

BYLAWS
OF
FLETCHER FAMILY FOUNDATION

ARTICLE I

Name

The name of this Corporation (hereinafter referred to as this "corporation") is Fletcher Family Foundation.

ARTICLE II

Board of Directors

Section 2.1 Powers. The Directors of this corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which this corporation is organized.

Section 2.2 Number and Terms. The Board of Directors shall consist of such number of directors, not less than three (3), the exact number to be fixed from time to time solely by resolution of the Board of Directors, acting by not less than a majority of the directors then in office. At their annual meeting, the Board of Directors shall elect directors for one year terms, and until their respective successors are elected and qualify, the necessary number of directors to fill any vacancy then existing on the Board of Directors and to succeed those directors whose term of office is then expiring. Nothing herein contained shall be construed to prevent the election of any director to succeed himself or herself

Section 2.3 Vacancies. The Board of Directors at any meeting may accept the resignation of any director submitted in writing. Any vacancy occurring among the Board of Directors by reason of death, resignation or any other circumstances, shall be filled until the next annual meeting of the voting members by the concurring vote of a majority of the directors then in office.

Section 2.4 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

Section 2.5 Other Meetings. Other meetings of the Board of Directors may be held at any time or place whenever called by the President or any two directors. Anyone entitled to call a special meeting of the directors may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within ten (10) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 2.6 Notice. Written notice of each meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary by mailing the same to each director at his or her residence or business address at least ten (10) days before the meeting or by delivering the same personally to the director at least seven (7) days before the meeting. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section 2.7 Quorum. At all meetings of the Board of Directors a quorum shall consist of not less than a majority of all directors then holding office as a director. If a quorum is not present, the meeting may be adjourned from time to time for that reason and any business which might have been transacted at the meeting as set forth in the notice thereof may be transacted at the adjourned meeting if a quorum is then present.

Section 2.8 Voting. Only directors present in person at the meeting may vote. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 2.9 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 2.10 Written action. 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.

Section 2.11 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 2.11 shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

Section 2.12 Executive Committee. The Board of Directors may by unanimous affirmative action of the entire Board designate two or more of their number to constitute an Executive Committee which, to the extent determined by unanimous affirmative action of the Board, shall have and exercise the authority of the Board of Directors in the management of the business of this corporation, but shall not have the power to amend these Bylaws. Such Executive Committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors. The Executive Committee may meet at stated times or on notice to all committee members given by any of their own number. Vacancies in the membership of the Executive Committee may be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

ARTICLE III

Officers

Section 3.1 General. The officers of this corporation shall be a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time, except the offices of President and Treasurer. The officers need not be directors of this corporation.

Section 3.2 President. The President shall be the chief executive and operating officer in charge of all normal daily operations of this corporation and shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the

business of this corporation. He or she shall concern himself or herself with matters of long range policy, direction, and growth, and shall perform such other duties as the Board of Directors may designate from time to time.

Section 3.3 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she also shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3.4 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of this corporation and shall deposit or cause to be deposited all monies and their valuable effects of this corporation in its name and to its credit in such depository or depositories as may be designated by the Board of Directors from time to time. The disbursement of all funds of this corporation shall be submitted to and approved by the President or by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of this corporation shall be rendered to the directors at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of this corporation in such detail and with such supporting schedules and explanatory statements as the Board of Directors may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Board of Directors as hereafter specified. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3.5 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this corporation, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 3.6 Compensation. The directors, as such, shall not receive compensation. The compensation of all officers and other agents or representatives performing services for this corporation requiring compensation shall be fixed by the Board of Directors by the concurring vote of not less than a majority of the directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any director or other officer from serving this corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

ARTICLE IV

Indemnification

Any person who at any time shall serve or shall have served as a director, officer or employee of this corporation, or of any other enterprise at the request of this corporation, and the heirs, executors and administrators of such person shall be indemnified by this corporation in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521 as it may be amended from time to time.

ARTICLE V

Miscellaneous

Section 5.1 Corporate Seal. This corporation shall have no seal.

Section 5.2 Electronic communications. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

Section 5.3 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment.

Section 5.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 5.5 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

The undersigned Secretary hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by the Board of Directors of said corporation on this 16th day of September, 2003.