

**Articles of Incorporation
of
The Minnesota Intellectual Property
Law Association, Inc.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be “The Minnesota Intellectual Property Law Association, Inc.”

ARTICLE II

This corporation is organized and shall be operated exclusively for professional purposes, including the purposes of (a) maintaining the honor and dignity of intellectual property law; (b) promoting the development and administration thereof; (c) promoting and enhancing the professional competence of the members; (d) cooperating with other intellectual property law associations; and (e) cultivating professional associations among the members of the Association. For such purposes, this corporation shall have all powers as are reasonably consistent with the foregoing purposes, and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its members, directors, or officers. No part of the property of this corporation or any other pecuniary gain shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer, or any other person having a personal and private interest in the activities of the corporation. Notwithstanding any other provision of these articles, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE IV

The period of duration of this corporation shall be perpetual.

ARTICLE V

The registered office of this corporation in the State of Minnesota shall be located in Minneapolis, Minnesota.

ARTICLE VI

In the event of dissolution of this corporation, all of its then assets, if any, shall be distributed by a liquidating receiver designated by the Board of Directors and confirmed by order of a district court pursuant to Minnesota Statutes, 317.45 (1976), as now enacted or as hereafter amended. Distribution of said assets shall be made to the Minnesota State Bar Association or in such other manner as, in the discretion of the liquidating receiver, shall accomplish the general purposes for which the corporation was organized.

ARTICLE VII

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

<u>Name</u>	<u>Address</u>
Cruzan Alexander	P.O. Box 33427 St. Paul, Minnesota 55113
Irving S. Rappaport	3055 Old Highway 8 Minneapolis, Minnesota 55418
Thomas J. Nikolai	P.O. Box 3525, M.S. U2F26 St. Paul, Minnesota 55165

ARTICLE VIII

The first Board of Directors of this corporation shall consist of seven (7) persons, and the names and addresses of each of them are as follows:

<u>Name</u>	<u>Address</u>
<i>Class A Directors:</i> Cruzan Alexander	P.O. Box 33427 St. Paul, Minnesota 55133
Irving S. Rappaport	3055 Old Highway 8 Minneapolis, Minnesota 55418
Thomas J. Nikolai	P.O. Box 3525, M.S. U2F26 St. Paul, Minnesota 55165
Richard O. Bartz	1300 Foshay Tower Minneapolis, Minnesota 55402
Lew Schwartz	4200 IDS Tower Minneapolis, Minnesota 55402
<i>Class B Directors:</i> LeRoy M. Rice	Honeywell Plaza Minneapolis, Minnesota 55408
Henry L. Hanson	Honeywell Plaza Minneapolis, Minnesota 55408

Class A Directors shall consist of current officers of the corporation and the immediate past President, and shall hold their respective offices until their successors are elected and have qualified.

Class B Directors shall be elected by the members of the Association and shall each hold office for staggered two (2) year terms from the date of their election. Leroy M. Rice's initial term of office shall expire in 1977 and Henry L. Hanson's initial term of office shall expire in 1978.

From time to time, the number of directors of any class of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the By-laws of this corporation but shall be no less than three (3) nor more than twenty (20) in number.

ARTICLE IX

Members, directors, and officers of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE X

This corporation shall have no capital stock, either authorized or issued.

IN TESTIMONY WHEREOF, The undersigned incorporators have hereunto set their hands this 28th day of September, 1977.

In Presence of: