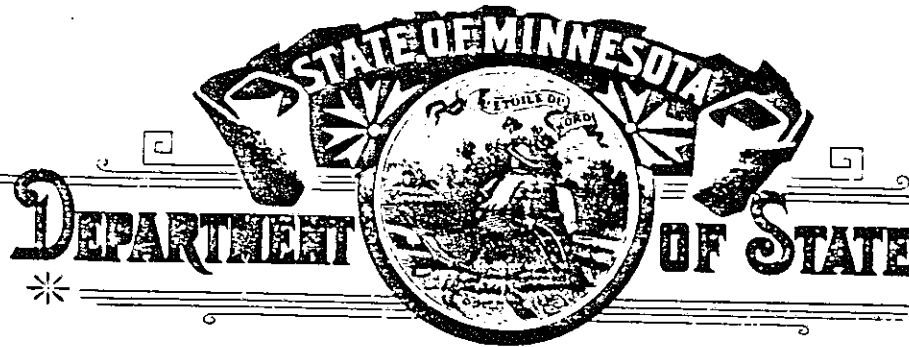


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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the 14th day of August, A. D. 1981 for the incorporation of

North Suburban Community Foundation

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317;

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

North Suburban Community Foundation

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this fourteenth day of August in the year of our Lord one thousand nine hundred and eighty-one



Jan Anderson
Secretary of State.

ARTICLES OF INCORPORATION
OF
NORTH SUBURBAN COMMUNITY FOUNDATION

We, the undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Chapter 317 of the Minnesota Statutes, and all future laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:
NORTH SUBURBAN COMMUNITY FOUNDATION

ARTICLE II

The purposes of this corporation shall be to operate exclusively for charitable, benevolent and educational purposes in the north suburban area of Ramsey County, Minnesota, by establishing a means for assembling and channeling funds to fulfill charitable needs; by identifying and analyzing worthy causes in the community; by providing a vehicle for honoring and perpetuating the memory of individuals and families through charitable giving, through either inter vivos or testamentary gifts; and by providing long-term competent and safe management of funds intended for charitable use.

Specific purposes include the following:

- (1) To promote the welfare of the communities served by advancing their social, recreational and cultural programs and facilities; by improving community health, safety and environment, and by alleviating crime and delinquency.
- (2) To promote the welfare of citizens with special wants such as the helpless, needy, indigent, and infirm by providing for their physical, mental, and spiritual needs.
- (3) To promote excellence in education in all its forms.
- (4) To promote the well-being of youth.
- (5) To promote the effective operation of local levels of government.
- (6) To promote the expansion of volunteer services.
- (7) To promote the effectiveness of other non-profit community organizations by assisting them in raising and accumulating funds for use in fulfilling their charitable purposes.

ARTICLE III

The corporation is empowered to exercise all rights and powers granted by the statutes of this state including, but not limited to:

- (1) To purchase, lease, receive by gift, grant, legacy, devise or otherwise acquire, hold, sell, exchange, transfer,

repair, maintain, improve, mortgage, pledge or otherwise hypothecate, whether absolutely or in trust, and in any other manner deal in and deal with real and personal property of every class, kind or degree and any interest or right therein, including the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation, partnership or individual.

(2) To carry on, either along or in cooperation with or through the instrumentality of others, any and all activities in furtherance of the object and purposes hereof.

(3) To exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient to the accomplishment of any of the aforesaid purposes.

ARTICLE IV

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary remuneration to its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual. 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. No substantial part of the activities of this corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation in this state is:

2489 Rice Street
Roseville, Minnesota 55113

ARTICLE VII

The name and post office address of each of the incorporators of this corporation are:

Glenn W. Schwartz
473 Westwood Village
Roseville, Minnesota 55113

Howard E. Wallin
2482 Sheldon Street
Roseville, Minnesota 55113

8)

ARTICLE VIII

The corporation shall be governed by a Board of Trustees to consist of not less than seven (7), nor more than eighteen (18) persons. The exact number and method of selection shall be set forth in the Bylaws. The tenure in office of the first Board of Trustees shall be one year, or until their successors are elected and qualified. The names and addresses of such first Trustees are as follows:

Louis E. Collette
2451 Farrington Circle
Roseville, Minnesota 55113

E. Roger Cunningham
18 Lake Avenue
White Bear Lake, Minnesota 55110

June Demos
1850 West Ryan Avenue
Roseville, Minnesota 55113

Jerome E. Franke
1233 West County Road B
Roseville, Minnesota 55113

Lloyd C. Nielsen
3674 Big Fox Road
White Bear Lake, Minnesota 55110

Kurian Parayil
5527 St. Stephens
New Brighton, Minnesota 55112

Howard Wallin
2482 Sheldon Street
Roseville, Minnesota 55113

Roland D. Wilsey
409 West County Road C
Roseville, Minnesota 55113

Donald F. Zibell
3422 Chandler Road
Shoreview, Minnesota 55112

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ARTICLE IX

There shall be no personal liability of the members, the incorporators, the officers or the trustees of the corporation for any obligation or liability of the corporation.

ARTICLE X

This corporation shall have no capital stock.

ARTICLE XI

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets shall be distributed to and among such one or more corporations or associations that are then in existence, that are described in Section 501(c)(3) of the Internal Revenue Code of 1954, and that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1954, all in such proportions as shall be determined (1) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision.

IN WITNESS WHEREOF, the incorporators of this corporation have hereunto subscribed their names this 12TH day of AUGUST, 1981, in the City of Roseville, Minnesota.

Glenn W. Schwartz

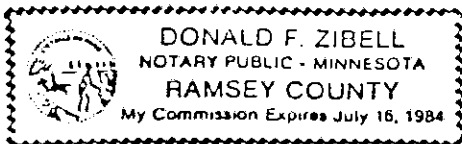
Glenn W. Schwartz

Howard E. Wallin

Howard E. Wallin

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 12TH day of AUGUST, 1981, personally appeared before me, a Notary Public within and for said county and state, Glenn W. Schwartz and Howard E. Wallin, to me known to be the persons named in and who executed the foregoing Articles of Incorporation and who acknowledged this to be their own free act and deed for the use and purpose therein expressed.



Donald F. Zibell

Notary Public

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

of

NORTH SUBURBAN COMMUNITY FOUNDATION

We, the undersigned, Louis E. Collette and Howard E. Wallin, respectively the president and secretary of the North Suburban Community Foundation, a non-profit corporation, do hereby certify that at a regular meeting of the members of said corporation, duly called and held in the City of Roseville on Tuesday, January 19, 1982, at 7:30 a.m., at which meeting a majority of the members were represented in person or by proxy, resolutions, as hereinafter set forth, were adopted by a majority vote of said members:

" RESOLVED, that Article II of the Articles of Incorporation of North Suburban Community Foundation be, and the same is amended to read as follows:

ARTICLE II

The purposes of this corporation shall be to operate exclusively for charitable and educational purposes in the north suburban area of Ramsey County, Minnesota, by establishing a means for assembling and channeling funds to fulfill charitable needs; by identifying and analyzing worthy causes in the community; by providing a vehicle for honoring and perpetuating the memory of individuals and families through charitable giving, through either inter vivos or testamentary gifts; and by providing long-term competent and safe management of funds intended for charitable use.

Specific purposes include the following:

(1) To promote the welfare of the communities served by advancing their charitable, educational, and cultural programs and facilities; by improving community health, safety and environment, and by alleviating crime and delinquency.

(2) To promote the welfare of citizens with special wants such as the helpless, needy, indigent, and infirm by providing for their physical, mental, and spiritual needs.

(3) To promote excellence in education in all its forms.

(4) To promote the well-being of youth.

(5) To promote the effective operation of local levels of government.

(6) To promote the expansion of volunteer service.

(7) To promote the effectiveness of other non-profit community organizations by assisting them in raising and accumulating funds for use in fulfilling their charitable purposes.

RESOLVED, further that the president and secretary of this corporation be and they hereby are, authorized and directed to make, execute and acknowledge a certificate embracing the foregoing resolutions, and to cause such certificate to be filed and recorded in the manner required by law.

And we do further certify that the said resolutions, and said articles of incorporation so amended, were at a meeting of the board of directors, held on the 19th day of January, 1982, at which a majority of all the members of said board were present and voted, duly adopted, ratified and confirmed.

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names and caused corporate seal of said corporation to be hereto affixed this 25TH day of January, 1982.

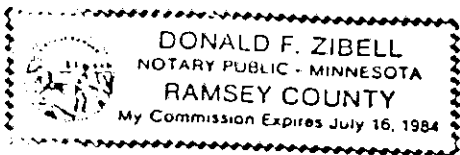
James E. Collette _____ President
Howard E. Wallin _____ Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

Louis E. Collette and Howard E. Wallin, being first duly sworn, on oath depose and say: that they are respectively the president and secretary of North Suburban Community Foundation, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the members and board of directors of said corporation, duly held as aforesaid; that this corporation has no corporate seal, that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

James E. Collette _____ President
Howard E. Wallin _____ Secretary

Subscribed and sworn to before me this 25TH day of January, 1982.



Donald F. Zibell _____ Notary Public

Ramsey County, Minnesota

My commission expires 7/16/84