

Articles of Incorporation and By Laws

As Adopted 8/7/83 and Amended 7/23/2008

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, and all future laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be FinnFest, USA, Inc.

ARTICLE II

The purpose of the corporation is, through the establishment, organization, operation, maintenance, and promotion of an annual festival, to provide Finnish Americans and their progeny an opportunity to meet one another and to broaden and deepen their knowledge of Finland and Finnish American history and culture. All activities of the corporation shall be for charitable purposes as contemplated and permitted by the Internal Revenue Code of 1954. This corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others, provided, however, that the corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including all powers afforded by the Minnesota Nonprofit Corporation Act.

ARTICLE III

The corporation shall not, incidentally or otherwise, afford or pay an pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income on net earnings of this corporation shall, directly or indirectly be distributable to or otherwise inure to the benefit of any individual. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The corporation shall not lead any of its assets to any officer or director or guarantee the payment of a loan by any officer or director.

ARTICLE IV

The period of duration of corporate existence of the corporation shall be perpetual.

ARTICLE V

The registered office of the corporation shall be located at 3900 Park Avenue South in the City of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE VI

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

Carl E. Norberg, Northern Federal Bldg., St. Paul, Minnesota 55102.

ARTICLE VIII

The management and direction of the business and affairs of the corporation shall be vested in a Board of Directors. The number, qualifications, terms 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 express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the corporation.

The names and addresses of the members of the first Board of Directors of the corporation are:

Sinikka Garcia, 3465 N Fremont Ave., Tucson AZ 85719
Reino A. Saari, 15 Captain's Cove, Oakland, CA 94618.
Leo Utter, 1721 S. Snowqualmie St., Seattle, WA 98108
Eeva Koskimaki, 13914 Edmore Drive, Detroit, MI 48205.
E. Olaf Rankinen, South Ridge, MI, 49963.
Robert W. Selavala, 636 16th St. S.E. Owatonna, MN 55060.
Tarmo Hannula, 12 N. Ashland. St., Worcester, MA 01609.
Kalevi A. Olkio, 28 South Gay St., Baltimore, MD 21202.
Anna Lisa Sjoblom, 80 S. Atlantic Drive, Boynton Beach, FL

33435.

The term of office of each such member of the first Board of Directors shall be until the director's successor shall have been elected or otherwise shall qualify.

ARTICLE IX

The officers and directors of the corporation shall not be personally liable to any extent whatsoever for any debts or obligations of the corporation.

ARTICLE X

The corporation shall have no capital stock, either authorized or issued.

ARTICLE XI

The corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, and after the payment of all liabilities and obligations and all costs and expenses incurred by the corporation in connection with such dissolution, and subject always to further provisions of this Article, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954, that are described in Sections 501(c)(3) and Section 509(a)(1),(2), or (3) of the Internal Revenue Code of 1954, and that are exempt from federal income taxes under section 501(a) of the Internal Revenue Code of 1954, all in such proportions as shall be determined (1) by the board of directors of the corporation if the dissolution of the corporation is not required under the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of the corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything to the contrary hereinabove contained in this Article, if any assets are then held by the corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of the corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

ARTICLE XII

These Articles of Corporation may be amended from time to time in a matter provided by a majority of the Board of Directors. Proposed amendments must be included with the notice of the meeting at which the amendment is to be voted upon.

IN WITNESS WHEREOF, We have herunto set our hands this 10 day of September, 1983.

STATE OF MINNESOTA)
)
)ss.
COUNTY OF RAMSEY)
)

On this 10 day of September, 1983, personally appeared before me Carl E. Norberg, to me known to be the person described as incorporators in, and who executed, the foregoing Articles of Incorporation, and each of them acknowledged that he/she executed the same for the uses and purposes therein expressed.

Joan A. Copeland
Notary Public
Minnesota
Washington County
My commission expires April 21, 1988

BYLAWS
And
ARTICLES of INCORPORATION

FinnFest USA, Inc.

August 7, 1983

As Adopted 8/7/83 and Amended 7/23/2008

BYLAWS
ARTICLE I
OFFICES, CORPORATE SEAL

- (1.1) The registered office of the corporation shall be as set forth in the Articles of Incorporation, or in the most recent amendment or restatement of the Articles, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of the corporation changing the registered office.
- (1.2) The corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.
- (1.3) The corporation shall have no corporate seal.

ARTICLE IV
BOARD OF DIRECTORS

(4.1) The property, affairs and business of the corporation shall be managed by the Board of Directors.

(4.2) The board shall determine the time and location of the annual festival. This determination shall be made as soon as practicable for the festival to be held in 1984 and in 1985. Thereafter, the board shall fix the time and location of the festival at least two years in advance.

(4.3) The board may appoint an executive secretary, who if appointed shall be an officer of the corporation, and fix his or her compensation, if any.

(4.4) There shall be nine directors. Each director shall be a natural person of full age and shall hold office until the expiration of his term and until his or her successor shall have been elected and qualifies, or until death or resignation.

One third of the members of the first board of directors shall be elected for a term of three years, one third of the members shall be elected for a term of two years, and one third of the members shall be elected for a term of one year. At the 1984 annual meeting and in subsequent years, directors shall be elected for three year terms.

(4.5) A director of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. The resignation of a director is effective at the time specified therein or, if no time is specified therein, upon receipt of the notice by the officer of the corporation to whom notice is given, and, unless specified therein, the acceptance of the resignation is not necessary to make it effective.

(4.6) Any vacancy in the board of directors shall be filled by vote of the remaining directors (though less than quorum), and each director so chosen shall hold office until the election of directors at an annual meeting of the corporation and until his or her successor shall be duly elected and qualified, unless sooner displaced.

(4.7) The board of directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

(4.8) Meetings of the board of directors shall be held whenever called by the president or by a majority of the other directors. Notice of each meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, or personally to the director, at least five days before the day on which the meeting is to be held.

(4.9) Notice of any meeting of the board of directors need not be given to any director who shall be present at the meeting; and any meeting of the board of directors shall be a legal meeting without any notice thereof having been give if all of the directors of the corporation then in office shall be present threat or waive such notice in writing before, at or after, such meeting.

(4.10) A conference among directors, or other board members of any committee designated by the board of directors, by any means communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the board, or the committee, if the same notice is given of the conference as would be required fro a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

(4.11) A director may participate in a meeting of the board, or any committee designated by the board, not described in section (3.9) by any means of communication through which he, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation is a meeting by that means constitutes personal presence at the meeting.

(4.12) A majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of the directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be give other than by announcement at the meeting at which adjournment is taken.

(4.13) A director may give advance written consent or opposition to a proposal to be acted on at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting.

If the proposal acted on at the meeting has substantially the same effect as the proposal to which the director has consented or objected.

(4.14) There shall be no proxy voting by directors.

(4.15) The board of directors by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law. Except for the power of the corporation to amend the Articles of Incorporation and the Bylaws of the corporation, the Executive Committee shall have all of the powers and authority of the Board of Directors of the corporation in the management of the property, business and affairs of the corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

ARTICLE V

OFFICERS

(5.1) The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be appointed by the board of directors. Any two or more offices may be held by the same person. Each officer shall perform all duties usually incident to the office held.

(5.2) All officers shall be elected annually by the board of directors, and each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until death, resignation, or removal in the manner hereinafter provided. The president of the corporation shall be elected from among the directors of the corporation, but no other officer need be an officer of the corporation.

(5.3) Any officer may resign at any time by giving written notice to the board of directors, to the president, or to the secretary of the corporation. Any resignation shall take effect at the time, if any, specified therein or, if no time is specified, upon receipt thereof by the board of directors, president, or secretary of the corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(5.4) Any officer may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any annual or special called for the purpose, and such purpose shall be stated in the notice or waiver of notice of the meeting unless all the directors of the corporation shall be present thereat.

(5.5) A vacancy in any office shall be filled for the unexpired portion of the term in the manner prescribed in there Bylaws for election of appointment to the office.

ARTICLE VI

FINANCIAL MATTERS

(6.1) The board of directors shall cause to be kept at the registered office of the corporation originals or copies of records of all proceedings of the board of directors and all committees having any of the authority of the board of directors; all financial statements of the corporation; and Articles of Incorporation and Bylaws of the corporation and all amendments and restatements thereof.

(6.2) The board of directors shall cause an appropriate accounting system to be maintained for the corporation. The board shall cause the records and books of account of the corporation to be audited at least once in each fiscal year prior to the annual meeting. A financial report shall be presented to the members for their approval at each annual meeting.

(6.3) The board of directors shall develop a plan for the equitable distribution of any revenues from the 1984 festival, consistent with the provisions of the Articles of Incorporation and Bylaws of the corporation, which plan shall be presented to the 1984 annual meeting for ratification. At the 1984 annual meeting and at each annual meeting thereafter, the board shall recommend a plan for the equitable distribution of any revenues from the festival to be held in the following year, consistent with the provisions of the Articles of Incorporation and Bylaws of the corporation.

(6.4) The board of directors may at any time and from time to time, by resolution adopted by 2/3 of the total number of directors, provide for the payment of compensation to, and for the payment of reimbursement of expenses incurred by, any director, officer, agent or employee of the corporation for personal services rendered to the corporation, or for any expenses necessarily paid or incurred, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of the corporation and the compensation or the amount of expenses paid or reimbursed is reasonable and not excessive.

(6.5) The fiscal year of the corporation shall be determined by the board of directors.

(6.6) All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidence of indebtedness issued in the name of the corporation shall be signed by such party or parties and in such manner as may from time to time be determined by resolution of the board of directors.

(6.7) The board of directors may authorize any officer or officers, agent or agents, to enter into any contract with any party or parties, or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

(6.8) No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

(6.9) All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VII

INDEMNIFICATION

(7.1) Each director and officer of the corporation shall be indemnified by the corporation against any and all claims and liabilities to which he or she shall become subject by reason of serving or having served as a director or officer of the corporation, or by reason of any action or alleged to have been taken, omitted, or neglected by him as director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability. Provided, however, that no person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence. The corporation may purchase appropriate insurance or other surety to carry out the provisions of this article.

ARTICLE VIII

AMENDMENT

(8.1) These bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be included with the notice of the meeting at which the amendment is to be voted upon.