

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MINNESOTA COMMUNITY FOUNDATION**

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, Minnesota Foundation has adopted certain amendments to its Articles of Incorporation. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of Minnesota Foundation.

ARTICLE I.

Name

The name of the corporation is MINNESOTA COMMUNITY FOUNDATION. m

ARTICLE II.

Registered Office

The registered office of the corporation shall be located at 600 Fifth Street Center, 55 Fifth Street East, Saint Paul, Minnesota 55101. There shall be no registered agent. ✓

ARTICLE III.

Purposes

(1) This corporation is formed pursuant to Minnesota Statutes, Chapter 317A and the Plan for Minnesota Community Foundation now on file in the Office of the Clerk of the District Court of Ramsey County, Minnesota, a copy of which is annexed hereto as Exhibit A and made a part hereof by reference. Said Plan provides for an association of trusts, in the nature of a community trust, whereby gifts, devises and bequests of a public nature may be received and administered as individual trust estates. It also provides for the formation of a nonprofit corporation to be known as "Minnesota Community Foundation" to receive gifts, devises and bequests of a public nature for administration within the scope of said Plan, to the end that donors may make gifts, devises and bequests of a public nature either to a trustee for administration under said Plan or, in the alternative, to said nonprofit corporation for disposition under said Plan, as said donors, at their election, may determine.

(2) This corporation is organized and shall be operated exclusively for charitable purposes and, in particular, shall receive gifts, devises and bequests and hold, administer and dispose of the same exclusively for charitable, educational, scientific, literary, religious, benevolent and cultural purposes permitted by Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). In doing so it shall (always within the above stated limitations) operate according to the Plan for Minnesota Community Foundation and in furtherance of the objectives thereof. As such, the corporation shall at all times be a public charity under Section 509(a)(1) or (2) and Section 170(b)(1)(A)(vi) of the Code.

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

ARTICLE IV.

Powers

(1) This corporation, in carrying out its purposes, shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and any laws amendatory thereof or supplementary thereto.

(2) This corporation shall at all times employ one or more of the Trustees under the Plan for Minnesota Community Foundation or such other trust companies, banks having trust powers, investment advisors, mutual funds or brokerage firms as this corporation may select, as agent to hold, manage, invest and reinvest each and every gift, devise and bequest received by it for the benefit of Minnesota Community Foundation, and shall distribute such amounts, whether from income or principal, as might be distributed were the gift, devise or bequest made to one of the Trustees under the Plan for Minnesota Community Foundation, in such manner and at such time as the Board of Directors under the Plan for Minnesota Community Foundation shall from time to time direct. Without limiting the generality of the foregoing, the Board of Directors of this corporation shall have with respect to every gift, devise and bequest received by this corporation all the same powers that the Board of Directors under the Plan for Minnesota Community Foundation would have with respect to any gift, devise or bequest creating or adding to a fund or trust under said Plan.

(3) Notwithstanding any other provision in these Articles of Incorporation, this corporation shall not carry on any activities, or exercise any power, not permitted to be carried on or exercised by a corporation exempt from federal income tax under Sections 501(c)(3) and 509(a)(1) or (2) of the Code.

ARTICLE V.

Duration

The duration of this corporation shall be perpetual.

ARTICLE VI.

No Capital Stock

The corporation shall not have capital stock.

ARTICLE VII.

No Members

The corporation shall not have members.

ARTICLE VIII.
Board of Directors

(1) The general management of the business and affairs of the corporation shall be vested in a Board of Directors who are broadly representative of the State of Minnesota. The number, qualifications, term of office, method of election, powers, authorities 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 this corporation.

(2) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by that number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors must be notified immediately of its text and effective date.

ARTICLE IX.
Limitations on the Board of Directors

Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, no action by the Board of Directors or any officer with respect to any of the following shall be effective without the prior approval of Foundation Services Organization:

- a. Appointment and removal of the directors of Minnesota Community Foundation;
- b. Amendments to the Articles of Incorporation, Bylaws or the Plan for Minnesota Community Foundation;
- c. Approval of Minnesota Community Foundation development policies, investment policies, and strategic plans;
- d. Approval of Minnesota Community Foundation operating and capital budgets and expenditures in excess of budgets with such specified limits as Foundation Services Organization may set from time to time;
- e. Approval of Minnesota Community Foundation debt with such specific limits as Foundation Services Organization may set from time to time;
- f. Approval of any proposed affiliations (including supporting organizations under Section 509(a)(3) of the Code), consolidations or mergers of Minnesota Community Foundation with other entities;
- g. The appointment and removal of the President of Minnesota Community Foundation;

- h. Approval of any proposed plan of dissolution of Minnesota Community Foundation.

On all of the above matters, the Board of Directors of Minnesota Community Foundation shall consider and recommend the action, with the final decision made by the Board of Directors of Foundation Services Organization.

ARTICLE X.
No Pecuniary Gain

(1) The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors.

(2) No part of the net earnings of the corporation shall inure to the benefit of its directors, officers or any other 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 in Article III hereof.

ARTICLE XI.
Restrictions on Political Activity

Except as otherwise permitted under Sections 501(c)(3), 501(h) or 4911 of the Code, no part of the activities of this corporation shall be carrying on 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 XII.
No Personal Liability

The directors and officers of the corporation shall not be personally liable for the acts, debts, liabilities or obligations of the corporation to any extent whatsoever; nor shall any of the property of the directors or officers of the corporation be subject to the payment of any debts or obligations of the corporation.

ARTICLE XIII.
Dissolution

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities and obligations of the corporation and all expenses incurred by the corporation in connection with the dissolution, distribute the remaining assets of the corporation to such organization or organizations as the Board of Directors may determine which are organized and operated exclusively for charitable, educational or scientific purposes and qualify as exempt organizations under Section 501(c)(3) of the Code and to which contributions are otherwise deductible under Section 170(c)(2) of the Code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding anything to the contrary in this Article XIII, if any assets at the time of dissolution are held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 01 2002

Mary Kiffmeyer
Secretary of State

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**CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MINNESOTA COMMUNITY FOUNDATION**

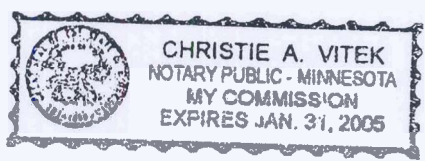
The undersigned, the President and Secretary of Minnesota Foundation, a Minnesota nonprofit corporation having no members with voting rights, hereby certifies that the attached Amended and Restated Articles of Incorporation were approved by the Board of Directors of Minnesota Foundation at its meeting on August 28, 2002 and approved by written action of the Board of Directors of Foundation Services Organization to be effective as of October 1, 2002. The attached Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of Minnesota Foundation and change the name of the corporation to "Minnesota Community Foundation."

Dated: October 1, 2002

MINNESOTA FOUNDATION

By Paul A. Verret
Paul A. Verret
Its President and Secretary

STATE OF MINNESOTA)
)ss.
COUNTY OF RAMSEY)



The foregoing instrument was acknowledged before me this 1st day of October, 2002, by Paul A. Verret, the President and Secretary of Minnesota Foundation, on behalf of said corporation.

Christie A. Vitek
Notary Public

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