

ARTICLES OF INCORPORATION OF ASSOCIATION OF PROFESSIONALS IN INFECTION CONTROL (APIC) MINNESOTA

The undersigned incorporator is an individual 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME

The name of this corporation shall be ASSOCIATION OF PROFESSIONALS IN INFECTION CONTROL (APIC) MINNESOTA

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at 2626 East 82nd ST, Suite 270, Bloomington, MN 55425

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious and educational as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- To create a safer world by developing professional competency in Infection Prevention and Control, through teamwork and education focused on leadership, implementation science, and technology utilization.

ARTICLE IV — EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers 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 purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene

in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the corporation's bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title or interest in or to any property of the corporation.

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed by the number of board members that would be required to take the same action at a meeting of the board at which all board members were present.

ARTICLE VI — PERSONAL LIABILITY

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the corporation, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII - INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Minnesota and certify I have executed these Articles of Incorporation this 25th day of September, 2023.

Incorporator Name Amanda Halvorson, 2023 APIC MN President

Incorporator Address, City, State, ZIP 2626 East 82nd ST, Suite 270, Bloomington, MN 55425

Incorporator Signature 

Incorporator Name Denice Tracy, 2023 APIC MN Treasurer

Incorporator Address, City, State, ZIP 2626 East 82nd ST, Suite 270, Bloomington, MN 55425

Incorporator Signature 