

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ST. PAUL & SUBURBAN AREA INTERGROUP, INCORPORATED**

I, the undersigned officer of St. Paul & Suburban Area Intergroup, Incorporated, a nonprofit corporation governed by Minnesota Statutes Chapter 317A, hereby certify the following Amended and Restated Articles of Incorporation for the corporation were duly adopted to amend, restate and supersede the original Articles of Incorporation on file with the Secretary of State and all amendments thereto:

**ARTICLE I  
NAME**

The name of this corporation shall be: St. Paul & Suburban Area Intergroup, Incorporated.

**ARTICLE II  
PURPOSES**

This corporation is organized through the efforts of members of Alcoholics Anonymous solely for the charitable and educational purposes of aiding and assisting that organization in its efforts to contact, educate and assist alcoholics, their families, and others in dealing with the problems of alcoholism. The corporation shall be and act as a central service, communications and educational agency for all Alcoholics Anonymous groups in the metropolitan and suburban areas of St. Paul, Minnesota and elsewhere, which from time to time may communicate to Intergroup their desire to cooperate with it and be included in some or all of its services and activities.

Its principal activities shall be:

1. To unite all Alcoholics Anonymous groups which are now participating under the jurisdiction of the St. Paul and Suburban Area Alcoholics Anonymous Intergroup Council.
2. To maintain a central office in St. Paul or its suburban area and such other offices as the Board of Directors may from time to time establish.
3. To provide the facilities and services necessary for receiving calls at its office from alcoholics or others seeking contact with Alcoholics Anonymous groups, and for transmitting such calls to Alcoholics Anonymous members in groups in the callers' areas who will respond to the calls.
4. To provide in this area information, literature, speakers, and education about alcoholism, Alcoholics Anonymous, and related matters to members

of the public and also to Alcoholics Anonymous groups and their members, and to establish and maintain communications with the General Service Office of Alcoholics Anonymous and with Alcoholics Anonymous groups or Intergroup associations in other areas.

5. To furnish such other services for advancing and facilitating the objectives of Alcoholics Anonymous in this area as may be authorized in the Bylaws of the corporation, all within the Principles and Traditions of Alcoholics Anonymous.
6. To have and exercise all powers granted by Chapter 317, Minnesota Statutes, given and granted to Minnesota nonprofit corporations, without limitation.

Without limitation as to the generality of the foregoing, to lease, and by gift, devise, or purchase to own and operate real and personal properties of all description incidental to or in aid of such purposes; and to borrow or accept money or personal property of all descriptions and from all sources, and to administer and maintain the same.

### **ARTICLE III MEMBERSHIP**

The members of this corporation are the Alcoholics Anonymous groups that choose to register with the Corporation. Each member group, however, shall act in corporate affairs solely through a Representative. Such Representatives shall be selected by the groups registered with the Corporation, and thereafter participate in accordance with the Bylaws of the Corporation.

The Representatives shall meet at such times and places as provided in the Bylaws of the Corporation, shall regularly be given reports of the Corporation's activities by the Board of Directors, Officers, and Executive Director; and shall exercise the usual powers granted by the State of Minnesota pursuant to Chapter 317 A and the Bylaws of the Corporation.

Membership in this corporation shall not grant pecuniary gain incidentally or otherwise to a member. There shall be no capital stock in this corporation. Members of this corporation shall not be personally liable for corporate obligations.

### **ARTICLE IV PERPETUAL DURATION**

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

## **ARTICLE V RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

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

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law)."

## **ARTICLE VI REGISTERED OFFICE**

The location of the registered office of this corporation in this state is: 1600 University Avenue West, Suite 407, St. Paul, Minnesota, 55104-3898.

## **ARTICLE VII BOARD OF DIRECTORS**

The management of this corporation shall be vested in a Board of Directors which also may be referred to as the "Steering Committee." The number of directors shall be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws, but shall never be less than required by law. The selection of directors, removal of directors, the terms of office for the directors and other matters with respect to the Board of Directors, shall also be fixed by the Bylaws of the corporation, and may be altered by amending the Bylaws.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if authorized by a writing or writings signed or consented to by authenticated electronic communication by a majority of the directors (or by such other greater percentage of approval as may be specified in the Bylaws or by state law). All directors must be notified immediately of the text of the written action and its effective date. The written action shall be effective when signed by the required

number of directors, unless a different effective time is provided for in the written action. Failure to provide proper notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

### **ARTICLE VIII LIMITATION ON LIABILITY**

The directors, officers and employees of the corporation shall not be personally liable for the debts or obligations of the corporation and shall be entitled to indemnification to the fullest extent allowed pursuant to Minnesota Statutes Section 317A.521, as amended from time to time. The Corporation may, to the full extent permitted by applicable law, from time to time, in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

### **ARTICLE IX AMENDMENTS**

These Articles of Incorporation may be amended as provided under Minnesota Statutes Section 317A.133 as the same may be amended from time to time.

### **ARTICLE X DISSOLUTION**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article X, the remaining assets shall be distributed to the General Service Office of Alcoholics Anonymous; or if the General Service Office of Alcoholics Anonymous does not exist, then to one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Section 170 (c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986, that are described in Section 501 (c)(3) and in Section 503 (a) (1), (2) or (3) of the Internal Revenue Code of 1986, and that are exempt from federal income taxes under Section 501(1) of the Internal Revenue Code of 1986, all in such proportions as shall be determined by (1) by the Board of Directors of this corporation if the then dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision; or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision.

Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article X, if any assets are then held by this corporation in trust or upon

condition or subject to any special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

IN WITNESS WHEREOF, I have hereunto set my hands effective this \_\_\_\_ day of \_\_\_\_\_, 2009 on behalf of St. Paul & Suburban Area Intergroup, Incorporated.

**St. Paul & Suburban Area Intergroup,  
Incorporated**

By: \_\_\_\_\_  
Its: \_\_\_\_\_