

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: Charlie's Choice

File Number: 1185383300030

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 10/22/2020



Steve Simon
Secretary of State
State of Minnesota



Charlie's Choice

Filing under MN Statute 317A
"Minnesota Nonprofit Corporation Act"

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Charlie's Choice. The business of the corporation may be conducted as Charlie's Choice.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

Charlie's Choice is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Charlie's Choice was created to serve humanities most basic needs by providing grant funding to credible non-profit organizations working to solve global hunger, build safe shelters and end the clean water crisis. At Charlie's Choice, we believe every human being deserves to have food in their belly, a roof over their head and clean water in their cup.

3.02 Non-Profit

Charlie's Choice is designated as a non-profit corporation.

ARTICLE IV
NON-PROFIT NATURE

4.01 Non-profit Nature

Charlie's Choice is organized exclusively for charitable and educational purposes 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 corresponding section of any future federal tax code. No part of the net earnings of Charlie's Choice 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Charlie's Choice is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Charlie's Choice of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Charlie's Choice, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Charlie's Choice hereunder shall be selected by the discretion of a majority of the managing body of the Charlie's Choice and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Charlie's Choice by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the

applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Minnesota.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Minnesota to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Charlie's Choice shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Michael Prince and Katherine Prince.

ARTICLE VI
MEMBERSHIP

6.01 Membership

Charlie's Choice shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Addresses

The **mailing address** of the corporation is:

Charlie's Choice
4411 Morningside Road
Edina, MN 55416

The **Registered Office Address** of the corporation is:

Michael Prince
4411 Morningside Road
Edina, MN 55416

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Michael Prince
4411 Morningside Road
Edina, MN 55416

**ARTICLE X
INCORPORATOR**

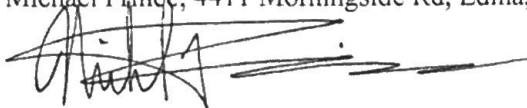
The incorporators of the corporation are as follow:

Michael and Katherine Prince
4411 Morningside Road
Edina, MN 55416

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Charlie's Choice were approved by the board of directors on 07, 27 2020 and constitute a complete copy of Articles of Incorporation of the Charlie's Choice

Michael Prince; 4411 Morningside Rd, Edina, MN 55416

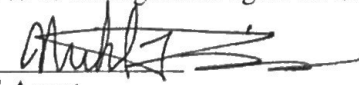


Katherine Prince; 4411 Morningside Rd, Edina, MN 55416



**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, [REDACTED] agree to be the registered agent for Charlie's Choice as appointed herein.

Michael Prince 
NAME, Registered Agent

Date: 9/30/20



Work Item 1185383300030
Original File Number 1185383300030

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
10/22/2020 11:59 PM

Steve Simon

Steve Simon
Secretary of State

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



Read the instructions before completing this form.

Filing Fee: \$90 for expedited service in-person and online filings, \$70 if submitted by mail

A nonprofit corporation that wishes to apply for tax exempt status under 501(c)(3) to the Internal Revenue Service (IRS) cannot use this form for its articles due to the fact that the IRS has additional language requirements. See the instructions for further information

Note: A professional corporation governed under Chapter 319B must include an attachment with the following information:
(This information is only required if this is a professional corporation.)

1. Statement that the Minnesota firm elects to operate and acknowledges that it is subject to Minnesota Statutes, Chapter 319B.01 to 319B.12.
2. List the professional service the corporation is authorized to provide under Minnesota Statutes, Chapter 319B, subd 19.

Note: Information provided when filing a business entity is public data and may be viewable online. This includes but is not limited to all individual names and addresses.

The undersigned incorporator(s), in order to form a Minnesota Nonprofit Corporation under Minnesota Statutes, Chapter 317A adopt the following:

Article I – Name of Corporation (Required)

Charlie's Choice

Article II – Registered Office and Agent (A Registered Office Address is Required)

4411 Morningside Road	Edina	MN	55416
Street Address (A PO Box by itself is not acceptable)	City	State	Zip

The Registered Agent at the above address is: Michael Prince

Article III – Incorporators (Required)

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.

Michael Prince	4411 Morningside Road	Edina	MN	55416
Incorporator's Name	Street Address	City	State	Zip
			8/1/2020	
Signature			Date	

Katherine Prince	4411 Morningside Road	Edina	MN	55416
Incorporator's Name	Street Address	City	State	Zip
			8/1/2020	
Signature			Date	

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

contact@charlieschoice.org

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.



List a name and daytime phone number of a person who can be contacted about this form:

Michael Prince	605-870-7616
----------------	--------------

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Minnesota Business Snapshot

To better serve Minnesotans, the Secretary of State's Office has created the "Minnesota Business Snapshot," a short and simple survey produced with the input of business owners, business organizations, non-profits, and researchers from across the state. These five questions will take less than three minutes to complete, and you may answer any or all of them. There is no penalty if you choose not to provide this information. However, the answers you do provide will create a useful pool of information for potential customers and inform the analysis of our quarterly "Minnesota Economic and Business Condition Reports". We do not independently verify the answers applicants provide. **Again, this survey is voluntary and the answers are considered public data.** Thank you.

1. (Select up to one) - How many Minnesota - based full time employees (or FTE equivalents) does this entity currently have?

- 0-5
- 6-50
- 51-200
- 201-500
- Over 500

2. (Select all that apply) - Does the owner or a member of the ownership group of this entity self-identify as a member of any of the following communities?

- Woman
- Member of a community of color
- Veteran
- Member of a disability community
- Member of an immigrant community

3. (Select up to one) - Using NAICS codes below, please select the code that best describes this entity. If you believe this entity falls into more than one category, please select the category that generates the majority of the entity's revenue.

- Agriculture, Forestry, Fishing and Hunting (Code 11)
- Mining (Code 21)
- Utilities (Code 22)
- Construction (Code 23)
- Manufacturing (Codes 31-33)
- Wholesale Trade (Code 42)
- Retail Trade (Codes 44-45)
- Transportation and Warehousing (Codes 48-49)
- Information (Code 51)
- Finance and Insurance (Code 52)
- Real Estate Rental and Leasing (Code 53)
- Professional, Scientific, and Technical Services (Code 54)
- Management of Companies and Enterprises (Code 55)
- Administrative and Support and Waste Management and Remediation Services (Code 56)
- Educational Services (Code 61)
- Health Care and Social Assistance (Code 62)
- Arts, Entertainment, and Recreation (Code 71)
- Accommodation and Food Services (Code 72)
- Other Services (except Public Administration) (Code 81)
- Public Administration (Code 92)



4. (Select up to one) Is this entity a full time or part time endeavor for those primarily responsible for operating this entity?

- Full time
- Part time

5. (Select up to one) - If applicable, what were this entity's gross revenues for the past year?

- \$0 - \$10,000
- \$10,001 - \$50,000
- \$50,001 - \$250,000
- \$250,001 - \$1M
- Over \$1M

Print

Reset



State of Minnesota
Office of the Minnesota Secretary of State
Steve Simon

Michael Prince
4411 Morningside Rd.
EDINA, MN 55416

October 10, 2020

Receipt

Account Number: 133353290
Sales Order Number: 11853833

<u>Work Item Number</u>	<u>Description</u>	<u>Fee Amount</u>
118538330003	New Registration	\$70.00
	Total Fees	\$70.00
<u>Payment Type</u>	<u>Reference Number</u>	<u>Payment Amount</u>
Client Account		\$70.00
	Total Payments	\$70.00

An overage amount will be refunded after 60 days from the date on this notice if not used.

Business Services
MN Retirement Systems Building
60 Empire Drive #100
Saint Paul, MN 55103-2141
Phone: 651-296-2803 or 1-877-551-6767 Minnesota Relay Service: 711
E-mail: business.services@state.mn.us