

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

ACADEMY OF COURT-APPOINTED NEUTRALS

The undersigned, the President of the Academy of Court-Appointed Masters, a Minnesota non-profit corporation (the "Corporation"), hereby certifies that the following Articles of Amendment have been duly adopted by both the Board of Directors and the Membership of the Corporation, pursuant to the provisions of the Minnesota Nonprofit Corporation Act.

Section 1.1 of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

1.1 Registered Office. The ACAN Board of Directors (Board) shall determine the registered office of the Corporation and properly and timely notify appropriate government agencies as required by law. The current registered office is at 1041 Grand Ave., #212, St. Paul, Minnesota 55105.

This amendment has been adopted pursuant to Chapter 317A of the Minnesota Statutes, also called the Minnesota Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this ___ day of March 2024.

ACADEMY OF COURT-APPOINTED NEUTRALS

By: _____

Randi Ilyse Roth

Its President

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ACADEMY OF COURT-APPOINTED MASTERS**

The undersigned, the President of the Academy of Court-Appointed Masters, a Minnesota non-profit corporation (the "Corporation"), hereby certifies that the following Articles of Amendment have been duly adopted by both the Board of Directors and the Membership of the Corporation, pursuant to the provisions of the Minnesota Nonprofit Corporation Act.

1. The name of the Corporation is "**Academy of Court-Appointed Neutrals.**"
2. Article I of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

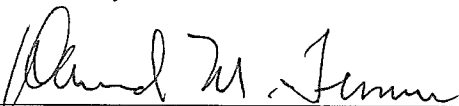
Name

The name of the Corporation is "**Academy of Court-Appointed Neutrals.**"

3. This amendment has been adopted pursuant to Chapter 317A of the Minnesota Statutes, also called the Minnesota Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this 8th day of July, 2022.

ACADEMY OF COURT-APPOINTED MASTERS

By: 
David Tenner
Its President



Work Item 1321067800021
Original File Number 1069184-2

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
07/11/2022 11:59 PM

Steve Simon

Steve Simon
Secretary of State

1069184-2

NP-CN,



**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

NATIONAL ASSOCIATION OF MASTERS

The undersigned, the President of National Association of Masters, a Minnesota nonprofit corporation (the "Corporation"), hereby certifies that the following Articles of Amendment have been duly adopted by the Board of Directors of the Corporation, pursuant to the provisions of the Minnesota Nonprofit Corporation Act.

1. The name of the Corporation is **Academy of Court-Appointed Masters.**
2. Article I of the Corporation's Articles of Incorporation are amended to read in their entirety as follows:

"ARTICLE I

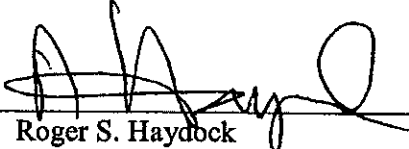
Name

The name of the Corporation is **Academy of Court-Appointed Masters."**

3. This amendment has been adopted pursuant to Chapter 317A of the Minnesota Statutes, also called the Minnesota Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this 5th day of November, 2004.

NATIONAL ASSOCIATION OF MASTERS

By: 
 Roger S. Haydock
 Its President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

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Mary Hoffmeyer
Secretary of State

NP-OK



**ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF MASTERS**

The undersigned hereby create a nonprofit corporation under Chapter 317A of the Minnesota Statutes and adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of this corporation is "National Association of Masters" (hereinafter referred to as "the Corporation").

**ARTICLE 2
REGISTERED OFFICE**

The address of the registered office of the Corporation is:

c/o William Mitchell College of Law
875 Summit Avenue
Saint Paul, MN 55105-3030

**ARTICLE 3
PURPOSES**

Subject to the restrictions set forth in Article 4, the purposes of the Corporation shall be as follows:

- (1) The general purpose of the Corporation shall be to foster and promote charitable, scientific, literary, or educational aims as those terms are defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended and including the corresponding provisions of any later federal tax laws ("the Code"); and within those limits
- (2) To promote and educate the public and the judiciaries of the United States and the several states on the use of Masters to aid in the prompt, efficient, and just resolution of litigation disputes, to improve and advance the skills and knowledge available to Masters serving in the role of Masters, to foster scholarly research and publications of practical value to the general public, litigants, judges, and court administration community; and
- (3) To advance and promote such aim in its own behalf or as agent, trustee or representative of others so doing; to aid and assist individuals, corporations, associations or institutions now or hereafter engaged in furthering such aim; and to do such other things as may be necessary or proper to carry out the foregoing aims of the Corporation.

ARTICLE 4 RESTRICTIONS

Notwithstanding any other provisions of these Articles, the Corporation shall be subject to the following restrictions:

(1) No part of the net earnings of the Corporation, or any other pecuniary gain or profit, shall inure to the benefit of, or be distributable to, its Members, Directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(2) No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not participate in or intervene in a political campaign on behalf of or in opposition to a candidate for public office.

(4) The corporation shall not carry on any other activities not permitted to be carried on by a corporation that is (a) exempt from federal income tax under Section 501(c)(3) of the Code, or (b) eligible to receive contributions that are deductible under Section 170(c)(2) of the Code.

(5) In managing and administering its affairs, the Corporation shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, gender, age, physical disability, affectional preference, religion, marital status, status with regard to public assistance, or any other form of discrimination prohibited by applicable law.

ARTICLE 5 MEMBERS

(1) The names and addresses of the initial Members of this Corporation shall be as named by the Initial Board of Directors.

(2) The qualifications, conditions, classes, rights and privileges of Members of the Corporation shall be as set forth in the Corporation's Bylaws, except as follows:

(a) A Member shall not be entitled to assign any of the rights and privileges of such Member with respect to the Corporation.

(b) At any meeting of the Corporation, Members who are entitled to vote at such meeting shall have the right to be represented by proxy, to be appointed in writing, signed by such Member. Any action of Members who are entitled to vote shall be effective by vote of the majority of such Members present at the meeting or represented thereat by proxy, if a quorum defined in the Corporation's Bylaws was present at the beginning of the meeting.

(c) Any action required or permitted to be taken at a meeting of the Members may be taken by unanimous written action of the Members who are entitled to vote.

**ARTICLE 6
CAPITAL STOCK**

This Corporation shall have no capital stock.

**ARTICLE 7
INCORPORATORS**

The names and addresses of the two (2) persons acting as Incorporators of this Corporation are as follows:

Roger S. Haydock
c/o William Mitchell College of Law
875 Summit Avenue
Saint Paul, MN 55105-3030

David F. Herr
c/o Maslon Edelman Borman & Brand, LLP
3300 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-4140

**ARTICLE 8
MANAGEMENT**

The management of this Corporation shall be vested in a Board of Directors, consisting of not less than three (3) nor more than twenty-five (25) natural persons, the exact number to be fixed, from time to time, by action of a majority of the Members who are entitled to vote. Each member of the Board of Directors shall be elected by the Members at the annual meeting of the Corporation by the Members who are entitled to vote. The Board of Directors of the Corporation may, from time to time, make or amend such Bylaws, rules and regulations, not inconsistent herewith nor contrary to law, as may be deemed necessary or expedient for the management of its affairs and to carry out effectually the purposes of this Corporation. The names and addresses of the initial Board of Directors are:

Roger S. Haydock	WILLIAM MITCHELL COLLEGE OF LAW 875 Summit Avenue Saint Paul, MN 55105-3030
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Sol Schreiber	MILBERG WEISS BERSHAD & SCHULMAN LLP One Pennsylvania Plaza New York, NY 10119-0165
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Lewis A. Remele, Jr.	BASSFORD REMELE 3800 Multifoods Tower 33 South Sixth Street Minneapolis, MN 55402-3707
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David F. Herr	MASLON EDELMAN BORMAN & BRAND, LLP 3300 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-4140
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ARTICLE 9
LIMITED LIABILITY AND INDEMNIFICATION

There shall be no personal liability of any Member or Director of the Corporation for any obligation of the Corporation of any nature whatsoever; nor shall any of the property of any Member or Director of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever. The Corporation shall indemnify all Members, Directors and officers to the full extent permitted by Section 317A.521 of the Minnesota Statutes.

ARTICLE 10
AMENDMENT

Subject to the provisions of Article 8, the Members who are entitled to vote may from time to time amend these Articles by the affirmative vote of at least a majority of such Members present at a meeting of the Members duly called and held as provided in the Corporation's Bylaws, or by their unanimous written action.


ARTICLE 11
DURATION

The duration of the Corporation shall be perpetual, unless it is dissolved pursuant to law.

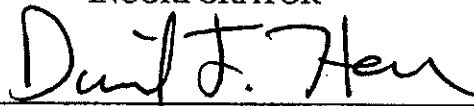
ARTICLE 12
DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation by distributing them for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, to an organization or organizations qualified as an exempt organization under section 501(c)(3) of the Code, or to the federal government or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, as are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have signed our names as Incorporators this 7th day of October, 2004.



Roger S. Haydock
INCORPORATOR



David F. Herr
INCORPORATOR

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT -8 2004


Secretary of State

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