

State of Minnesota

# SECRETARY OF STATE

## CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, 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.

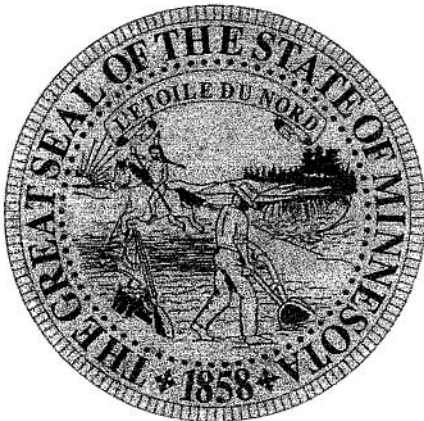
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: FLETCHER FAMILY FOUNDATION

Corporate Charter Number: 628842-3

Chapter Formed Under: 317A

This certificate has been issued on 09/16/2003.



*Mary Kiffmeyer*  
Secretary of State.

NP OR



6288420003

**ARTICLES OF INCORPORATION**  
**OF**  
**FLETCHER FAMILY FOUNDATION**

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopts the following Articles of Incorporation:

Article I

The name of this corporation shall be:

FLETCHER FAMILY FOUNDATION

Article II

A. This corporation is organized and shall be operated exclusively for the promotion of any or all of the charitable purposes contemplated by Section 501(c)(3) of the Internal Revenue Code. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of such purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of those purposes.

B. In furtherance of its purposes, this corporation may engage in, advance, promote and administer charitable and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code.

C. This corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including 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 to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom, and to lease, mortgage, encumber, and use the same, and this corporation shall have such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code.

D. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986, including any amendments thereto, as well as any related provisions thereof adopted by future amendments to the extent such provisions are applicable to this corporation.

### Article III

A. This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its members, directors, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of, this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes, as set forth in Article II hereof.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this 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.

C. This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code. For purposes of these Articles of Incorporation, the term "income" means, for each taxable year of this corporation, the distributable amount with respect to this corporation as defined in Section 4942(d) of the Internal Revenue Code.

D. This corporation may not engage in an act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

E. This corporation shall not retain "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code.

F. This corporation may not make any investments that would jeopardize the carrying out of the exempt purposes of this corporation, within the meaning of Section 4944 of the Internal Revenue Code, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code.

G. This corporation may not make a "taxable expenditure" (as defined in Section 4945(d) of the Internal Revenue Code) that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

#### Article IV

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be % Inter Savings Bank, 6545 France Avenue South, Suite 130, Edina, Minnesota, 55434.

#### Article V

This corporation shall not have members with voting rights. The Board of Directors may establish a class or classes of nonvoting members upon such conditions and terms as it from time to time deems appropriate.

#### Article VI

The management of this corporation shall be vested in a Board of Directors consisting of not less than three persons. The powers, authorities and duties of the Board, the time and place of its meetings, and all other matters concerning the Board, subject to the provisions of applicable law and the other provisions of these Articles, shall be prescribed 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 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 must be notified of the text of the written action before it is signed by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

#### Article VII

The Incorporator shall act as a director of this corporation with the powers, rights, duties and liabilities of a director, until directors are appointed in accordance with the Bylaws.

#### Article VIII

Except as provided by the laws of Minnesota, the directors of this corporation shall not 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 directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

#### Article IX

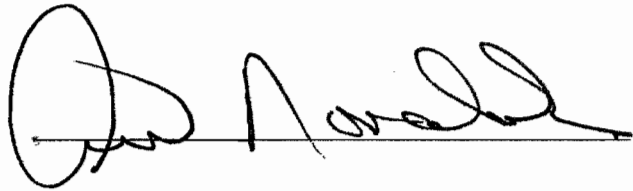
This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more other corporations, associations, institutions, trusts or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code, or

to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

Article X

The name and address of the incorporator of this corporation is Ann Novacheck, 80 South 8<sup>th</sup> Street, 4200 IDS Center, Minneapolis, Minnesota 55402.

16<sup>th</sup> IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand this day of September, 2003.



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 16 2003

*Mary Hoffmeyer*  
Secretary of State