

**ARTICLES OF INCORPORATION
OF
NORTHERN INLINE SKATERS**

In order to form a corporation under and pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the Minnesota Non-Profit Corporation Act, and laws amendatory thereof and supplementary thereto, the following Articles of Incorporation are hereby adopted:

ARTICLE I

The name of this corporation shall be Northern Inline Skaters.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. This corporation's exclusive purpose shall be the promotion of physical fitness and the social welfare, through the activity of inline skating, using non-political and non-sectarian means including education, mutual support and the performance of such other charitable and educational functions within the meaning of Section 501(c) (3) of the internal Revenue Code of 1954, necessary, appropriate or otherwise promoting inline skating as a source of exercise, fellowship, and individual and community welfare.

Notwithstanding any other provisions of these Articles, this 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 Law); moreover, no substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting 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.

ARTICLE IV

The registered office of this corporation shall be 30 Bruce Street, Duluth, MN 55803.

ARTICLE V

The corporation shall not issue capital stock and has no capital stock.

ARTICLE VI

An action required or permitted to be taken at a board meeting 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.

ARTICLE VII

The name and address of the incorporator is:

Mr. Terry King
30 Bruce Street
Duluth, MN 55803

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, Board of Directors, officers or other private persons except

MINUTES OF THE MEETING
OF THE INCORPORATOR OF
NORTHERN INLINE SKATERS

The first meeting of the Board of Directors of Northern Inline Skaters, a corporation organized pursuant to Chapter 317A of the Minnesota Statutes and existing under and by virtue of the laws of the State of Minnesota, was held at 30 Bruce Street, Duluth, Minnesota, on the 23rd day of July, 2002, at 5:00 p. m., pursuant to the Waiver of Notice and Consent signed by the Incorporator of the corporation.

Terry King, the Incorporator, presided as Chairman of the meeting. The Chairman reported that the original Articles of Incorporation of the corporation had been filed in the office of the Secretary of State of the State of Minnesota and that the fees for such filing of the original Articles of Incorporation were duly paid to the Treasurer of the State of Minnesota. The Chairman exhibited to the meeting the Certificate of Incorporation issued to the corporation on the 8th day of July, 2002, by the Secretary of State for the State of Minnesota.

The following motion was duly passed:

RESOLVED, that the Certificate of Incorporation be and is hereby accepted for and on behalf of this corporation, that the Secretary be and hereby is instructed to cause a copy of the Articles of Incorporation and the Certificate of Incorporation to be filed in the corporate minute book for purpose of reference.

Mr. King presented to the meeting the proposed Bylaws of the corporation which were read, section by section, and thereupon the following motion was unanimously adopted:

RESOLVED, that the Bylaws, a copy of which has been presented by the Incorporator, be and the same hereby are approved and adopted as amended as and for the Bylaws of this Corporation, and

RESOLVED FURTHER, that the Secretary be and hereby is authorized and directed to cause a copy of such Bylaws to be amended and to be inserted in corporate minute book, appropriately identified and certified for the purpose of identification and reference.

The Chairman then announced to the meeting that the next order of business was the determination of the number of directors of the corporation and election of directors to fill those positions. After discussion, the following motion was unanimously adopted:

RESOLVED, that the business affairs of the corporation, shall be conducted by a Board of Directors consisting of three (3) directors and that members of the First Board shall serve until the next regular January meeting of the Board and until successors are elected and qualified:

The following directors were then nominated and elected:

Terry King
Cathi Austin
Marty Heimer

The Incorporator announced that the next order of business was the election of officers of the corporation. Thereupon it was:

RESOLVED, the following be and hereby are elected and qualified:

President - Terry King
Treasurer - Marty Heimer
Secretary - Cathi Austin.

The Chairman then stated that neither Minnesota law nor the Bylaws require a Minnesota corporation to have a corporate seal, and upon advice of legal counsel the Chairman suggested that the corporation have no corporate seal. Accordingly, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors hereby provides and declares that the corporation shall have no corporate seal.

The Chairman presented to the meeting the matter of designating a depository for the funds of the corporation, where upon the following resolution was unanimously adopted:

RESOLVED, the Park State Bank be and hereby is designated as the depository for the funds of the corporation.

The Chairman then announced that the corporation should elect a fiscal year which ends on December 31 of each year. The following motion was unanimously adopted:

RESOLVED, that this corporation shall elect and adopt a fiscal year which ends on December 31 of each year.

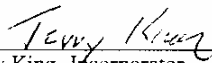
With the First Board of Directors elected, the Incorporator submitted his resignation as Incorporator of the corporation, and the following resolution was unanimously adopted:

RESOLVED, that the resignation of Terry King is hereby accepted and all actions which he performed as Incorporator of the corporation are hereby ratified and approved.

RESOLVED FURTHER, that Terry King is hereby released from all further responsibility as Incorporator of the corporation.

There being no further business to come before the meeting, the same was adjourned at 5:30 p.m.

Respectfully submitted,



Terry King, Incorporator