

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
MINNESOTA RETIRED STATE EMPLOYEES ASSOCIATION, INC.

We, the undersigned Francis D. Hage and Gloria A. Johnson, respectively the President and Secretary-Treasurer of MINNESOTA RETIRED STATE EMPLOYEES ASSOCIATION, INC., a non-profit corporation, do hereby certify that at a regular meeting of the Board of Directors of said corporation, duly called and held in the City of St. Paul, Minnesota on the 13th day of September, 1995, at 1:00 p.m., at which meeting resolutions, as hereinafter set forth, were adopted by a two thirds (2/3'rds) vote of the entire board.

RESOLVED that Articles I to XII of the Articles of Incorporation of MINNESOTA RETIRED STATE EMPLOYEES ASSOCIATION, INC. be, and the same hereby are amended to read as follows and shall supersede and take the place of existing Articles:

ARTICLE I

The name of this corporation shall be the Minnesota Retired State Employees Association, Inc.

ARTICLE II

The general purposes of this corporation shall be educational so as to: (1) promote and protect the economic, social, and political rights of retired employees of the State; (2) educate active employees of the State as to retirement needs and obligations; (3) promote and protect the economic, social and political rights of retired persons generally; and (4) educate the public as to the needs of retired persons.

ARTICLE III

This corporation shall not afford pecuniary gain, incidental or otherwise, to its members. Notwithstanding the foregoing restriction, the corporation's board may contract with and pay for the services of an Administrator who may be a member of the Minnesota Retired State Employees Association, Inc.

ARTICLE IV

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

ARTICLE V

The location of the registered office of this corporation shall be in the city of the Administrator's residence.

ARTICLE VI

The number of directors and the tenure of each director shall be as provided in the Bylaws. The officers of the corporation shall be selected from the directors of the corporation. The name and address of each director at the time of amendment are:

Arnold Bentdahl - 823 Baker Ave., Mankato MN 56001
Donald M. Buckner - 1152 Stryker Ave., W. St. Paul MN 55118
Donn H. Escher - 3107 - 65th Ave. No., Brooklyn Center MN 55429
Francis D. Hage - 2223 Selmsier Ave., Cloquet MN 55720
Robert F. Hoffmann - Rt. 1, Box 185-C, Richville MN 56576
Ruth M. Husom - 7 Fox Ridge Ct. #A, W. St. Paul MN 55118
Gloria A. Johnson - 1249 E. Ryan Ave., Maplewood MN 55109
Alice M. Langevin - 1164 Mackubin Ave., Apt. 208, St. Paul MN 55117
Vera J. Likins - 696 S. Mississippi River Blvd., St. Paul MN 55116
O. M. Ousdigian - 1283 Pinehurst Ave., St. Paul MN 55116
Richard D. Thorkee - 8836 Trebaugh Dr., Bloomington MN 55431
Raymond B. Vecellio - 500 W. Annapolis St., St. Paul MN 55118
Robert A. Whitaker - 1303 Watson Ave., St. Paul MN 55116
Wayne Wittman - 1498 Fremont Ave. E., St. Paul MN 55106
Allen A. Yozamp - 11367 President Dr. N.E., Blaine MN 55434

ARTICLE VII

The Board of Directors of the corporation shall consist of fifteen (15) Directors to be elected at the Annual Meeting or appointed by the Directors to fill vacancies occurring between Annual Meetings. The officers of the corporation shall be a President, a First Vice President, a Second Vice President, and a Secretary-Treasurer, elected promptly after each Annual Meeting or when vacancies occur by the Directors from their number as provided for in the Bylaws. An Assistant Secretary-Treasurer may be appointed by the Directors from their number or from other members of the corporation. In addition, such assistant officers as may be required shall be appointed by the board. The terms of office for Officers and Directors shall be the administrative year as provided in the Bylaws or until their successors have been elected or appointed and have accepted and qualified.

ARTICLE VIII

Neither the members of the corporation nor its directors or officers shall be personally liable for any corporate obligation of this corporation.

ARTICLE IX

The corporation shall have no capital stock..

ARTICLE X

The following persons shall be eligible for membership in this corporation subject to compliance with the provisions of the Bylaws:

1. Any former employee of the state or other person whose retirement program or pension is administered in whole or in part by the State of Minnesota. *MSRS, TRA, PERA, UofM*
2. The surviving spouse of any such person listed above who receives a survivor's annuity or any benefit payment from any retirement program administered by the State of Minnesota.
3. Any employee of the state or other person who is at least forty-five (45) years of age and has at least the minimum number of years of service credit under a retirement program administered by the State of Minnesota so as to possess a vested right to a benefit from a retirement program.

ARTICLE XI

The Articles of Incorporation may be amended as authorized by statutes.

ARTICLE XII

The Board of Directors of the corporation shall be authorized to affiliate and associate the corporation with such international, national and local organizations which have as one of their functions the furtherance of the economic, social and political rights of retired persons. Pursuant to M.S. 317A.133, Subd. 3, and M.S. 317A.181, Subd. 2, the Board of Directors of the corporation are authorized as provided by these statutes to make such changes in the Articles of Incorporation and the Bylaws of the corporation as the board deems necessary to promote the affiliation of the corporation with such organizations.

RESOLVED further that the president and secretary-treasurer of this corporation be and hereby are, authorized and directed to make, execute and acknowledge a certificate embracing the foregoing resolutions, and to cause such certificate to be filed and recorded in the manner required by law.

