

**CHARLES K. BLANDIN FOUNDATION  
RESTATED ARTICLES OF INCORPORATION**

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**ARTICLE I.**

The name of this Corporation is CHARLES K. BLANDIN FOUNDATION.

**ARTICLE II.**

The address of the Corporation's registered office is 100 Pokegama Avenue North, Grand Rapids, Minnesota, 55744.

**ARTICLE III.**

The Corporation is to be governed by the provisions of Chapter 317A of Minnesota Statutes cited as the Minnesota Nonprofit Corporation Act.

**ARTICLE IV.**

The Corporation is organized and shall be operated to receive and administer funds exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as, in the judgment of the Board of Trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees or officers except as permitted under the Minnesota Nonprofit Corporation Act.

This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

The Corporation shall have the capacity, authority and powers granted under the Minnesota Nonprofit Corporation Act as now enacted or hereafter amended or supplemented, necessary or proper to accomplish the foregoing purposes.

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 V.**

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its Trustees or officers. No part of the net earnings of the Corporation shall inure to the benefit of any Trustee 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 Trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE VI.**

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 or corresponding provision of any subsequent federal tax law.

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 or corresponding provision of any subsequent federal tax law.

The Corporation may not retain *excess business holdings* as defined in Section 4943<sup>8</sup> 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 or corresponding provision of any subsequent federal tax law.

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 or corresponding provision of any subsequent federal tax law.

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 or corresponding provisions of any subsequent federal tax law.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) or such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE VII.**

The Trustees of the Corporation shall be limited to not less than five nor more than fourteen Trustees. The classes, number, terms, qualifications and manner of election of the Trustees shall be as the Bylaws of the Corporation may from time to time provide. The term 'Trustee' in these Articles and the Corporation Bylaws has the same meaning as the term "Director" in the Minnesota Non-Profit Corporation Act, Minn. Stat. § 317A.01 *et seq.*, for the reason stated above.

No contribution shall be required of Trustees as a prerequisite to election and Trustees shall have no personal liability for corporate obligations.

**ARTICLE VIII.**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. No trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, and all costs and expenses incurred by this corporation in connection with such dissolution, dispose of all assets of the corporation exclusively for the purposes 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 exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any assets not so disposed of shall be disposed of by the district court of the county in which the corporation has its principal office, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE IX.**

Each Trustee and officer, past or present, of the Corporation, and each person who serves or may have served at the request of the Corporation as a Trustee, director, committee member approved by the Board of Trustees, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and their respective heirs, administrators and executors, shall be indemnified by the Corporation in accordance with, and to the fullest extent provided in Section 317A.521 of the Minnesota Nonprofit Corporation Act, as it may from time to time be amended. Whenever there has been a finding as provided for in said Section 317A.521 that the prerequisites for indemnification have been met, such indemnification shall be mandatory by the Corporation. This Corporation may purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this Article IX.

The trustees and officers of the corporation shall not be personally liable for the acts, debts, liabilities or obligations of the corporation to any extent whatsoever;

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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 X.**

The Articles of Incorporation of the Corporation and Bylaws may be amended by the vote of a two-thirds majority of the Trustees at a meeting called for that purpose, provided that:

1. Notice of the meeting and of the proposed amendment(s) were given to the Board of Trustees and;
2. Any proposed amendment to either the Articles of Incorporation or Bylaws which would have the effect of amending Section 6.3 of the Bylaws or of altering the classes, number, terms, qualifications or manner of election of Trustees as set forth in the Bylaws may be adopted only by the unanimous vote of the Board of Trustees.

#### **ARTICLE XI.**

The duration of this corporation shall be perpetual.

These Articles of Incorporation were restated: September 17, 2006. These Restated Articles take the place of all previous Articles and Amendments thereto.