**ARTICLES OF INCORPORATION FOR**

**ART TO CHANGE THE WORLD, INC.**

**ARTICLE I**

NAME

The name of this corporation shall be Art To Change The World, Inc.

**ARTICLE II**

PURPOSE

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this corporation shall be to use art and science to educate and defend human and civil rights and protect the environment through the promotion and advancement of social practice art which provokes discussions and reflection on a wide variety of social topics.

**ARTICLE III**

POWERS

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious or scientific purposes directly or indirectly benefiting this corporation (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created) and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Code or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution or any other individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious or scientific purposes in furtherance of the objects and purposes of this corporation which are otherwise permitted under the Code and regulations issued thereunder).

This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Code and regulations issued thereunder.

No Member that is not an organization described in Section 501(c)(3) of the Code or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distribution, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the Members, directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

**ARTICLE IV**

NONDISCRIMINATION

This corporation shall not unlawfully discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.

**ARTICLE V**

INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its Members (other than a Member that is a nonprofit organization described in Section 501(c) (3) of the Code) or any private individual.

**ARTICLE VI**

DURATION

The duration of this corporation shall be perpetual.

**ARTICLE VII**

REGISTERED OFFICE

The registered office of this corporation shall be located at 2323 Monroe Street NE, Minneapolis, Minnesota 55418

**ARTICLE VIII**

DIRECTORS

The management of this corporation shall be vested in a Board of Directors which shall have the authority to approve and adopt bylaws of this corporation.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication to the extent permitted under the Minnesota Nonprofit Corporation Act 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. As used in these Articles of Incorporation, the term “authenticated electronic communication” means any form of communication not directly involving the physical transmission of paper that:

(a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication

(b) may be directly reproduced in paper form by the recipient through an automated process

(c) is delivered to the corporation’s principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication

(d) sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender

**ARTICLE IX**

DISSOLUTION

Upon the dissolution of this 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 correspondence 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X**

AMENDMENT

Amendments to these Articles must be approved by a majority of all directors of the Board of Directors of this corporation.