

**RESTATED ARTICLES OF INCORPORATION
OF
THE MINNESOTA STATE PONY OF THE AMERICAS CLUB, INC.**

Pursuant to the provision of The Minnesota Non-Profit Corporation Act, Minnesota Statutes, Chapter 317, the undersigned corporation adopts the following Restated Articles of Incorporation.

ARTICLE I: TITLE

- A. The name of the Corporation shall be "The Minnesota State Pony of the Americas Club, Inc."
- B. The Club is affiliated with the Pony of the Americas Club, Inc., incorporated in the state of Iowa, hereinafter referred to as the "PONY OF THE AMERICAS CLUB, INC."

ARTICLE II: LIFE OF CORPORATION

- A. This corporation shall have perpetual duration.

ARTICLE III: PURPOSE

- A. The purpose of the Club shall be:
 - 1. To cooperate with aid, in every way possible, the programs and functions of the PONY OF THE AMERICAS CLUB, INC.
 - 2. Recognizing that the parent organization, the PONY OF THE AMERICAS CLUB, INC., files records and issues certificates of registration for such ponies thought to be fit for foundation stock, the primary function of the Club will be to promote interest in the breed from a state standpoint in complete cooperation with the overall program of the PONY OF THE AMERICAS CLUB, INC.
 - 3. To gain proper publicity through the mediums of electronic devices, radio, television, newspapers, newsletters, magazines, etc. in the state of Minnesota.
 - 4. To gain breeding classes for Pony of the Americas registered in the PONY OF THE AMERICAS CLUB, INC., in local, county, district and state horse and pony shows and fairs in the state of Minnesota.
 - 5. To forward historical data, bloodline records and general information, etc. to the Secretary of the PONY OF THE AMERICAS CLUB, INC., when it would be requested or helpful.
 - 6. To promote and stimulate interest in the National PONY OF THE AMERICAS shows and sales for Pony of the Americas registered in the PONY OF THE AMERICAS CLUB, INC.

ARTICLE IV: STOCK

- A. This MN POAC shall not have any capital stock.

ARTICLE V: REGISTERED AGENT AND OFFICE

- A. The Club shall be headquartered with the residence of the current MN POAC President.

ARTICLE VI: MEMBERSHIP

- A. There will be three types of memberships: family, individual and junior.

ARTICLE VII: VIOLATIONS AND DISCIPLINARY PROCEDURE

- A. Any member of the Pony Of the Americas Club, Inc. may be disciplined by suspension or expulsion for good cause shown with the procedure therefore to be fixed in the Bylaws of the corporation.

ARTICLE VIII: CHARITABLE PURPOSE

- A. This corporation was organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (5) of the Internal Revenue Code of 1954, as amended.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501 (c) (5) of the Internal Revenue Code of 1954, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue.

ARTICLE IX: DISSOLUTION

- A. In the event of the dissolution of this corporation as provided by law after all liabilities and obligations of the corporation shall be paid and discharged or adequate provision made therefore, all of the property of every kind and nature then belonging to the corporation shall be transferred, conveyed and assigned to a Minnesota State Agricultural College or Colleges or the national POAC for use in pony educational and scientific research and projects as the Board of Directors at that time shall have the full, complete, and absolute power to distribute the assets of this corporation; provided, however, if at the time of dissolution there is no State Agricultural College in existence, said assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as such at the time qualify as an exempt organization or organizations under Section 501 (c) (5) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine.
- B. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of the corporation as heretofore and hereby amended; have been duly adopted as required by law; and supersede the original Articles of Incorporation of this corporation and all amendments thereto.

Dated this day of: _____
THE MINNESOTA STATE PONY OF THE AMERICAS CLUB, INC.