

## **ARTICLES OF INCORPORATION**

Executed by the undersigned for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Non-Profit Corporation Act.

### **ARTICLE I**

The name of the corporation is South Dakota RehabACTION, Inc.

### **ARTICLE II**

The period of existence is perpetual.

### **ARTICLE III**

The purposes for which the corporation is organized:

A. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and more specifically, for the following purposes:

- 1) To educate the general public, particularly in the State of South Dakota, in regard to the ability of persons with disabilities to be productive working members of society.
- 2) In furtherance of the primary purpose stated above, to educate and provide technical assistance to the general public on the value of those rehabilitation programs established and funded under the Rehabilitation Act of 1973 or similar legislation designed to assist persons

with disabilities and the Social Security Disability program.

- 3) To publish a periodic newsletter describing the status and background of policies which directly affect the public rehabilitation and related programs that serve persons with disabilities.
- 4) To promote, encourage and foster charitable, educational or scientific activity having purposes consonant with those of the Corporation.
- 5) To accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.
- 6) To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.

- B. For any other uses contemplated under the South Dakota Non-Profit Corporation Act and all powers given to non-profit corporations by SDCL Ch. 47-22, 47-23 and amendments thereto.

#### **ARTICLE IV**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operating for profit 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 as hereinabove stated.

## **ARTICLE V**

Notwithstanding any other provision herein, the Corporation and its affiliates shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

## **ARTICLE VI**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in any political campaign on behalf of any candidates for public office, including the publishing or distribution of statements.

## **ARTICLE VII**

The Corporation will have members.

## **ARTICLE VIII**

Only those persons who are members in good standing of American RehabACTION, Inc. and who have paid dues for membership in South Dakota RehabACTION, Inc., as established from time to time by the board of directors, may be members of this Corporation. All dues-paying members shall have the right to vote.

## **ARTICLE IX**

The board of directors shall consist of the officers of the Corporation and a director at large. The officers and director at large shall be elected by the membership at the annual meeting.

## **ARTICLE X**

Upon the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or

making provision for the payment of all of its liabilities, distribute any assets remaining for charitable or educational purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Code.

#### **ARTICLE XI**

The corporation may indemnify any employee, officer, director or agent of the corporation, or any volunteer who is serving on behalf of the corporation, pursuant to SDCL 47-22-65.1, 65.2, 65.3, 65.4, 65.5, 65.6, 65.7, and 65.8 or amendments thereto. No director, trustee or officer, or volunteer shall be liable for acts which are not caused by willful or wanton misconduct by the individual, all pursuant to SDCL 47-23-2.1 and 2.9.

#### **ARTICLE XII**

The street address of its initial registered office is Hillsvie Plaza, 3800 East Highway 34, Pierre, South Dakota, 57501 and the name of its initial agent at such address is Bernie Grimme.

#### **ARTICLE XIII**

The number of directors constituting the initial board of directors is five, and the names and addresses of the persons who are to serve as the initial board of directors until the first annual meeting of the membership are set forth below:

Kim Crossan  
c/o Division of Rehabilitation Services  
315 S. Wilson  
Aberdeen, SD 57401-5055

Bernie Grimme  
c/o Division of Rehabilitation Services  
Hillsvie Plaza  
c/o 500 East Capitol  
Pierre, SD 57501

Cindy Stewart  
c/o Division of Rehabilitation Services  
817 W. Russell, Suite 102  
Sioux Falls, SD 57104

Jerry Raabe  
c/o Division of Rehabilitation Services  
1310 Main Avenue, S. Suite 102  
Brookings, SD 57006

Gaye Mattke  
c/o Division of Service to the Blind and Visually Impaired  
Hillsview Plaza  
c/o 500 East Capitol  
Pierre, SD 57501

#### **ARTICLE XIV**

The name and address of the incorporators:

Bernie Grimme  
c/o Division of Rehabilitation Services  
Hillsview Plaza  
c/o 500 East Capitol  
Pierre, SD 57501

Kim Crossan  
c/o Division of Rehabilitation Services  
315 S. Wilson  
Aberdeen, SD 57401-5055

Cindy Stewart  
c/o Division of Rehabilitation Services  
817 W. Russell, Suite 102  
Sioux Falls, SD 57104

Jerry Raabe  
c/o Division of Rehabilitation Services  
1310 Main Avenue, S. Suite 102  
Brookings, SD 57006

Gaye Mattke  
c/o Division of Service to the Blind and Visually Impaired  
Hillsview Plaza  
c/o 500 East Capitol  
Pierre, SD 57501

**ARTICLE XV**

These articles may be amended in the manner authorized by law at the time of amendment.

Executed on the \_\_\_\_\_ day of \_\_\_\_\_, 2001.

Signature of Incorporators:

\_\_\_\_\_  
Bernie Grimme

\_\_\_\_\_  
Kim Crossan

\_\_\_\_\_  
Cindy Stewart

\_\_\_\_\_



On this the \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared Cindy Stewart, known to me to be the person who is described in, and who executed the within instrument and acknowledged to me that she executed the same.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

State of South Dakota     )  
  )ss  
County of Hughes            )

On this the \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared Jerry Raabe, known to me to be the person who is described in, and who executed the within instrument and acknowledged to me that he executed the same.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

State of South Dakota     )  
  )ss  
County of Hughes            )

On this the \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared Gaye Mattke, known to me to be the person who is described in, and who executed the within instrument and acknowledged to me that she executed the same.

\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

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**CONSENT OF APPOINTMENT BY THE REGISTERED AGENT**

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I, Bernie Grimme, hereby give my consent to serve as the

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registered agent for South Dakota RehabACTion, Inc.

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Dated \_\_\_\_\_, 2001 \_\_\_\_\_

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