

Articles of Incorporation
of
Foundation for Immigrant Resources and Education

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation under Chapter 317A of the Statutes of the State of Minnesota.

Article I: Name

The name of this corporation shall be Foundation for Immigrant Resources and Education. The letters FIRE shall be its official acronym and can be used for its seal, letterhead, banners, and other forms of identification and publicity.

Article II: Registered Office Address

The location of the registered office of the corporation shall be 500 Cedar Street, Saint Paul, Minnesota 55101.

Article III: Purpose

This corporation is organized and shall be at all times hereafter be operated exclusively for charitable, educational purposes as specified in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as now enacted or hereafter amended, through efforts to:

- provide educational opportunities to adults seeking assistance
- promote English language and literacy development, critical thinking, the creative arts, and civic engagement within a participatory learning community
- provide free instruction in English as a Second Language (ESL,) Civics, Citizenship, and General Education Development (GED) examination preparation
- develop programming that fosters cultural awareness through skill-sharing
- foster leadership and confidence through a participatory management style where staff, learners, and volunteers all have a share in the direction and vision of the organization.

To the extent consistent with these purposes, the corporation may pursue all other lawful charitable and educational purposes available to the nonprofit corporations organized as such under the laws of the State of Minnesota.

Article IV: Powers

This corporation is organized under and shall have the authority and general powers contained in the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, as now enacted or hereafter amended.

Article V: Prohibited Purposes and Powers

This corporation shall not afford pecuniary gain, incidental or otherwise, to its members, other than nonprofit corporations (except the payment of reasonable fees for goods and services rendered and approved in accordance with the by-laws), and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any individual.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- 1) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- 2) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements,) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3) Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: Membership and Board of Directors

This corporation shall not have members.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's by-laws. No director shall have any right, title, or interest in or to any property of the corporation.

The number, qualifications, term of office, method of election, powers, authority and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these articles of incorporation shall be specified in the by-laws of this corporation.

The initial directors of this corporation who shall serve until their successors are elected and qualified, shall be:

Ahamadou Alassani
2717 Blaisdell Avenue South, #5
Minneapolis, Minnesota 55408

Heather Cox
195 Edmund Ave.#208
Saint Paul, Minnesota 55103

Amos Fatorma
903 Saint Clair Avenue, #7
Saint Paul, Minnesota 55105

Julie Felt
1927 Ashland Avenue
Saint Paul, Minnesota 55104

Enrique Palma
700 Ferndale Street South
Maplewood, Minnesota 55119

Nathan Thompson
1641 Hague Avenue
Saint Paul, Minnesota 55104

Yang Thao

Kenneth Tivey
1927 Ashland Avenue
Saint Paul, Minnesota 55104

Article VII: No Personal Liability

No member, officer, or director of this 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.

Article VIII: Action Without a Meeting

An action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed by the required numbers of directors, unless a different effective time is provided in the written action. When written action is taken pursuant to the authority of this Article, all directors must be notified immediately of its text and effective date.

Failure to provide the 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 IX: Duration/Dissolution

The duration of the corporate existence shall be perpetual until dissolution.

Upon dissolution of the corporation, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X: Incorporators

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 7th day of August 2005.

Ahamadou Alassani

Heather Cox

Amos Fatorma

Julie Felt

Enrique Palma

Nathan Thompson

Yang Thao

Kenneth Tivey