

1K-635

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION OF FACILITATORS**

THE UNDERSIGNED INDIVIDUAL, for the purpose of forming a corporation under and pursuant to Chapter 317A of the Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, does hereby sign and acknowledge these Articles of Incorporation.

ARTICLE I

Name. The name of the Corporation is International Association of Facilitators (the "Corporation").

ARTICLE II

Registered Office. The address of the Corporation's Registered Office in the State of Minnesota is 5510 Edgewater Boulevard, Minneapolis, MN 55417.

ARTICLE III

Purposes. The Corporation is organized and shall be operated exclusively for charitable, humane and educational purposes, and in particular, to promote, support, advance and represent the interests of the discipline and practice of various forms of facilitation and their applications in public, private and non-profit sectors of society in all cultures and nations around the world. The Corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of the Corporation or expedient for the attainment of the purposes stated herein. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now or hereafter in effect (the "Code"), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE IV

No Pecuniary Gain. The Corporation shall be nonstock and no dividends or pecuniary gain shall be declared, inure to the benefit of or be distributed to its members, directors or officers. No financial gain shall ever accrue to a member, officer or director of the Corporation, nor to any person or organization in the conduct of the business of the

Corporation, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation. Any receipts of the Corporation in excess of the ordinary expenses of the Corporation shall inure to the benefit of the Corporation and shall be applied by the directors thereof to the expenses incurred by the Corporation in carrying out the purposes set forth herein. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The 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.

ARTICLE V

Membership. The membership of the Corporation may consist of one or more classes. The Board of Directors, known as the Association Coordinating Team, shall have the authority to establish one or more classes of membership and shall fix the voting power, rights and preferences of each class.

ARTICLE VI

Dissolution. The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to Section 501(c)(6) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

ARTICLE VII

Personal Liability. Neither the members, nor the directors, officers, employees, representatives or agents of the Corporation, past or present, shall be personally liable for the payment of any debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

ARTICLE VIII

Consent in Writing. Any action required or permitted to be taken at a meeting of the Board of Directors, other than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When written action is taken by less than all of the directors, all directors shall be notified immediately of the text of the proposed action and its effective date.

ARTICLE IX

First Board of Directors. The names and addresses of the first Board of Directors of the Corporation, known as the Association Coordinating Team, are as follows:

Chair:	Bob Vance	8245 SW 116 Terrace, Miami, Florida 33156
Past Chair:	Sue Laxdal	211 Peninsula Road, Medicine Lake, Minnesota 55441
Chair Elect:	Mirja Hanson	5510 Edgewater Blvd., Minneapolis, Minnesota 55417
Treasurer:	David Watts	804 Ridge Road, McHenry, Illinois 60050
Secretary:	Sherwood Shankland	4910 Briar Street, Fairfax, Virginia 22032
	Kim Epley	1741 Gaylord, Denver, Colorado 80206
	Linda Jones	2219 Williams Street, Denver, Colorado 80205
	Jo Nelson	35 Westlake Avenue, Toronto, Ontario, Canada M4C 4P7
	Jim Troxel	4750 N. Sheridan Road, Chicago, Illinois 60640
	Sandra True	17 E. 16th Street, 3rd Floor, New York, New York 20003
	Jean Watts	1629 Pine Street, New Orleans, Louisiana 70118

ARTICLE X

Incorporator. The name and address of the person acting as the incorporator is:

Mirja P. Hanson
5510 Edgewater Boulevard
Minneapolis, MN 55417

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of _____, 1994.


Mirja P. Hanson, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 06 1994

Jean Anderson Howe
Secretary of State M

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1K-635



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MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME:(List the name of the company prior to any desired name change)

International Association of Facilitators

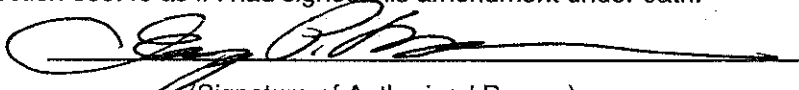
This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days **after** filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form ____.)

ARTICLE II

The address of the Corporation's Registered office in the State of Minnesota is.
7630 West 145th Street, Suite 202, St. Paul, MN 55124

This amendment has been approved pursuant to *Minnesota Statutes chapter 302A or 317A*. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.


(Signature of Authorized Person)

133739

INSTRUCTIONS

1. Type or print with black ink.
2. A Filing Fee of: \$35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State
180 State Office Building
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

FOR OFFICE USE ONLY

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 02 1995


Secretary of State 

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

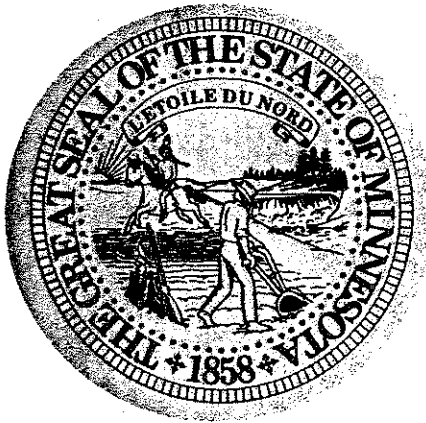
This corporation is now legally organized under the laws of Minnesota:

Corporate Name: International Association of Facilitators

Corporate Charter Number: 1K-635

Chapter Formed Under: 317A

This certificate has been issued on 05/06/1994.



Joan Anderson Grove
Secretary of State.