

State of Minnesota

3465

## 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.

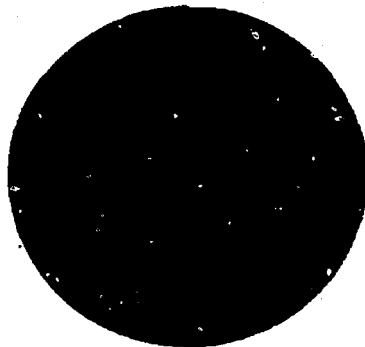
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Clare Housing

Corporate Charter Number: 1K-931

Chapter Formed Under: 317A

This certificate has been issued on 07/18/1994.



*Joan Anderson Grove*  
Secretary of State.

5-1420A-00

1K-931

3466

**ARTICLES OF INCORPORATION  
OF  
CLARE HOUSING**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future laws amendatory thereto and supplementary thereto, adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be "Clare Housing".

**ARTICLE II  
DURATION**

The period of duration of corporate existence of this corporation shall be perpetual.

**ARTICLE III  
REGISTERED OFFICE**

The registered office of this corporation is located at 51 Seventh Street West, St. Paul, Minnesota, 55102-1163.

**ARTICLE IV  
INCORPORATOR**

The name and address of the incorporator, who is a natural person of full age, is:

Sister Kathleen Manahan, osf  
2420 Bloomington Avenue South  
Minneapolis, MN 55404

**ARTICLE V  
PURPOSE**

This corporation is organized and shall be operated exclusively for religious, educational and charitable purposes, and shall be subject to and operated in conformance with the laws, rules, regulations and standards established and permitted by Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. Within the framework and limitations of the foregoing, this corporation is organized and shall be operated to (but not limited to) provide, in the manner of Clare of Assisi, shelter, comfort, and nourishment to those in need; especially those living with AIDS.

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All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section.

#### ARTICLE VI POWERS

The corporation shall have all the powers granted under the Minnesota Non-Profit Corporation Act. However, a corporation shall have and exercise only such powers as are required by and are consistent with the exempt purposes of this corporation and are within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. Subject to this, limitation powers include, but are not limited to, the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise and to hold, own, expend, make gifts, grants, and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation as set forth above, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the purposes set forth above. This corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from Federal Income Taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation that is described in, and contributions to which are deductible for Federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code of 1986.

#### ARTICLE VII NO LOBBYING

No substantial part of the activities of this corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE VIII PECUNIARY GAIN - INUREMENT

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members or directors as such, and no part of the net income or net earnings of this corporation, shall directly or indirectly distribute to or otherwise inure to the benefit of any member, director or individual, 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 set forth herein. This corporation shall not lend any of its assets to any officer, director, or member

of this corporation or guarantee to any person the payment of a loan by any officer, director, or member of this corporation.

**ARTICLE IX  
BOARD OF DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in the Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the corporation.

The names and addresses of the first members of the Board of Directors are:

Sister Kathleen Manahan, osf  
Executive Director, Clare House  
51 7th Street West  
St. Paul, MN 55102-1163

Father John Malone  
Assumption Church  
St. Paul, MN 55102-1163

Mr. Jack Veiman  
3654 Grand Avenue  
White Bear Lake, MN 55110

Father John J. Abts, ofm  
Sacred Heart  
840 E. Sixth Street  
St. Paul, MN 55106

Sister Gretchen Berg, osf  
208 Wisconsin St. N. - 307  
Hudson, WI 54016

Ms. Therese Cain  
1025 Sixth SE  
Minneapolis, MN 55414

Mr. Scott Chapman  
P.O. Box 50679  
Mendota, MN 55150

Sister Judy Chiodo  
701 Monroe Street N - 3  
Hudson, WI 54016

Father John Estrem  
Cathedral of St. Paul  
239 Selby Avenue  
St. Paul, MN 55102

Sister Joanne Lucid  
940 Franklin Terrace - 203  
Minneapolis, MN 55406

Mr. Jim Maurer  
4928 Elliot Avenue S.  
Minneapolis, MN 55417

Mr. Chuck Rice  
7731 Tanglewood Court  
Edina, MN 55439

Sister Joyce Stemper  
835 Fifth Street E.  
St. Paul, MN 55106

Ms. Cari Trousdale  
2285 Stewart - 1115  
St. Paul, MN 55116

Sister Wanda Mettes  
1875 Oakdale Avenue, Apt. 104  
West St. Paul, MN 55118

The term of office of each such member of the first Board of Directors of this corporation shall be until the first annual meeting, or until the directors' successors shall have been elected or otherwise shall qualify. A full Board of Directors consisting of not less than three (3), nor more than twenty-one (21) members shall be established not later than the annual meeting in the year 1995.

#### ARTICLE X MEMBERS

The members of the Board of Directors of this corporation shall be the only members of this corporation. Each member of the Board of Directors of this corporation automatically shall become and be a member of this corporation concurrently with his or her becoming a member of the Board of Directors, shall continue to be a member of the corporation for so long as he or she is a member of the Board of Directors, and automatically shall cease to be a member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation. Members of the Board of Directors shall have voting rights only as directors and shall have no voting rights as members.

#### ARTICLE XI WRITTEN ACTION - WITHOUT MEETING

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 Directors that would be required to take the same action at a meeting of the Board at which all Directors were present; provided that all Directors are notified immediately of its text and effective date. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. A Director who does not sign a consent of their written action has no liability for action or actions thereby taken.

#### ARTICLE XII PERSONAL LIABILITY - INDEMNITY

The officers, directors, and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation. All directors, officers and employees of this corporation shall be indemnified for any action taken in their official capacity to the full extent permitted under Minnesota Statutes Section 317A.521.

#### ARTICLE XIII CAPITAL STOCK

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XIV  
DISSOLUTION

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation and after payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, subject always to the further provisions of this Article XIV, any remaining assets shall be distributed or used exclusively to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, to be used for educational, charitable or religious purposes.

ARTICLE XV  
AMENDMENT

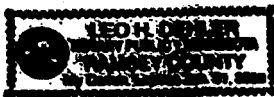
These Articles of Incorporation may be amended in accordance with the provisions of Minnesota Non-Profit Corporation Act, as amended, provided that such amendments to the Articles of Incorporation could lawfully be included or omitted from the original Articles at the time the amendment is made, and provided such amendment is made so as to continue to qualify this corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, or such section or any provision of federal law as is or may hereafter be applicable.

IN WITNESS WHEREOF, we have executed the Articles this 28 day of June, 1994.

Sister Kathleen Manahan, OSF  
Sister Kathleen Manahan, OSF

STATE OF MINNESOTA     )  
  ) ss.  
COUNTY OF  Ramsey      )

The foregoing Articles of Incorporation of Clare Housing was acknowledged before me this 28 day of June, 1994.



[Signature]  
Notary Public

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JUL 16 1994

[Signature]  
Secretary of State



111  
11-931

**MINNESOTA SECRETARY OF STATE  
AMENDMENT OF ARTICLES OF INCORPORATION**

7114

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Only complete the "Amendment of Articles of Incorporation" form if you are making changes to items 2-4 of the "Annual Registration" form (reverse side).
2. Type or print in black ink.
3. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
4. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

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

Clare Housing

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 III**

The registered office of this corporation is located at 68 West Exchange St., St. Paul, Minnesota, 55102-1006.

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.

*Spylet Summer*  
(Signature of Authorized Person)

If you have any questions please contact the Secretary of State's office at (612)296-2803.

RETURN TO:

Secretary of State/Records Processing Section  
180 State Office Bldg., 100 Constitution Ave.  
St. Paul, MN 55155-1289

402308

FOR OFFICE USE ONLY

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 25 1997

*Justine Hove*  
Secretary of State

NP 1K-931

NP 20



**MINNESOTA SECRETARY OF STATE  
NOTICE OF CHANGE OF REGISTERED OFFICE/  
REGISTERED AGENT**

Please read the instructions on the back before completing this form.

1. Entity Name:

Clare Housing

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number.  
A post office box is not acceptable.

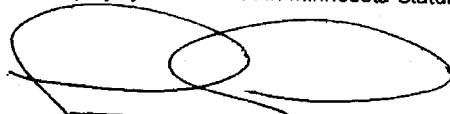
929 Central Ave NE Minneapolis MN 55413-2404  
Street City State Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

If you do not wish to designate an agent, you must list "NONE" in this box. **DO NOT LIST THE ENTITY NAME.**

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

  
\_\_\_\_\_  
Signature of Authorized Person

Name and Telephone Number of a Contact Person: Lee Lewis (612) 236-9515 x521  
please print legibly

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.

Non-Minnesota Corporations: \$50.00.

Make checks payable to **Secretary of State**  
Return to: **Minnesota Secretary of State**  
180 State Office Bldg.  
100 Rev. Dr. Martin Luther King Jr. Blvd.  
St. Paul, MN 55155-1299  
(651) 296-2803

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

OCT 25 2005

  
Secretary of State M



1K-931

State of Minnesota

## SECRETARY OF STATE

### Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 317A

State of Formation and Names of Merging Entities:

MN: AIDS CARE PARTNERS  
MN: CLARE HOUSING

State of Formation and Name of Surviving Entity:

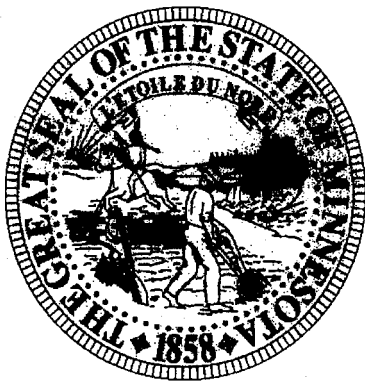
MN: CLARE HOUSING

Effective Date of Merger: December 31, 2005 @ 11:59 pm

Name of Surviving Entity after Effective Date of Merger:

CLARE HOUSING

This Certificate has been issued on: December 30, 2005.



*Mary Kiffmeyer*  
Secretary of State.

1K-931

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**ARTICLES OF MERGER  
FOR THE MERGER OF  
AIDS CARE PARTNERS  
WITH AND INTO  
CLARE HOUSING**

Pursuant to the provisions of Chapter 317A.615 of the Minnesota Statutes (the "Nonprofit Act"), the undersigned officers of Clare Housing and AIDS Care Partners hereby certify that:

- I. Attached hereto as Exhibit A is a copy of the Plan of Merger (the "Plan") pursuant to which AIDS Care Partners will be merged with and into Clare Housing (the "Merger"). AIDS Care Partners is a nonprofit corporation and Clare Housing is a nonprofit corporation, both of which are organized and existing under the laws of the State of Minnesota.
- II. The Plan has been duly approved and adopted by a majority vote of the board of directors of both AIDS Care Partners and Clare Housing in accordance with the provisions of Chapter 317A.613 of the Nonprofit Act.
- III. Section 317A.811 is not applicable to this transaction. AIDS Care Partners is merging with and into Clare Housing, and Clare Housing is an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or its successor sections.
- IV. The Merger shall be effective at 11:59 p.m. on December 31, 2005.

**CLARE HOUSING**

**AIDS CARE PARTNERS**

By: Gregory Foster  
Its: Board Chair

By: Walter Broughton  
Its: Board Chair

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**CLARE HOUSING**  
**AND**  
**AIDS CARE PARTNERS**

Pursuant to Chapter 317A of the Minnesota Statutes (the "**Nonprofit Act**"), Clare Housing and AIDS Care Partners, each a corporation organized and existing under the Nonprofit Act, hereby adopt the following Plan of Merger (the "**Plan**") for the purpose of effecting a merger (the "**Merger**") pursuant to the terms and conditions of an Agreement of Merger by and between Clare Housing and AIDS Care Partners, dated December 16, 2005 ("**Agreement of Merger**"), as amended by Amendment No. 1 to the Merger Agreement, dated December 27, 2005.

I. Merging Corporations. The names of the corporations participating in the Merger (the "**Constituent Corporations**") are:

Clare Housing  
AIDS Care Partners

II. Effective Time of the Merger. Pursuant to § 317A.641 of the Nonprofit Act, the Merger shall be effective on December 31, 2005 (the "**Effective Time**").

III. Surviving Corporation. Pursuant to the Merger, AIDS Care Partners shall be merged with and into Clare Housing. The Articles of Incorporation of Clare Housing shall be the Articles of Incorporation for the surviving entity (the "**Surviving Corporation**"). The name of the Surviving Corporation shall be "Clare Housing."

IV. Memberships. The manner and basis of converting the memberships in the Constituent Corporations to memberships in the Surviving Corporation as a result of the Merger are as follows: at the Effective Time of the Merger, each board member of the Surviving Corporation shall receive a membership of the type described in the Surviving Corporation's Articles of Incorporation. Such membership interests in the Surviving Corporation shall be given to board member only, and the members of the board of directors shall have voting rights only as board members and shall have no voting rights as members. Any membership interests of either Constituent Corporation shall be cancelled at the Effective Time and shall no longer be in force or effect.

V. Continuing Existence. From and after the Effective Time of the Merger, pursuant to Section 317A.641 of the Nonprofit Act, the separate corporate existence of AIDS Care Partners shall continue in the Surviving Corporation to the extent deemed necessary by the Board of Directors of the Surviving Corporation for any one or more of the following purposes: (1) any purpose listed in Subdivision 2 of Section 317A.641; or (2) any other purpose deemed appropriate by the Board of Directors of the Surviving Corporation.

VI. Articles of Incorporation and Bylaws of Surviving Corporation. From and after the Effective Time of the Merger, the Articles of Incorporation of Clare Housing shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be duly amended or restated. The bylaws of the Surviving Corporation shall be the bylaws attached to Exhibit D to the Agreement of Merger, as amended by Amendment No. 1 to the Merger Agreement.

VII. Directors and Executive Committee of the Surviving Corporation.

A. Directors. From and after the Effective Time of the Merger, and until their successors shall be elected and qualified, the board of directors of the Surviving Corporation shall consist of the persons listed on Schedule 1 to the Agreement of Merger.

B. Vacancies. Any vacancies on the board of directors named on Schedule 1 to the Agreement of Merger will be filled in accordance with the Bylaws attached as Exhibit C to the Agreement of Merger.

VIII. Articles of Merger. Following approval of the Plan by each of the Constituent Corporations, each Constituent Corporation shall promptly execute the Articles of Merger for filing with the Secretary of State of Minnesota as required by Section 317A.615 of the Nonprofit Act and take such other actions as they deem necessary or appropriate to accomplish the Merger.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 30 2005

*Mary H. Hagan*  
Secretary of State



PK-931

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# MINNESOTA SECRETARY OF STATE NOTICE OF CHANGE OF REGISTERED OFFICE/REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Entity Name:

CLARE HOUSING

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

929 CENTRAL AVENUE NE	MINNEAPOLIS	MN	55413
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

NONE

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Signature of Authorized Person

Name and Telephone Number of a Contact Person: YVONNE LARSON ( 612 ) 236-9515  
please print legibly

**Filing Fee:** For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

**Minnesota Nonprofit Corporations:** No \$35.00 fee is due unless you are adding or removing an agent.

**Non-Minnesota Corporations:** \$50.00.

Make checks payable to Secretary of State (YOUR CANCELLED CHECK IS YOUR RECEIPT)

**MAIL TO:** Secretary of State  
Corporate Division  
180 State Office Building  
100 Rev. Dr. Martin Luther King Jr. Blvd  
St. Paul, MN 55155-1299

(No walk-in service available at this location for corporate, UCC or notary)

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JAN 10 2006

Secretary of State

**Walk-in service** is available at our public counter located in the Minnesota State Retirement System Bldg, 60 Empire Drive, Suite #100, St. Paul, MN 55103.



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STATE OF MINNESOTA SECRETARY OF STATE  
AMENDMENT OF ARTICLES OF INCORPORATION

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the MN Secretary of State,
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form

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

Clare Housing

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.

Format (mm/dd/yyyy)

The following amendment(s) to 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 1 )

ARTICLE XI of the Articles of Incorporation

Article XI of the Articles of Incorporation of Clare Housing [Written Action - Without Meeting] be amended to read: "Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action or appropriate business communication, including but not limited to telephonic and electronic means, approved 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; provided that all Directors were notified promptly of its text and effective date. The action is effective when approved by the required number of Directors, unless a different effective time is provided in the action. A Director who does not consent to the action has no liability for action or actions thereby taken."

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)

Name and telephone number of contact person:

Lee Lewis

612-236-9521

Please print legibly

Phone Number

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103  
(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

To obtain a copy of a form you can go to our web site at [www.sos.state.mn.us](http://www.sos.state.mn.us), or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

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**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF CLARE HOUSING**

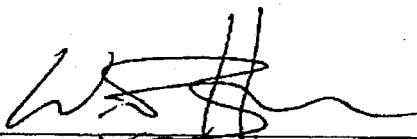
The undersigned, being the Chair of the Board of Directors of Clare Housing, a Minnesota nonprofit corporation organized under Minn. Stat. Section 317A, do hereby state as follows:

1. The name of the corporation is Clare Housing.
2. The following amendment to Article XI of the Articles of Incorporation of Clare Housing was adopted by the corporation, in accordance with the provisions of Minnesota Statutes Section 317A.133:

**ARTICLE XI  
WRITTEN ACTION - WITHOUT MEETING**

Any action required or permitted to be taken at a board meeting may be taken by written action signed, or consented to by authenticated electronic communication, 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; provided that all Directors are notified immediately of its text and effective date. The action is effective when approved by the required number of Directors, unless a different effective time is provided in the resolution approved by the Directors. A Director who does not sign or consent to the action has no liability for actions thereby taken.

Dated: 4/16/08

  
By: Walter Braughton  
Board Chair

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

APR 28 2008 *OK*

*Mark Ritchie*  
Secretary of State



**STATE OF MINNESOTA**

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 3/9/10

Mark Ritchie

Secretary of State



By

Dale Brink