

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.

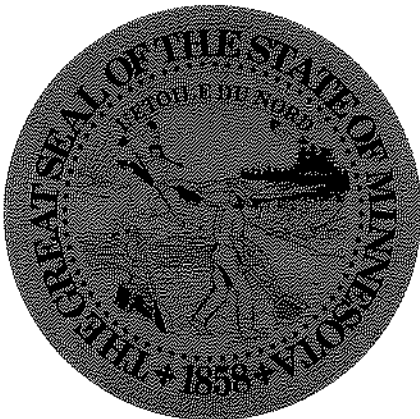
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Patrick Henry High School Foundation

Corporate Charter Number: 1U-66

Chapter Formed Under: 317A

This certificate has been issued on 09/24/1999.



Mary Kiffmeyer
Secretary of State.

11-66

**ARTICLES OF INCORPORATION
OF
PATRICK HENRY HIGH SCHOOL FOUNDATION**

The undersigned, being a natural person of full age, for the purpose of forming a nonprofit corporation under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **Patrick Henry High School Foundation.**

✓

ARTICLE II - REGISTERED OFFICE

The Corporation's registered office shall be **4320 Newton Avenue North, Minneapolis, Minnesota 55412.**

✓

ARTICLE III - INCORPORATOR

The name and address of the incorporator are as follows:

Name

Address

Paul McMahan

4320 Newton Avenue North
Minneapolis, Minnesota 55412

✓

ARTICLE IV - PURPOSES

The purposes for which this Corporation is formed are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify

as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE V - AUTHORITY

For the above purposes, and not otherwise, this Corporation shall have and exercise 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 whether in trust 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 in furtherance of the purposes of this Corporation, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this Corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

ARTICLE VI - RESTRICTIONS AND LIMITATIONS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall at all times be subject to the following restrictions:

1. The Corporation shall neither have nor exercise any powers nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

2. No part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any

extent participate in, or intervene in any political campaign, including the publishing or distribution of statements on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, State, or local laws.

3. This Corporation shall not operate for the primary purpose of carrying on a trade or business or any other activity for profit.

4. The 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 of 1986.

5. The Corporation may not engage in an act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986.

6. The Corporation may not retain "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986.

7. The Corporation may not make investments that would jeopardize the carrying out of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

8. The Corporation may not make a "taxable expenditure" as defined in Section 4945(d) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986.

ARTICLE VII - NO PECUNIARY GAIN TO MEMBERS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE VIII - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX - MEMBERSHIP

The conditions, terms and qualifications for membership in the Corporation shall be provided for in the By-Laws.

ARTICLE X - DIRECTORS

1. The management of the Corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the By-Laws of the Corporation, and may be altered by amending the By-Laws, but shall never be less than required by law.

2. The first Board of Directors shall consist of the following directors, who shall serve until their successor or successors are otherwise duly elected and qualified or until removed as provided by law or in the By-Laws:

Paul McMahan

4320 Newton Avenue North
Minneapolis, Minnesota 55412

Ann Kaari

2502 Victory Memorial Drive
Minneapolis, Minnesota 55412-1030

Cathy Peterson

11900 – 101st Avenue North
Maple Grove, Minnesota 55369

3. The term of office of the directors shall be fixed by the By-Laws and may be altered by amending the By-Laws.

4. Any action, other than an action requiring membership approval, 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 of directors at which all directors were present.

ARTICLE XI - CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE XII - PERSONAL LIABILITY

1. The officers, directors and members of the Corporation shall have no personal liability for corporate obligations.

2. No person who serves without compensation as a director, officer, trustee, member or agent of the Corporation shall be held civilly liable for an act or omission by that person except as otherwise provided under Minnesota Statutes Section 317A.257, which shall be applicable to the fullest extent as it now exists or as it may hereafter be amended.

ARTICLE XIII - DISSOLUTION

Upon the liquidation, winding up or dissolution of the Corporation whether voluntary, involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time

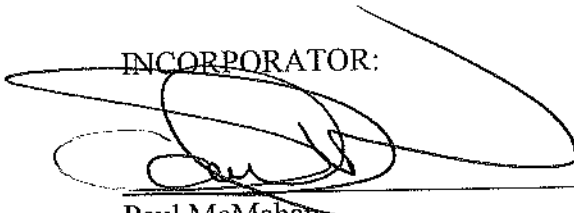
qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors may determine.

ARTICLE XIV - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a majority of the members at any meeting duly called for that purpose.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 17th day of September, 1999.

INCORPORATOR:


Paul McMahan

280340/1


STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
SEP 24 1999

Secretary of State

**BYLAWS
OF
PATRICK HENRY HIGH SCHOOL FOUNDATION**

ARTICLE 1 - MEMBERS

1.1 **Eligibility and Number.** Each member of the Board of Directors of this corporation automatically shall become and be a Member of this corporation concurrently with his or her becoming a member of such Board of Directors, shall continue to be a Member of this corporation so long as he or she is a member of such Board of Directors, and automatically shall cease to be a Member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation.

1.2 **Voting.** Each Member of the corporation shall have one vote on or in respect of any matter on which members of the corporation have the right to vote under the terms of the Articles of Incorporation, the Bylaws or any other applicable statute or rule of law. There shall be no cumulative voting.

1.3 **Transferability.** A Member may not voluntarily or involuntarily transfer his or her membership or any right arising therefrom.

1.4 **Dues.** No Member shall be liable to the Corporation for any dues, subscriptions, or assessments of any kind except as the Member may specifically agree to in writing.

ARTICLE 2 - BOARD OF DIRECTORS

2.1 **General Powers.** The business, property, and affairs of the Corporation shall be managed by a Board of Directors. The Board shall have all powers that may be exercised by the Corporation.

2.2 **Number, Term and Qualification.** The number of Directors shall be as determined by the Members, but shall at no time be less than the number required by law. Directors shall be elected at the annual meeting of the Members for a term of one (1) year or until their successors are elected and qualify.

2.3 **Resignation.** A Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein.

2.4 **Removal.** A Director may be removed by vote of two-thirds (2/3) of the Directors present at a special meeting of the Directors called for that purpose.

2.5 **Schedule of Meetings.** The annual meeting of the Board of Directors shall be held for the purpose of election of officers and the transaction of any other business properly coming before it. It shall be held each year at a time and place designated by the President. There may be such other regular meetings of the Board of Directors as may from time to time be scheduled by a majority of the whole Board of Directors. Special meetings of the Board of Directors shall be called at any time by the Secretary of the Corporation upon written request by the President or not less than one-third (1/3) of the Directors.

2.6 **Notice of Meeting.** The Secretary shall give to each Director by mail or in person written notice of the time and place of each annual meeting at least ten (10) but not more than thirty (30) days prior to the date of the meeting. Notice of any special meeting shall be given by the Secretary at least five (5) but not more than ten (10) days prior to the date of the meeting by written notice to each Director sent by mail, telecopier, or in person. However, a meeting may be held without waiver of notice from or giving notice to any Director while he or she is in the armed forces of the United States. The notice shall specify the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting. Any Director may waive notice

of any meeting before, at, or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.7 **Place of Meeting.** Meetings of the Directors shall be held at such place as may be designated by the Board of Directors.

2.8 **Consent to Meetings.** The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting, each of the Directors not present thereat shall give a waiver of notice. All waivers of notice shall be made a part of the minutes of said meeting.

2.9 **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business.

2.10 **Compensation.** No Director shall receive any compensation for his/her services as a Director unless such compensation is authorized by resolution of the Board of Directors. Directors may be reimbursed for expenses of attendance at meetings of the Board. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

2.11 **Telephone Meetings and Actions Without Meetings.** To the extent permitted by Minnesota law, any action required to be or which may be taken at any meeting of the Board of Directors may be taken without a meeting, or without any or all persons physically being present, either:

(a) In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting. Participation in a meeting in this manner shall constitute presence in person at a meeting; or

(b) By a consent in writing setting forth the action so taken and signed by the 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.

In either event, the Secretary or other appropriate officer may certify any action taken in such manner to any interested party as action taken at a meeting duly and lawfully convened and held.

ARTICLE 3 - OFFICERS

3.1 **Number.** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may from time to time be elected by the Directors. Any two (2) offices may be held by the same person. Officers must be members of the Board of Directors.

3.2 **Election, Term of Office, and Qualification.** At the annual meeting of the Board of Directors, the Directors shall elect the officers. Each officer shall hold office until the next annual meeting and until his or her successor is elected and has qualified, or until the officer has been removed in the manner hereafter provided.

3.3 **President.** The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Directors, and shall have general control of the business of the Corporation. The President shall be ex-officio a member of all standing committees. He or she may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts,

or other instruments pertaining to the business of the Corporation, and in general shall perform all duties incident to the office of the President as well as such other duties as may from time to time be prescribed by the Board.

3.4 **Vice President.** In the absence of the President, the Vice President shall have all of the authority and responsibility of the President and shall have such other duties as may from time to time be prescribed by the Board.

3.5 **Secretary.** The Secretary shall (a) keep or cause to be kept in the corporate book proper minutes of all meetings of the Members, Directors and Executive Committee; (b) give all required notices; (c) have custody of the corporate records; and (d) perform such other duties as may be assigned by the Board of Directors.

3.6 **Treasurer.** The Treasurer shall have charge and custody of all funds of the Corporation. He or she shall keep an accurate account of all receipts and disbursements and shall render accounts to the Corporation. The Treasurer shall deposit all monies in the name of the Corporation in such banks or depositories as the Directors shall designate and shall have the power to endorse for deposit all instruments received by the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

3.7 **Removal and Replacement of Vacancies.** Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer. Any vacancy resulting from such removal or any vacancy resulting from resignation or death may be filled by the Board of Directors at any meeting thereof.

ARTICLE 4 - COMMITTEES

4.1 **Committees.** The Board of Directors may, from time to time, appoint such committees as it deems proper, and may prescribe the functions and duties of such committees and the term of membership of committee Members.

4.2 **Executive Committee.** The Board of Directors may by resolution establish an Executive Committee and appoint two (2) or more Directors to serve on such Executive Committee. Only persons who are Directors of the Corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a Director of the Corporation, that person automatically shall cease to be a member of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws of the Corporation, the Executive Committee shall have all of the powers and authority of the Board of Directors in the management of the property, business, and affairs of the Corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board. Any action of the Executive Committee shall be reported at the first regular meeting of the Board following the action of the Executive Committee.

ARTICLE 5 - FISCAL YEAR

5.1 **Fiscal Year.** The Corporation's fiscal year shall be as determined by the Board of Directors.

ARTICLE 6 - NO SEAL

6.1 **No Seal.** The Corporation shall have no seal.

ARTICLE 7 - POWERS

7.1 **Powers.** The Corporation shall have all powers now or hereafter conferred upon a nonprofit corporation under the laws of the State of Minnesota.

ARTICLE 8 - EXECUTION OF CONTRACTS

8.1 **Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may in writing authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 9 - DEPOSITS

9.1 **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers, agent or agents of the Corporation to whom such power may be delegated by the Board. For the purpose of such deposit, any persons to whom such power is so delegated may endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

ARTICLE 10 - INDEMNIFICATION

10.1 **Indemnification.** To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless all officers, Directors, employees, and agents of the Corporation for all acts performed by them in any good faith attempt to fulfill their duties to the Corporation, specifically including all costs and expenses, including attorneys' fees, incurred in any action,

claim, or demand concerning any such act. This provision shall be construed so as to provide and require the broadest, most complete and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

ARTICLE 11 - NOTICES


11.1 **Notices.** All notices required by these Bylaws shall be in writing and shall be mailed by the Secretary to the persons entitled thereto at the addresses shown on the records of the Corporation.

11.2 **Waiver of Notice.** A Member or Director may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by statute, either before or after the time stated therein. Any such waiver shall be in writing and signed by the person entitled to notice, and shall be deemed equivalent to such notice. All waivers shall be filed with the Secretary of the Corporation.

ARTICLE 12 - AMENDMENTS

12.1 **Amendments.** These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors; subject, however, to the power of the Members to adopt, amend or repeal any change to these Bylaws adopted by the Board. Notice of such proposed amendment shall be included in notice of the meeting held for such purpose.

I hereby certify that the Bylaws of the Patrick Henry High School Foundation were adopted unanimously by the Board of Directors effective September 24, 1999.


Cathy Peterson
Secretary

NAL REVENUE SERVICE
O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

JUN 16 2000

PATRICK HENRY HIGH SCHOOL
FOUNDATION
C/O WILLIAM A HAUG
MOSS & BARNETT
4800 NORWEST CENTER
MINNEAPOLIS, MN 55402

Employer Identification Number:
41-1970958

DLN:

17053136021040

Contact Person:

KENNETH B BIBB

ID# 31264

Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31

Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that, as indicated in your application, you are a private foundation within the meaning of section 509(a) of the Code. In this letter we are not determining whether you are an operating foundation as defined in section 4942(j)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA). However, since you are a private foundation, you are subject to excise taxes under chapter 42 of the Code. You also may be subject to other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not

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PATRICK HENRY HIGH SCHOOL

necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

You are required to file Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as a Private Foundation. Form 990-PF must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make certain returns available for public inspection for three years after the later of the due date of the return or the date the return is filed. The returns required to be made available for public inspection are Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation, and Form 4720, Return of Certain Excise Taxes on Charities and Other Persons Under Chapters 41 and 42 of the Internal Revenue Code. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents must be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

We considered your grant-making procedures under section 4945(g) of the Code. Based on the information submitted and assuming your scholarship program will be conducted as proposed with objectivity and nondiscrimination in award-

Letter 1076 (DO/CG)

PATRICK HENRY HIGH SCHOOL

ing grants, we determined that your procedures in awarding scholarship grants comply with the requirements of section 4945(g)(1), and that scholarships granted according to these procedures will not be "taxable expenditures" within the meaning of section 4945(d)(3).

This determination is conditioned on the understanding that there will be no material change in the facts upon which it is based. It is further conditioned on the premise that no grants will be awarded to the trust's creators, trustees, or members of the selection committee, or for a purpose that is inconsistent with the purposes described in section 170(c)(2)(B) of the Code.

The approval of your grant-making procedures is a one-time approval of your system of standards and procedures that will result in grants that meet the requirements of section 4945(g)(1) of the Code. Thus, approval will apply to succeeding grant programs only as long as the standards and procedures under which they are conducted do not differ materially from those described in your request.

We have not considered whether grants made under your procedures are excludable from the gross income of recipients under section 117(a) of the Code.

Any funds you distribute to individuals must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should maintain adequate records and case histories so that any or all grant distributions can be substantiated upon request by the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Steven T. Miller

Steven T. Miller
Director, Exempt Organizations

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