

# State of South Dakota



OFFICE OF THE SECRETARY OF STATE

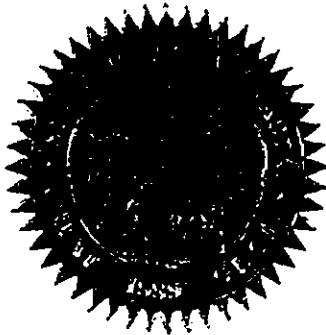
## Certificate of Incorporation Nonprofit Corporation

ORGANIZATIONAL ID #: NS011845

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of **THE BRAIN INJURY ASSOCIATION OF SOUTH DAKOTA, INC.** duly signed and verified, pursuant to the provisions of the South Dakota Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issued this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this September 11, 2001.



Handwritten signature of Joyce Hazeltine in cursive script.

Joyce Hazeltine  
Secretary of State

SECRETARY OF STATE

STATE CAPITOL  
500 E. CAPITOL  
PIERRE, S.D. 57501  
605-773-4845  
Fax 605-773-4550

Filed this 11th day of  
Sept. 20 2001  
Doreen Jorgensen  
SECRETARY OF STATE

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10/15/01 SEP 11 '01  
S.D. SEC. OF STATE

ARTICLES OF INCORPORATION

We the undersigned natural persons of the age of majority and citizens of the United States, have associated ourselves together for the purpose of forming a non-profit corporation under and by the virtue of the statutes and laws of the State of South Dakota, and hereby adopt the following Articles of Incorporation for such corporation.

(Executed by the undersigned for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Nonprofit Corporation Act.)

ARTICLE I

The name of such corporation is The Brain Injury Association of South Dakota, Inc.

ARTICLE II

The period of the corporation's duration is Perpetual

ARTICLE III

The place in this state where the principal office of the corporation is to be located is in the City of Sioux Falls, County of Minnehaha. The address of its registered agent is 1601 South Van Epps Avenue, Sioux Falls, South Dakota 57105-2230 and the name of its registered agent at such address is Carol Jorgenson-Ehlers.

ARTICLE IV

This corporation is organized exclusively for charitable and education purposes with the meaning of the Section 501 (c)(3) of the Internal Revenue Code of 1954 and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

As a means of accomplishing the purposes set out in the preceding paragraph and subject to its limitations, this corporation is empowered and organized to provide information and special events to the community.

The purpose of The Brain Injury Association of South Dakota, Inc. to educate the public, improve the quality of life for persons with brain injury and their families, and to support programs to prevent brain injury. In that connection, the goals of the Brain Injury Association of South Dakota, Inc. include, but are not limited to the following:

- (a) To promote the welfare, rights and dignity of individuals with brain injury.
- (b) To increase public, family, professional and survivor awareness of the incidence and the consequences of brain injury.

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- (c) To serve as an information and resource center for survivors of brain injury, their families, friends, and providers and professionals in the field of brain injury treatment and rehabilitation;
- (d) To provide a network of support for persons with brain injury, their family and friends;
- (e) To foster and assist in the establishment of rehabilitation programs and services for persons with brain injury, from coma to community;
- (f) To support the development of standards of quality care and ethical practices in the field of brain injury;
- (g) To advocate for public policy which recognizes and addresses the problems of persons with brain injury, their families and care providers;
- (h) To support and promote research on all aspects of brain injury, as well as research on innovation, prevention, treatment, rehabilitation and life-long care;
- (i) To create and support activities and legislation aimed at prevention of brain injuries and fatalities, with particular attention to highway safety programs; and
- U) To promote and foster the empowerment of persons with brain injury through active participation in BIA SD and the community

#### ARTICLE V

This corporation shall have members; and the corporation shall have more than one class of members as described in the By-Laws of the corporation. (Provisions designating the classes of the members and the stated qualifications and rights of these members of each class are outlined in the By-Laws of the corporation. The manner of the appointment and election of directors not to be elected or appointed by one or more classes or members is also outlined in the By-Laws of the corporation). The Board of Directors shall be elected in accordance with the provisions of the By-Laws to be hereafter adopted.

#### ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors, who shall be elected from the group of members of this corporation as hereinafter set forth, and from such additional officers and directors as may from time to time be provided for by the By-Laws of the corporation.

#### ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or to be distributed to, its members (if any), its trustees, directors, 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 purposes set forth in Article IV herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

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#### ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation by distributing such assets to one or more non-profit social services organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine

#### ARTICLE IX

The number of directors constituting the initial Board of Directors shall be three; the names and addresses of the said Directors are as follows:

<u>Name:</u>	<u>Address:</u>
Carol Jorgenson-Ehlers	1601 South Van Eps Avenue Sioux Falls, South Dakota 57015-2230
Ronald R. Hoops	P.O. Box #51, Groton, South Dakota 57445
Beth Ann Haug	HC83, Box #80, Custer, South Dakota 57730-9704

#### ARTICLE X

The number and addresses of the persons forming this corporation are as follows:

Carol Jorgenson-Ehlers	1601 South Van Eps Avenue Sioux Falls, South Dakota 57015-2230
Ronald R. Hoops	P.O. Box #51, Groton, South Dakota 57445
Beth Ann Haug	HC83, Box #80, Custer, South Dakota 57730-9704

#### ARTICLE XI

No director shall be liable to the corporation or to any of its monetary damages for breach of fiduciary duty as a director, except that such protection does not extend to those matters for which liability cannot be limited as per SDCL 47-2-58-8 and 47-22-65.1 or 65.8. It is the intent of the provisions that the protections afforded by this paragraph will include any additional protections authorized by future amendments to the laws of the State of South Dakota.

#### ARTICLE XII

These articles may be amended in the manner authorized by law at the time of amendment, provided that under no circumstances shall any amendment change the non-profit and the charitable, literary and education character of the corporation.

IN WITNESS WHEREOF, we have subscribed our names, and executed these  
incorporation in duplicate on the 5<sup>th</sup> day of September 2001.

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Signature of Incorporators:

Carol Jorgenson-Ehlers  
Carol Jorgenson-Ehlers

Ronald R. Hoops  
Ronald R. Hoops

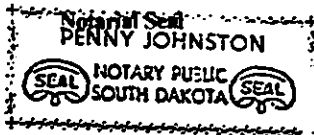
Beth Ann Haug  
Beth Ann Haug

STATE OF SOUTH DAKOTA)  
SS  
COUNTY OF MINNEHAHA )

On this the 6 day of September 2001 before me, the undersigned officer, personally appeared Carol Jorgenson-Ehlers, Beth Ann Haug and Ronald R. Hoops know to me or satisfactorily proven to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Penny Johnston  
Notary Public  
My Commission Expires: June 1, 2004



The Registered Agent must sign the Consent of Appointment below.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT	
I, <u>Carol Jorgenson-Ehlers</u> , hereby give my consent to serve as the Registered Agent for <u>The Brain Injury Association of South Dakota, Inc.</u>	
Dated	<u>9/6/01</u> <u>Carol Jorgenson-Ehlers</u> signature of Registered Agent)

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10/15/01

Receipt Number: 103580

File Number NS011845

ART OF INC

For

**THE BRAIN INJURY ASSOCIATION OF SOUTH DAKOTA, INC.**

Filed at the request of:

**BRAIN INJURY ASSOCIATION OF SOUTH DAKOTA, INC.  
1601 S VAN EPS AVENUE  
SIOUX FALLS SD 57105**

*State of South Dakota  
Office of the Secretary of State*

Filed in the office of the Secretary of State on: Tuesday, September 11, 2001

  
Secretary of State

Fee Received: \$20