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Articles of Incorporation
Of
Otter Tail County COLA (Coalition of Lake Associations)

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317A, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, hereby associate ourselves together as a corporate body and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be OTTER TAIL COUNTY COLA

ARTICLE II

The purpose of this corporation shall be to advance, promote, and enhance, through educational programs, the environmental problems in the lakes areas and provide helpful information to member associations and the general public. Notwithstanding any other provision of these articles, the corporation shall not be organized for any purpose nor carry on any activities not permitted by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall be organized and operated exclusively for educational purposes within the meaning of section 501 (a) and 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

The period of duration of corporate existence of this corporation shall be perpetual.

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ARTICLE IV

The location of the registered office of this corporation in this state is 33775 Pickerel View Dr. Richville, Minnesota 56576. ✓

ARTICLE V

The corporation shall have no capital stock.

ARTICLE VI

Members and Directors of the corporation shall have no personal liability for corporate obligations.

ARTICLE VII

The qualifications of members and limitations, if any, upon their number, classes of membership, if any, conditions of membership, property and other rights and privileges of members, manner and time of calling regular meetings of members and elections and who shall call them, manner and conditions of termination of membership shall all be as specified by the Bylaws; provided, however, that members' voting rights in corporate affairs shall be for the purpose of electing and removing Directors and there shall be no proxy voting and no cumulative voting.

ARTICLE VIII

The corporation may assess each lake association annual dues of a nominal amount. No additional assessments will be levied against its members.

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or may have served at any time as Directors or officers or who , at the request of the Board of Directors of the corporation , may serve or at any time may have served as Directors or officers of another corporation in which the corporation at such time owned or may own shares of stock, and the respective heirs , successors and assigns of such Directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim , action , suit or proceeding in which they , or any of them , are made parties , or a party , or which may be asserted against them or of any of them by reason of being or having been Directors or officers or a director or officer of the corporation or of such other corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law , bylaw , agreement , vote of stockholders or otherwise.

In addition , the corporation shall , if it so chooses through purchase of a policy of insurance or by corporate resolution , indemnify and defend all members of the corporation against actions arising out of the performance by such members of official corporate duties or assignments.

ARTICLE X

These Articles may be amended as provided by law.

ARTICLE XI

No part of the net earnings of the corporation shall inure to the benefit of , or be distributable to , its members , directors , officers , or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XII

No substantial part of the activities of the corporation shall be carrying on of propaganda , or otherwise attempting to influence legislation , and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIII

In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time, qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

The Bylaws shall prescribe the number , term of office , powers , authority and duties of directors , the time and place of their meetings and other regulations concerning directors. The name and address of each incorporator is as follows:

Floyd J. Lehne
33775 Pickerel Veiw Dr.
Richville , Mn. 56576

Dennis Mitchell
1139 N. 19th Street
Moorhead, Mn. 56560

ARTICLE XV

The number of Directors shall consist of no less than five (5) voting Directors. The incorporators shall designate the first Board of Directors. The terms and Conditions of such Directors' positions shall be set forth in the Bylaws.

IN TESTIMONY WHEREOF , we have hereunto set our hands this
16th day of March , 2001.

Dennis J. Mitchell

Dennis Mitchell, President

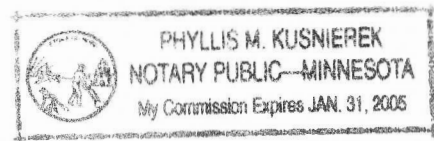
Floyd J. Lehne

Floyd J. Lehne, Treasurer

STATE OF MINNESOTA)
) ss.
COUNTY OF OTTER TAIL)

The foregoing instrument was acknowledged before me this 16th day
of March 2001, by Floyd J. Lehne

Phyllis M. Kusnierek
Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 27 2001

Mary H. Hoyer
Secretary of State

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