

ARTICLES OF INCORPORATION

of Do Good Minnesota

ARTICLE I – NAME

The name of the corporation shall be **Do Good Minnesota**.

ARTICLE II – REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be located at:

520 1st AVE NE

City of **Byron**

County of **Olmsted**

State of Minnesota, ZIP **55920**

The registered agent at that address is:

Brandon Nicklay

ARTICLE III – PURPOSE

This corporation is organized exclusively for charitable, educational, and community-focused purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose of this corporation is to promote and support charitable efforts and programs that benefit individuals and communities throughout Minnesota.

ARTICLE IV – LIMITATIONS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
2. 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 or in opposition to any candidate for public office.
3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V – DURATION

The duration of this corporation shall be perpetual.

ARTICLE VI – MEMBERSHIP

The corporation shall have classes of members. The eligibility and rights of the members shall be as set forth in the Bylaws of the corporation.

ARTICLE VII – INCORPORATORS

The name and address of the incorporator is:

Mary Nicklay

520 1st AVE NE

Byron, MN 55920

ARTICLE VIII – BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the initial board is 3 (three) and the names and addresses of the persons who are to serve as the initial directors are:

1. **Mary Nicklay** – President
Address: **520 1st AVE NE, Byron, MN 55920**
2. **Cindy Clayton** - Secretary
Address: **31649 100th St, Waseca, MN 56093**
3. **Sara Fryer** - Treasurer
Address: **1218 Sundance Ct NE, Byron, MN 55920**

ARTICLE IX – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

IN WITNESS WHEREOF, the incorporator has hereunto set her hand this 07 day of October, **2025**.

Signature of Incorporator:

Mary Nicklay

BYLAWS

of Do Good Minnesota

A Minnesota Nonprofit Corporation

ARTICLE I – NAME AND PURPOSE

Section 1: Name

The name of the organization shall be **Do Good Minnesota**.

Section 2: Purpose

The organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. The mission is to support, coordinate, and promote initiatives that advance the well-being of Minnesota communities.

ARTICLE II – OFFICES

The principal office of the corporation shall be located at:

520 1st AVE NE, Byron, MN 55920

The corporation may also have offices at such other places as the Board of Directors may determine.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility for Membership

Membership shall be open to any individual or organization that supports the purpose and mission of the corporation. The Board of Directors may define classes of membership and voting rights.

Section 2: Voting Rights

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Resignation and Termination

Any member may resign by submitting a written notice. The Board of Directors may terminate a membership for cause, after an appropriate hearing.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2: Number and Tenure

The Board shall consist of at least three (3) directors. Each director shall serve a term of 1 year and may be re-elected.

Section 3: Regular Meetings

The Board shall hold at least one annual meeting and may hold additional meetings as needed.

Section 4: Special Meetings

Special meetings may be called by the President or by any two directors.

Section 5: Notice

Notice of each meeting shall be given at least five (5) days prior by mail, email, or phone.

Section 6: Quorum

A majority of the Board shall constitute a quorum.

Section 7: Vacancies

Vacancies on the Board shall be filled by majority vote of the remaining directors.

ARTICLE V – OFFICERS

Section 1: Officers

The officers of the corporation shall be a President, a Secretary, and a Treasurer. Additional officers may be elected as necessary.

Section 2: Election and Term of Office

Officers shall be elected annually by the Board of Directors.

Section 3: Removal

Any officer may be removed by a majority vote of the Board.

Section 4: Duties

- **President** – The President shall preside at all meetings, oversee organizational strategy, and ensure Board directives are implemented.
- **Secretary** – The Secretary shall keep the minutes of meetings and maintain corporate records.
- **Treasurer** – The Treasurer shall manage the finances of the organization and present financial reports to the Board.

ARTICLE VI – COMMITTEES

The Board may create committees as needed. Each committee shall include at least one director and may include non-directors as members.

ARTICLE VII – FINANCIAL PROVISIONS

Section 1: Fiscal Year

The fiscal year of the corporation shall end on the last day of December unless otherwise fixed by the Board.

Section 2: Checks and Deposits

All checks or disbursements must be authorized by the Treasurer and one other officer.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent allowed by Minnesota law, the corporation shall indemnify its officers, directors, employees, and agents against expenses and liabilities.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing at least one week in advance.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors of **Do Good Minnesota** on the 07 day of October, **2025**.

Signed:

Mary Nicklay, President

Cindy Clayton, Secretary
