

COOP-4290

**ARTICLES OF INCORPORATION
OF
TILSNER ARTISTS COOPERATIVE**

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WE, THE UNDERSIGNED, all being of legal age and acting for ourselves as individuals, do hereby associate for the purpose of organizing and incorporating a cooperative association under Chapter 308A of the Minnesota Statutes and to that end we hereby adopt and sign the following Articles of Incorporation.

ARTICLE I.

The name of the Cooperative is Tilsner Artists Cooperative.

ARTICLE II.

The purpose or purposes for which the Cooperative is formed is to act as a cooperative association for purposes of Section 273.124, Subd. 6 of the Minnesota Statutes, and the general nature of its business is as follows:

1. To provide artists on a cooperative basis.
2. To construct, operate, maintain and improve, and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the provision of such housing.
3. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, pledge or other lien.
4. To enter into any kind of activity and to perform any carry out contracts of any kind necessary to, in conjunction with, or incidental to the accomplishment of the purposes of the Cooperative.
5. To make patronage refunds to members, occupants of dwelling units, or others as provided by the bylaws and/or occupancy agreements.

ARTICLE III.

The principal place of business and registered office of the Cooperative shall be Artspace Projects, Inc., 400 First Avenue North, Suite 518, Minneapolis, Minnesota 55401.

ARTICLE IV.

The Cooperative shall have perpetual duration.

ARTICLE V.

The Cooperative is organized upon a non-stock basis and will not be operated for profit. There shall be one class of membership, and such members shall be those members who occupy residential units in the Cooperative. The Cooperative may recognize more than one member for each residential unit but each residential unit shall be restricted to one vote in the affairs of the Cooperative.

ARTICLE VI.

No transfer of membership shall be made except with the approval of the Board of Directors of the Cooperative.

ARTICLE VII.

The names and post office addresses of the Incorporators, who shall also be the first Board of Directors, and who shall hold office until the first annual meeting of the members and until their successors are duly elected and qualified, are as follows:

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Colleen M. Carey
400 Selby Avenue, Suite C
St. Paul, MN 55102

L. Kelley Lindquist
400 First Avenue North, Suite 518
Minneapolis, MN 55401

James D. Steiner
400 Selby Avenue, Suite C
St. Paul, MN 55102

Janice Plimpton
400 First Avenue North, Suite 518
Minneapolis, MN 55401

Thomas L. Nordyke, Jr.
400 First Avenue North, Suite 518
Minneapolis, MN 55401

Thereafter, commencing with the first annual meeting of the members, the board shall have seven directors or such other number as is provided in the Bylaws, all of whom shall be elected by the members of the Cooperative and shall be residents of one or more of the units in the Tilner Building. Directors shall act until their successors are duly elected and qualified. Officers shall be elected as provided for in the Bylaws.

ARTICLE VIII.

The Cooperative shall be operated without profit to itself and shall be operated for the mutual benefit of its members. The Cooperative or its appointed representative shall retain from receipts (1) the amounts necessary to pay expenses, including adequate provisions for depreciation, doubtful accounts and other reserves, and (2) such amounts as are necessary to provide capital reserves required by law or deemed necessary or desirable by the Board of

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Directors. Any net income in excess of additions to reserves shall be distributed pro rata on the basis of membership.

ARTICLE IX.

Notwithstanding any other provision contained herein, the Cooperative is authorized to enter into any and all leases, contracts or other agreements necessary or incidental to the leasing, operation and management of the Tilsner Building. Further, the Cooperative shall enter into any agreements necessary to subordinate its interest in the Tilsner Building to any and all mortgages, security interests, deed restrictions, regulatory agreements, easements and other liens and encumbrances now or hereafter placed against the Tilsner Building, and any and all extensions, renewals and amendments of the foregoing.

ARTICLE X.

No contract or other transaction between the Cooperative and any other corporation, and no act of the Cooperative, shall in any way be affected or invalidated by the fact that any of the directors or officers of the Cooperative are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member of, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Cooperative, provided, the fact that he, she or such firm who is so interested shall be disclosed on the minutes of the Cooperative; and any director of the Cooperative who is a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Cooperative which shall authorize any such contract or transaction, provided, however, such director may not vote at the meeting to authorize any such contract or transaction.

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ARTICLE XI.

The Board of Directors shall have the right to prescribe Bylaws which shall be binding on the Cooperative and may be amended as provided therein.

ARTICLE XII.

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the Directors unless the action need not be approved by the members of the Cooperative, in which case, the action may be taken by a written action 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 were present. The Written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action has no liability for the action or actions taken thereby.

ARTICLE XIII.

In the manner provided in Minnesota Statutes Section 308A.325, and subject to the restrictions and exceptions contained therein, no director of the Cooperative shall be liable to the Cooperative or its stockholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE XIV.

Members, Directors and Officers of this Cooperative shall not be personally liable for the payment of any debts or obligations of this Cooperative of any nature whatsoever, nor shall any

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of the property of the Members, Director, and Officers be subject to the payment of the debts or obligations of this Cooperative to any extent WHATSOEVER.

IN WITNESS WHEREOF, we, the undersigned incorporators, hereunto set out hands this 8TH day of MARCH, 1993

Colleen M. Carey
Colleen M. Carey

L. Kelley Lindquist
L. Kelley Lindquist

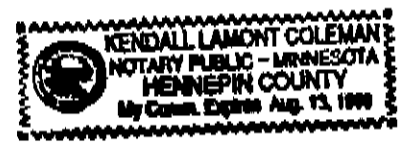
James D. Steiner
James D. Steiner

Janice Plimpton
Janice Plimpton

Thomas L. Nordyke, Jr.
Thomas L. Nordyke, Jr.

STATE OF MINNESOTA)
COUNTY OF RAMSEY) : ss

On this 8th day of MARCH, 1993, before me, a Notary Public within and for said county, personally appeared Colleen M. Carey, L. Kelley Lindquist, James D. Steiner, Janice Plimpton, and Thomas L. Nordyke, Jr., to me known to be the persons described in the above and foregoing instrument, and whose names are subscribed thereto and severally acknowledged that they executed the same freely and voluntarily and for the uses and purposes therein expressed, and that said Cooperative was organized in good faith under the cooperative laws of the State of Minnesota.



Kendall Coleman
Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR - 9 1993

Joan Anderson Howe
Secretary of State