

Updated May 18, 2025

## ARTICLES OF INCORPORATION

Hibbing Farmers Market Inc.

The undersigned incorporator is an individual 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation.

### Article I - Name

The name of this corporation is Hibbing Farmers Market Inc.

### Article II- Registered Office and Agent

Registered Office and Agent

The principal office of the Corporation is located at 10796 Foss Road, Hibbing, MN 55746  
PO Box 195 Hibbing, MN 55746

Name of registered agent: Edward Paul Nelson

### Article III-Purpose

Purpose. This Corporation is organized exclusively for educational purposes under Section 501 ©(3) of the Internal Revenue, or corresponding section of any future federal tax code including but not limited to:

1. The Hibbing Farmers Market Inc. serves as a platform for education, outreach, and community engagement to promote community health and education by providing access to fresh, locally sourced produce, and locally produced arts and crafts.
2. Educating the public about sustainable agriculture, fresh locally grown food, nutrition, and healthy eating habits.
3. Promoting economic and educational opportunities for local farmers, growers, small food related businesses and local artisans by connecting them with consumers thereby contributing to a healthier and more informed public.
4. Fostering community engagement that encourages social gathering and interaction, the Market enhances the quality of life in the Hibbing area, strengthens community bonds and supports local traditions.

### Article IV – Limitations and Restrictions

1. No Private Benefit- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors' officers, or 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 purpose set forth in the purpose clause hereof.

2. No Political Activities - No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any other 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. Limited Lobbying – The Corporation may engage in limited lobbying activities as permitted by Section 501 (h) of the Internal Revenue Code provided such activities do not constitute a substantial part of its total operations.

#### Article V- Membership

The Corporation shall have members. The eligibility, rights and obligations of the members will be determined by the Corporation's Bylaws.

#### Article VI - Board of Directors

The management of the affairs shall be vested in a Board of Directors, as defined by the Corporation's Bylaws.

Directors shall be elected as provided in the Bylaws.

The governing body of this Corporation is the Board of Directors. The number of directors should be no fewer than seven. The names and addresses of the initial directors are:

Director 1:

Director 2:

Director 3:

Director 4:

Director 5:

Director 6:

Director 7:

#### Article VII - Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent permitted under Minnesota law. 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 – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes under Section 501 © (3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose. Any remaining assets not disposed of shall be given to a nonprofit organization dedicated to sustainable agriculture, food security or community well-being that qualifies under Section 501 © (3)

### Article IX - Amendments

These Articles may be amended by a two-thirds majority vote of the Board of Directors, provided that any amendment maintains the Corporation's tax-exempt status under Section 501© (3)

### Article X – Incorporators

In witness whereof, we the undersigned, have hereunto subscribed my name for the purpose of forming the Hibbing Farmers Market Corporation under the laws of the State of Minnesota and certify I have executed these articles of incorporation this day of \_\_\_\_\_

The incorporators of this Corporation are:

Name: \_\_\_\_\_

Address \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address \_\_\_\_\_

Signature \_\_\_\_\_

Name: \_\_\_\_\_

Address \_\_\_\_\_

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Name: \_\_\_\_\_

Address \_\_\_\_\_

Signature: \_\_\_\_\_

