

RESTATED ARTICLES OF INCORPORATION
OF
THE SAINT PAUL CHAMBER ORCHESTRA SOCIETY
WITH AMENDMENTS, OCTOBER 14, 1997

The undersigned, Scotty Gillette and Harriet Lansing, being the President and Secretary respectively of The Saint Paul Chamber Orchestra Society, a Minnesota non-profit corporation, do hereby certify that at a meeting of the Board of Directors held on May 28, 1982, notice of which meeting and of the proposed Restated Articles of Incorporation to be adopted was duly given to all directors, the following Restated Articles of Incorporation to supersede and take the place of the existing Articles of Incorporation were duly adopted by the affirmative vote of all directors present, there being a quorum in attendance throughout the entire meeting,

RESTATED ARTICLES OF INCORPORATION
OF
THE SAINT PAUL CHAMBER ORCHESTRA SOCIETY

ARTICLE I.

Effective on and after July 1, 1982 these Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

ARTICLE II.

The name of this Corporation is THE SAINT PAUL CHAMBER ORCHESTRA SOCIETY.

ARTICLE III.

The purpose of this corporation shall be to foster, promote and increase the musical knowledge and appreciation of the public by educational activities and by organizing and presenting performances of music which are deemed by responsible and informed persons to be suitable for such educational purposes; to accept gifts and contributions; to put to productive use all of the funds and property which it may own at any time; and to use and distribute its income and property for the educational purposes hereinbefore specified; provided, however, that no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and provided, further, that this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV.

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

ARTICLE V.

In order to further the purposes hereinbefore specified, this corporation shall have the power:

- (1) To engage from time to time, and to establish, maintain and operate a group or groups of musicians capable of performing music for the exclusively educational purposes herein stated, and to present such performances at such times and such places and for such consideration as the Directors may determine.
- (2) To register and protect the trade name of The Saint Paul Chamber Orchestra Society, or such other trade name or designations as are appropriate for the group or groups so maintained.
- (3) To effect all arrangements desirable and necessary for obtaining works for performance, either old or new, and for disseminating the knowledge and products of such performances to the public in concerts and in homes, schools and other places by all means known to art and science.
- (4) To accept gifts to it in cash, securities and real or personal property and to accede to conditions attached to such gifts which are not incompatible with the purposes of the corporation as herein set forth.
- (5) To borrow money; to buy, sell, lease and otherwise acquire, and to mortgage, pledge, lease and otherwise dispose of, property, real or personal of every kind; to hold its assets in cash or to invest and reinvest them as the members shall see fit; to purchase, hold, sell, transfer, pledge or otherwise acquire or dispose of shares of the capital stock of, or bonds or securities or evidences of indebtedness created by any other corporation or corporations, or municipality, county, state, country, nation or government, or issued by any individual, including the power to exercise any rights incidental to the ownership of such property; and to supply and compensate employees, agents and representatives of the corporation.
- (6) To exercise such other powers as are permitted from time to time by the applicable statutes of Minnesota and as are appropriate to the accomplishment of the corporate purposes.

ARTICLE VI.

All of the corporation's property and all of its net earnings shall be distributed, used and applied at the discretion of its Directors in such amount and at such times as its Directors may determine for the

purposes for which the corporation is created; provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual.

Upon the dissolution or liquidation of the corporation all of its assets and property shall, after the payment of its liabilities, be paid over to one or more organizations designated by the Directors, which organization itself has similar purposes and has established an appropriate tax-exempt status under Section 501 (c) (3) of the United States Internal Revenue Code, or any amendments thereto or substitute therefor effective on the date of such payment, and in no event shall any of the assets and property of the corporation vest in or be distributed to any private member or individual.

ARTICLE VII.

The duration of existence of this Corporation shall be perpetual.

ARTICLE VIII.

The location of the registered office of this Corporation shall be St. Paul, Minnesota.

ARTICLE IX.

The names and addresses of the directors at the time of adoption of these Restated Articles of Incorporation are as follows:

Anthony Adducci
107 W. Pleasant Lake Road
St. Paul, MN 55110

Russell C. Brown
520 Grand Hill
St. Paul, MN 55102

June H. Barrows
2029 Summit Avenue
St. Paul, MN 55105

Philip L. Bruner
8432 80th Street North
Stillwater, MN 55082

Elinor Watson Bell
518 Harrington Road
Wayzata, MN 55391

Larry D. Buegler
1905 Tatum Avenue
St. Paul, MN 55113

Ronald M. Bosrock
1814 Hillcrest
St. Paul, MN 55116

Arnold F. Caswell
3916 Richfield Road
Minneapolis, MN 55410

James J. Bowe
1720 Logan Avenue S.
Minneapolis, MN 55403

Richard Diedrich
703 Laurel Avenue
St. Paul, MN 55102

Roger P. Brosnahan
9 Manitou Island
White Bear Lake, MN 55110

Charles M. Eldridge
111 East Kellogg Blvd.
#2702
St. Paul, MN 55101

Mary Ann Feldman
2906 East Minnehaha Parkway
Minneapolis, MN 55406

Alan Fischlowitz
2760 Drew Avenue South
Minneapolis, MN 55416

Hugh A. Fitzgerald
825 Fairmount Avenue
St. Paul, MN 55105

James D. Foley, M.D.
30 South St. Albans, #4
St. Paul, MN 55105

Donald E. Garretson
709 Linwood Avenue
St. Paul, MN 55105

Scotty Gillette
2309 E. Lake of the Isle Blvd.
Minneapolis, MN 55405

John Gilpin
15617 South Afton Blvd.
Afton, MN 55001

Dr. Ernest Goodman
1045 Davern Avenue South
St. Paul, MN 55116

C.E. Bayliss Griggs
10 High Road
Inver Grove Heights, MN 55075

Alene Grossman
95 Clay Cliffe
Tonka Bay, MN 55331

George Gruenwald
1725 Hunter Drive
Wayzata, MN 55391

John L. Hannaford
1330 Goose Lake Road
White Bear Lake, MN 55110

Mrs. Flora Hausman (Jerome)
1772 Dupont Avenue South
Minneapolis, MN 55403

Mrs. Hella Hueg
1170 Dodd Road
St. Paul, MN 55118

Betty L. Hum
4128 Aldrich Avenue S.
Minneapolis, MN 55409

Samuel W. Hunter
1175 Orchard Place
St. Paul, MN 55118

Ruth S. Huss
722 Linwood Avenue
St. Paul, MN 55105

John O. Irvine
3 Manitou Island
White Bear Lake, MN 55110

William S. Joyce
1720 Dupont Avenue South
Minneapolis, MN 55403

Dr. Arthur Kaemmer
2134 Carroll Avenue
St. Paul, MN 55104

Herbert F. Kahler
3275 East Eldorado Trail
Minnetonka, MN 55343

Robert L. Kalenda
Route 5
St. Cloud, MN 56301

Roger A. Katzenmaier
991 Lydia Drive
Roseville, MN 55113

Dennis J. Kelly
3006 Kellogg Square
St. Paul, MN 55101

Mrs. William A. King
2950 Dean Parkway
Apt. 1801
Minneapolis, MN 55416

Judge Harriet Lansing
One Heather Place
St. Paul, MN 55102

Donald C. Levin
26 Dellwood Avenue
Dellwood
White Bear Lake, MN 55110

Jerry W. Levin
7117 Fleetwood Drive
Edina, MN 55435

David Lieberman
4721 E. Lake Harriet Blvd.
Minneapolis, MN 55409

David M. Lilly
18 Summit Court
St. Paul, MN 55102

Judy R. Mahoney
1077 Sibley Memorial Highway
Apt. 604
St. Paul, MN 55118

Mrs. Lorraine Martin
1007 Overlook Road
Mendota Heights, MN 55118

John M. Mason
2849 Burnham Blvd.
Minneapolis, MN 55416

William M. McGrath, Jr.
6512 Braeburn Circle
Edina, MN 55435

John H. Myers
445 Otis Avenue
St. Paul, MN 55104

Philip H. Nason
1373 Summit Avenue
St. Paul, MN 55105

Miles A. Nelson
26 Duck Pass Road
St. Paul, MN 55110

Wendy W. Nelson
4740 Upton Avenue South
Minneapolis, MN 55410

J. G. Ordway, Jr.
10 Dellwood Avenue
White Bear Lake, MN 55110

Aldo Papone
2950 Dean Parkway
Minneapolis, MN 55416

Philip Perkins
13 Manitou Island
White Bear Lake, MN 55110

Daniel R. Pennie
335 Salem Church Road
St. Paul, MN 55118

Walter E. Pratt
2120 Newton Avenue South
Minneapolis, MN 55405

Mary H. Rice
Box 649
Bayfield, WI 54814

Sarah Rockler
24 Circle West
Edina, MN 55436

William Sands
869 Osceola Avenue
St. Paul, MN 55105

Robert J. Sivertsen
29 Summit Court
St. Paul, MN 55102

Ronald D. Soderberg
505 Holly Avenue
St. Paul, MN 55102

David J. Speer
1400 Alpine Pass
Golden Valley, MN 55416

Mrs. Lowell Swenson
315 North Maple Avenue
Thief River Falls, MN 56701

Kenneth F. Tiede
4525 E. Lake Harriet Blvd.
Minneapolis, MN 55409

Preston Townley
2001 West Franklin Avenue
Minneapolis, MN 55405

Mrs. E. M. Whitacre, Jr.
1709 Hampshire Avenue
St. Paul, MN 55116

Daniel R. Wachtler
621 Lake Avenue
White Bear Lake, MN 55110

John W. Windhorst, Jr.
4907 West Lakeview Drive
Minneapolis, MN 55424

Eugene M. Warlich
87 East Pleasant Lake Road
St. Paul, MN 55110

Irma Wyman
306 Selby Avenue
St. Paul, MN 55102

Fred Weil, Jr.
2433 Hopkins Cross Road
Minnetonka, MN 55343

Harold Zats
787 Ridge Road
St. Paul, MN 55116

The classes, number, qualification, term of office, manner of election, time and place of meetings, and powers and duties of the Members and of the Directors shall be prescribed by the By-Laws. Authority to make and alter By-Laws is hereby vested in the Board of Directors, subject to the powers of the Members to change or repeal such By-Laws.

ARTICLE X.

The members of this Corporation shall not be subject to any extent whatsoever to personal liability for the obligations of this Corporation.

ARTICLE XI.

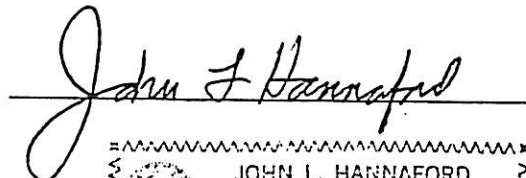
This Corporation shall have no capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of June, 1982.

STATE OF MINNESOTA)
) SS.
COUNTY OF RAMSEY)

On this 16th day of June, 1982, before me personally appeared Scotty Gillette and Harriet Lansing, to me known, who, being first duly sworn, said that they are the President and Secretary, respectively, of The Saint Paul Chamber Orchestra Society, the corporation named in the foregoing instrument, and that the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors, and they acknowledged the foregoing instrument to be the free act and deed of that corporation.

see next page for Articles of Amendment


JOHN L. HANNAFORD
NOTARY PUBLIC - MINNESOTA
RAMSEY COUNTY
My Commission Exp. April 24, 1983

The Saint Paul Chamber Orchestra Society
Amendment to Articles of Incorporation
Amendment approved by Members, October 14, 1997:

ARTICLE IX.

The classes, number, qualification, term of office, manner of election, time and place of meetings, and powers and duties of the Members and of the Directors shall be prescribed by the Bylaws. Authority to make and alter Bylaws is hereby vested in the Board of Directors.