

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Minnesota Agrarian Commons

File Number: 1157505300022

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 05/04/2020



A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, Chapter 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

ARTICLE 1 - CORPORATE NAME:

Minnesota Agrarian Commons

ARTICLE 2 - REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name

Address:

Julie Ristau

105 4th Street East, Suite 213 Northfield MN 55057 USA

ARTICLE 3 - INCORPORATOR(S):

Name:

Address:

Julie Ristau

**105 4th Street East, Suite 213 Northfield MN
55057**

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Jodi Malecha

MAILING ADDRESS: None Provided

EMAIL FOR OFFICIAL NOTICES: None Provided

ARTICLES OF INCORPORATION
OF
MINNESOTA AGRARIAN COMMONS

(a nonprofit corporation)

The undersigned, acting as the incorporator of a corporation under the provisions of the Minnesota Nonprofit Corporation Act (Minnesota Statutes Chapter 317A) (the “**Act**”), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE 1
NAME

The name of the corporation is “MINNESOTA AGRARIAN COMMONS” (hereinafter referred to as the “**Corporation**”).

ARTICLE 2
ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 105 4th Street East, Suite 213, Northfield, Minnesota 55057. The name of the initial registered agent of the Corporation at such address is Julie Ristau.

ARTICLE 3
PURPOSES AND POWERS

3.1 Purpose. The Corporation is organized and shall be operated exclusively for the purpose of holding title to property, collecting income therefrom, and turning the entire amount, less expenses to the AGRARIAN LAND TRUST within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986 (the “**Code**”). Agrarian Land Trust, the parent corporation of the Corporation, is a California nonprofit public benefit corporation exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code.

3.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation’s purposes.

ARTICLE 4 LIMITATIONS

4.1 Permitted Activities. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(2) of the Code or the corresponding provision of any future federal tax law.

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

4.3 No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, if any, or any trustee, director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE 5 MEMBERS

The Corporation shall have no members.

ARTICLE 6 DIRECTORS

6.1 Board of Directors. The management of the Corporation will be vested in a Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation shall be six (6) director(s). The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the Corporation; provided, however, that Agrarian Land Trust, the parent corporation of the Corporation, shall have the right to appoint at least two-thirds (2/3rds) of the Board of Directors in the manner provided in the Bylaws of the Corporation. Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed by the number of board members that would be required to take the same action at a meeting of the board at which all board members were present; provided that all directors must be notified of the text of the written action before it is signed by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

6.2 Names and Addresses of Directors. The names and addresses of the directors who will manage the affairs of the Corporation until the first annual meeting of the Board of Directors as provided in the Bylaws, and until their successors are elected and qualified, are:

Name	Address
Julie Ristau	4053 Garfield Ave. Minneapolis, MN 55409
Josie Trole	114 Linden Street South Northfield, MN 55057
Andrew Ehrmann	4433 320 th Street West Northfield, MN 55057
David Harper	3219 Devereaux Rd. Columbia, SC 29205
Kendra Johnson	12876 River Road Guerneville, CA 95446
Robin Moore	1180 Chestnut Street Dawson, MN 56232

ARTICLE 7 DIRECTOR LIABILITY LIMITATIONS

7.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Minnesota state law, including without limitation, if applicable, the Federal Volunteer Protection Act and RCW 4.24.264. No director of the 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.

7.2 Liability to the Corporation. No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS

The provisions for indemnification of directors of the Corporation shall be as set forth in the Corporation's Bylaws.

ARTICLE 9 BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation. Subject to the voting rights of the Corporation's members, as set forth in the Bylaws, the authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors; provided, however, that such Bylaws must be approved in writing by Agrarian Land Trust, the parent corporation of the Corporation, in order to become effective.

ARTICLE 10 DURATION

The Corporation has perpetual existence.

ARTICLE 11 DISSOLUTION

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after
Articles of Incorporation of Minnesota Agrarian Commons

payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to Agrarian Land Trust, the parent corporation of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law.

ARTICLE 12 INCORPORATOR

The incorporator's name and address are:

Julie Ristau

105 4th Street East, Suite 213,
Northfield, MN 55057

The undersigned incorporator is an individual 18 years of age or older.

IN WITNESS WHEREOF, the undersigned incorporator has signed and adopted these Articles of Incorporation in order to form a nonprofit corporation pursuant to Minnesota Statutes Chapter 317A this 4 day of May, 2020.

Julie A. Ristau
_____, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Julie Ristau hereby consents to serve as registered agent, in the State of Minnesota, for Minnesota Agrarian Commons (the "Corporation"). I understand that as agent for the Corporation, it will be our responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of our resignation or of any changes in the address of the registered office of the Corporation for which we are agent.

Date: May 4, 2020.

By Julie A. Ristau

Registered Address:

105 4th St. East, Ste 213
North Field, MN. 55057

Mailing Address:

105 4th St. East, Ste 213
Northfield, MN. 55057



Work Item 1157505300022
Original File Number 1157505300022

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
05/04/2020 11:59 PM

A handwritten signature in black ink that reads "Steve Simon".

Steve Simon
Secretary of State