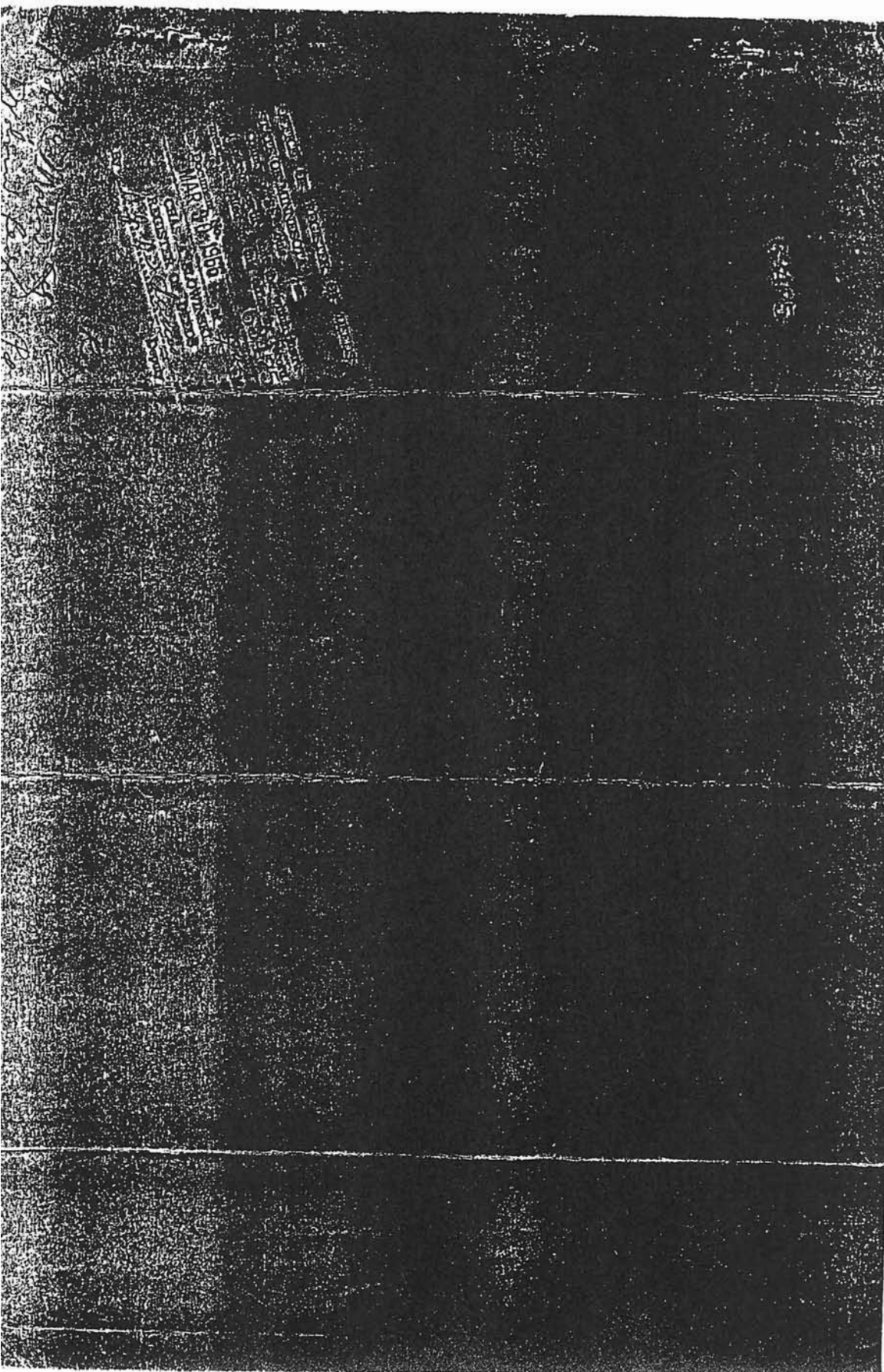
*Robert C. Morton*

ROBERT C. MORTON  
NOTARY PUBLIC, St. Louis County, Minnesota  
My Commission Expires November 13, 1967.



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 22 day of March A. D. 19 66 at 8 o'clock A. M., and was duly recorded in Book A-27 of Incorporations, on page 478  
*Joseph L. Donovan*  
Secretary of State

APPROVED & FILED  
INDEXED  
IND. FILED  
DEX. CH. 1



RECORDED DEC 22 1965 AT *gw*  
ARTICLES OF INCORPORATION

*Q-26, 274*

60375

60375

OF

DULUTH ALPINE CLUB

We, the undersigned, for the purpose of forming a corporation under the provisions of the Minnesota Nonprofit Corporation Act, do hereby associate ourselves as a body corporate and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "Duluth Alpine Club."

ARTICLE II

The purpose of the corporation shall be to carry on an educational program of teaching Alpine ski racing and recreational skiing to amateurs, particularly young people, who are residents of the City of Duluth, and such nonresidents as the Board of Directors may from time to time decide to include in such program; and for such purpose to hire coaches to conduct physical training and develop and improve the skills of their pupils in skiing, to conduct ski races and recreational skiing events, and to acquire all necessary equipment for teaching and racing purposes; and to do all things permitted by law for the accomplishment of such purpose.

ARTICLE III

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of its net income or net earnings shall inure to the benefit of any private member, shareholder, or individual.

ARTICLE IV

The corporation shall have no capital stock.

ARTICLE V

The corporation shall have no corporate seal.

ARTICLE VI

The period of duration of its corporate existence shall be perpetual.

60375

ARTICLE VII

Its registered office in this state shall be in the City of Duluth, Minnesota.

ARTICLE VIII

The names and addresses of the incorporators are:

Melvin Cohen,	2337 East 8th St., Duluth, Minnesota
P. A. Briglia,	2531 East 1st St., Duluth, Minnesota
William G. Atmore,	636 Ridgewood Road, Duluth, Minnesota
John E. Haavik,	2530 East 6th Street, Duluth, Minnesota

ARTICLE IX

The names and addresses of the first Board of Directors are:

William G. Atmore,	636 Ridgewood Road, Duluth, Minnesota
P. A. Briglia,	2531 East 1st St., Duluth, Minnesota
Charles R. Carlberg, Sr.,	413 North 43rd Ave. West, Duluth, Minnesota
Melvin Cohen,	2337 East 8th St., Duluth, Minnesota
David M. Douglas,	3650 East 4th St., Duluth, Minnesota
John E. Haavik,	2530 East 6th St., Duluth, Minnesota
Martin P. Harney,	1727 East Superior St., Duluth, Minnesota
George Hovland,	144 Lyons St., Duluth, Minnesota
Ivan Iverson,	619 East 5th St., Duluth, Minnesota
Gerard Lawson,	5225 Otsego St., Duluth, Minnesota
Russell Moore,	212 East Arrowhead Road, Duluth, Minnesota
Harry W. Nash,	853 Grandview Ave., Duluth, Minnesota
Wesley K. Neustel,	1011 North 19th Ave. East, Duluth, Minnesota
Burns Nugent,	2828 Branch St., Duluth, Minnesota
John H. Ruusi,	3729 East 3rd St., Duluth, Minnesota
John F. Schmid,	2615 Greysolon Road, Duluth, Minnesota
Paul Vesterstein,	2416 Chambersburg St., Duluth, Minnesota

60375

They shall serve as Directors until the first Monday in November, 1966. Beginning with the first Monday in November, 1966, the Board of Directors shall be elected by the members in such numbers, at such times, and for such terms as are provided for in the Bylaws of this corporation.

ARTICLE X

The officers of this corporation shall be a President, First Vice President, Second Vice President, and Secretary-Treasurer, and such other officers as the Board of Directors may from time to time elect. The officers of the corporation shall be elected at the annual meeting of the Board of Directors and shall hold office for one year and until their successors shall be elected. The names of the first officers who shall serve until the first Monday in November, 1966, are as follows:

President	- Melvin Cohen
First Vice President	- P. A. Briglia
Second Vice President	- William G. Atmore
Secretary-Treasurer	- John E. Haavik

ARTICLE XI

Any person who is interested in the sport of skiing, either as a participant or as an instructor or helper of those participating, may apply for membership. All applications for membership shall be subject to approval and acceptance by the Board of Directors.

ARTICLE XII

The members of the corporation shall have no personal liability whatsoever for any corporate obligations.

ARTICLE XIII

Upon dissolution of this corporation and after payment of all its costs, expenses, liabilities and obligations, its property and assets

shall be conveyed to some other organization which has the same general purposes as this corporation.

60375

IN WITNESS WHEREOF, we have hereunto set our hands this 12TH day of DECEMBER, 1965.

Melvin Cohen  
P. A. Briglia  
William G. Atmore  
John E. Haavik

STATE OF MINNESOTA, }  
COUNTY OF ST. LOUIS. } ss.

On this 12TH day of DECEMBER, 1965, before me, a Notary Public within and for said County and State, personally appeared MELVIN COHEN, P. A. BRIGLIA, WILLIAM G. ATMORE and JOHN E. HAAVIK, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed for the purposes therein expressed.

Robert C. Morton

ROBERT C. MORTON  
NOTARY PUBLIC, St. Louis County, Minnesota  
My Commission Expires November 13, 1967.



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in this office on the 12 day of Dec. A. D. 1965 at 9 o'clock A. M., and was duly recorded in Book Q-26 of Incorporations, on page 274.  
Joseph L. Donovan  
Secretary of State

APPR'D & FILED  
INDEXED  
IND. FILED  
DEX. CHECKED