

## 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: Cold Climate Wine Alliance

File Number: 1371347300026

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 02/01/2023



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:**

**Cold Climate Wine Alliance**

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

Name

Address:

**Thomas A. Plocher**

**9040 152nd Street North HUGO MN 55038 USA**

**ARTICLE 3 - INCORPORATOR(S):**

Name:

Address:

**Max McFarland**

**43315 Rd 757 Lexington NE 68850**

**Thomas A. Plocher**

**9040 152nd Street N. Hugo MN 55038**

**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: Thomas A. Plocher**

**MAILING ADDRESS: 9040 152nd Street N. Hugo MN 55038**

**EMAIL FOR OFFICIAL NOTICES: tom.plocher@gmail.com**

## **Cold Climate Wine Alliance Additional Articles**

### **ARTICLE IV PURPOSE**

This corporation is organized exclusively as a mutual benefit alliance as specified in Section 501(c)(6) of the Internal Revenue Code.

The purpose of the Cold Climate Wine Alliance is to promote the common business interests of those who wish to extend the production of grapes and wine into the world's cold and cool climates. This Purpose will be achieved by means of several activities:

- Sponsoring promotions that increase market awareness of cold climate wines;
- Providing consumer education about the unique qualities of those wines;
- Sponsoring the triennial VitiNord conferences to increase the knowledge and expertise of those interested in cold climate grape and wine production.

### **ARTICLE V — EXEMPTION REQUIREMENTS**

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 corporation 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 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 corporation 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)(6) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

### **ARTICLE VI — MEMBERSHIP/BOARD OF DIRECTORS**

This corporation may have members. The eligibility, rights and obligations of the members will be determined by the corporation's bylaws.

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

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

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.

#### ARTICLE VII — 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- DURATION/DISSOLUTION

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

Upon the dissolution of the corporation, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or 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.



**Work Item 1371347300026**  
**Original File Number 1371347300026**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**02/01/2023 11:59 PM**

*Steve Simon*

Steve Simon  
Secretary of State