

**Amended and Restated Articles of Incorporation of
Luther Park, Inc.
Adopted 10/29/2020**

The following Amended and Restated Articles of Incorporation have been adopted by the Board of Directors and Delegates of Luther Park, Inc. pursuant to Minnesota Chapter 317A.

ARTICLES OF INCORPORATION

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of the Corporation shall be "Luther Park, Inc." The registered office of the Corporation, shall be at: Mount Calvary Lutheran Church, 301 County Road 19, Excelsior, MN 55331. General business of the Corporation and records will be transacted and kept at 30376 Lakes Drive, Danbury, WI 54830.

**ARTICLE II
PURPOSE**

Luther Park, Inc. is organized as a cooperative ministry of ELCA and other Lutheran Congregations, serving people of all ages through a variety of programs in an outdoor setting. The Luther Park mission is to provide an environment in which the Christian faith may be strengthened and people may grow in their personal relationship with God. To this end, the Corporation shall at all times be operated exclusively for Religious, Educational and Charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
IRS EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of Luther Park, Inc.:

1. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, nor to any other private persons;
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;
3. Notwithstanding any other provision 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 of 1986, as now enacted or hereafter amended.

ARTICLE IV
MEMBERSHIP

The Corporation shall have one or more classes of members, as provided in the Corporation's By-laws.

ARTICLE V
DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's By-laws. No Director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VI
INDEMNIFICATION

The Corporation shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer, Director, committee members or employee of the Corporation against the expense of any action to which they are or were a party or are threatened to be made a party thereof by reason of the fact that they are or were an officer, Director, committee member or an employee of the Corporation. Any provision in these By-laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE VII
DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all of the assets of the Corporation. Any remaining assets shall be transferred to the ELCA, provided that at the time of such transfer, the ELCA is an organization described in Section 501 (c) (3) which is exempt under 501 (a). In no case shall a disposition be made that would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such a manner as the Board of Directors shall determine. No corporate member shall have any rights to the property of the Corporation nor shall any corporate member benefit by the dissolution of the Corporation.

ARTICLE VIII
AMENDMENT OF ARTICLES

Amendments to these articles must be approved by a majority of the Directors and by a two-thirds (2/3) vote of the delegates (as defined in Article II of the Luther Park, Inc. By-laws) present and voting at the annual meeting of the corporate members or at any duly called meeting of the corporate members.