

**Restated
Articles of Incorporation
Of
Minnesota Entrepreneurs, Inc.**

The undersigned, officers of the Corporation, hereby certify that the amended and restated Articles of Incorporation of the Corporation as set forth below have been duly and validly adopted, on November 12, 2002, by the members of the Corporation pursuant to Minnesota Statutes Chapter 317A. **These Restated Articles of Incorporation supersede the original articles and all amendments to them.**

**Article 1
Name**

- 1.1 The name of the Corporation shall be Minnesota Entrepreneurs, Inc.

**Article 2
Registered Office**

- 2.1 The location and address of the registered office of this corporation in Minnesota is:

1100 One Financial Plaza
120 South Sixth Street
Minneapolis, Minnesota 55402

**Article 3
Capital Stock**

- 3.1 This corporation shall have no capital stock.

**Article 4
Corporate Powers**

- 4.1 This corporation has the power to undertake any lawful activity not otherwise prescribed by statute, these articles of incorporation or the bylaws of this corporation.

- 4.2 Notwithstanding these general powers, no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to a director, officer, or other private person, except that this 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 5 hereof.
- 4.2.1 Any payment to a member for services shall be disclosed to the membership at the next regular meeting.
- 4.3 Nor shall a substantial part of the activities of this corporation be used for propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of opposition to any candidate for public office.
- 4.4 Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 5 **Bylaws**

- 5.1 This corporation's internal affairs shall be regulated by a set of bylaws consistent with the laws of the State of Minnesota. Corporation bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the board of directors or the membership at any duly organized meeting of this corporation in accordance with the specific procedures set forth in Minn. Stat. §317A.181.
- 5.2 The board shall have the authority to modify and change bylaws in accordance with Minn. Stat. §317A.181 Subd 2(a). By-Law Articles 2.2; 2.3; 3.1; 4.2; 5.1; 5.2; 7.1; and, 10.1 all require a vote of the membership to change.

- 5.3 The power of the board is subject to the power of the members with voting rights to adopt, amend, or repeal bylaws adopted, amended, or repealed by the board.
- 5.4 Any proposed change to the bylaws concerning the governance of the corporation, quorum requirements, director requirements, number of directors, or election of officers, shall be mailed to the last recorded address of each member at least ten (10) days before the time of the next regular membership meeting at which time the change will be considered by the voting members of the corporation.

Article 6 **Purposes**

- 6.1 This Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 7 **Duration**

- 7.1 The period of duration of this corporation shall be perpetual.

Article 8 **Dissolution**

- 8.1 The properties and assets of this corporation not specifically appropriated and donated in accordance with the provision of these Articles shall, upon dissolution or liquidation of this corporation, be paid over and distributed to organizations described in Internal Revenue Code Section 501(c)(3) as heretofore or hereafter amended.

Article 9 **Nondiscrimination Policy**

- 9.1 To assure the fair and just treatment of all individuals, this corporation adopts a strict policy of nondiscrimination in regards to services provided, those served, employments and awards of

sub-contracts. This corporation will not discriminate on the basis of race, age, ethnic background, sexual orientation, disability or religion.

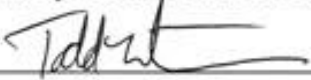
Article 10
Board of Directors

10.1 The governing of the affairs of this corporation shall be vested in a Board of Directors.

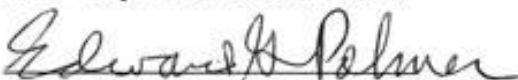
Article 11
Limitation of Director Liability

11.1 A director shall not be civilly liable pursuant to Minn. Stat. §317A.257 for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director, officer, trustee, agent or member of the corporation and the act did not constitute a willful or reckless misconduct.

IN WITNESS WHEREOF, the undersigned officers of the Minnesota Entrepreneurs, Inc. hereunto set their hand this 12th day of November 2002.



Todd Mortenson, Secretary



Edward G. Palmer, President

STATE OF MINNESOTA)
) ss.
County of Ramsey)

The foregoing instrument was acknowledged
before me on this 12 day of November 2002.

(Notarial Seal)



(Notary Public)

