

ARTICLES OF INCORPORATION OF
Minnesota Building Enclosure Council, Inc.

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME

The name of this corporation shall be Minnesota Building Enclosure Council, Inc.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at 2850 Curve Crest Blvd. W. #220; Stillwater, Minnesota 55082

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or the corresponding section of any future federal tax code.

The Minnesota Building Enclosure Council is an interdisciplinary association of architects, engineers, consultants, manufacturers, contractors, building officials, developers, owners, facility managers, educators, students, and other interested individuals with a common interest in promoting high-performing building enclosures. The intent is to provide a means by which all those with an interest in building enclosures of commercial, institutional, and residential structures, and the related building science, can discuss common issues, obtain information, discuss local issues, and otherwise address subjects relating to high-performing building enclosures.

The purpose of this corporation is to:

- Promote and conduct discussion, training, education, technology transfer, non-partisan research, and the exchange of information about local issues, case studies, climate considerations, material science, design, quality practices, and all matters concerning the building enclosure and the related science;
- Initiate and promote cross-disciplinary and cross-responsibility dialogue laterally between professions and vertically among researchers, government, designers, manufacturers, suppliers, fabricators, contractors, building operators, developers, insurers, and others with an interest in the building enclosure; and
- Facilitate improvements with respect to process, namely, inspection, commissioning, approvals, codes, regulations, standards, quality control, liability matters, and the like for matters that affect the building enclosure.

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is **six (6)**; their names and addresses are as follows:

Michael Steven Doggett, 2850 Curve Crest Blvd W. #220, Stillwater, Minnesota 55082

Marie Kelly, 4326 Queens Way, Minnetonka, Minnesota 55345

Robert F. Brunjes, 2850 Curve Crest Blvd. W. #220, Stillwater, Minnesota 55082

Chris Bubser, 700 Meadow Ln N, Minneapolis, Minnesota 55422

David Rassmussen, 1387 E. Cope Ave., Maplewood, Minnesota 55109

Steven Pedracine, 10600 University Avenue NW, Coon Rapids, Minnesota 55448

Members of the initial board of directors shall serve until the first annual meeting, at which they will be duly reappointed, elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — PERSONAL LIABILITY

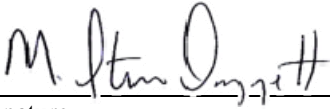
No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII — DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding 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.

ARTICLE VIII - INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this August 18 of 2014.



Signature

Michael Steven Doggett, Chair

Name

2850 Curve Crest Blvd. W. #220 Stillwater, MN 55028

Address, City, State, Zip



Signature

Robert F. Brunjes, Secretary

Name

2850 Curve Crest Blvd. W. #220, Stillwater, MN 55082

Address, City, State, Zip