

CERTIFICATE OF AMENDMENT TO ARTICLES OF
INCORPORATION OF THE CHARLES K. BLANDIN
FOUNDATION, A NONPROFIT MINNESOTA COR-
PORATION.

THIS CERTIFIES that a meeting of the members having voting rights of the Charles K. Blandin Foundation was duly held at Grand Rapids, Minnesota, on the 19th day of April, 1956. Due notice of said meeting was waived in writing by all members having voting rights and by all directors and officers of the corporation;

That at said meeting a majority of the members having voting rights were present in person;

That at said meeting the following resolution was adopted by the unanimous vote of all of the members present at said meeting (being a majority of the members) having voting rights, namely:

"WHEREAS, at a meeting of the Board of Trustees of the Charles K. Blandin Foundation, a Minnesota non-profit corporation, the following resolution was unanimously adopted, namely:

"BE IT RESOLVED, that the Board of Trustees of the Charles K. Blandin Foundation, a Minnesota nonprofit corporation, propose to the members of the corporation that the Articles of Incorporation be amended in the following particulars:

"That ARTICLE IV be amended so as to read as follows:

"ARTICLE IV.

"The affairs of this corporation shall be managed by a Board of Trustees consisting of not less than five (5) nor more than twelve (12) members.

"Two (2) of the members of the Board of Trustees shall be

"a) an officer of the corporation named as the corporate executor or trustee under the Will of Charles K. Blandin, who shall hold office until he ceases to be such an officer;

"b) the individual executor or trustee under the Will of Charles K. Blandin.

"The remaining members of the Board of Trustees shall be elected for terms of three (3) years each by and from the membership of the corporation at an annual meeting thereof to be held on the 15th day of June of each year, unless said day shall be a legal holiday, in which event the meeting shall be held on the next succeeding day.

"Until the first meeting of the members of the corporation, the following shall constitute the members of the Board of Trustees:

<u>Name</u>	<u>Address</u>
Charles K. Blandin	St. Paul, Minnesota
C. K. Andrews	Grand Rapids, Minnesota
Christian H. Schacker	St. Paul, Minnesota
Frank E. King, Sr.	Grand Rapids, Minnesota
Lawrence A. Rossman	Grand Rapids, Minnesota
Charles V. Smith	Minneapolis, Minnesota
William H. Oppenheimer	St. Paul, Minnesota.

"The officer of the corporate executor or trustee and the individual executor or trustee under the Will of Charles K. Blandin and their successors in office are hereinafter for convenience designated as the 'fiscal trustees'.

"That ARTICLE VII, third paragraph, be amended to read as follows:

"Perhaps one of the outstanding features of civic life in the Village of Grand Rapids, Minnesota, and vicinity has been the spirit of harmony. This spirit has been so obvious that even strangers and outsiders remark about it as they enter into the transient life of the community. It is the opinion of the organizers of this corporation that such a spirit has contributed greatly to the prosperity and feeling of satisfaction on the part of people who live in Grand Rapids--a feeling of gratitude for the existence of such a spirit.

"It is the hope of the organizers of this corporation that if possible such conditions will continue to prevail. It is a well-known fact that among the greatest causes for disruption of a harmonious condition and atmosphere in any community are strikes, walkouts, and other conditions that make and attend labor difficulties. So long as the spirit of harmony and lack of labor difficulties prevail in the said Village of Grand Rapids, Minnesota, it is the hope of the organizers of this corporation that donors of gifts to it will provide that the funds of the corporation will be expended for the beneficial interests of the residents of the Village of Grand Rapids and Itasca County, Minnesota, and that a majority of the Board of Trustees, when said Board is fully constituted shall be residents of the Village of Grand Rapids and Itasca County, Minnesota. So long as the spirit of harmony and lack of labor difficulties prevail in the said Village of Grand Rapids, Minnesota, it is the hope of the organizers of this corporation that unrestricted gifts to the corporation and the income thereon will be expended primarily for the beneficial interests of the residents of the Village of Grand Rapids, Minnesota and Itasca County, Minnesota, and that a majority of the Board of Trustees, when said board is fully constituted, shall be residents of the Village of Grand Rapids, Minnesota, or Itasca County, Minnesota, provided, however, should the income at any time, or in the then foreseeable future, be more than adequate to take care of the needs of said Village of Grand Rapids and Itasca County, Minnesota, within the then existing policies of the corporation, the trustees may devote part or all of such excess income to further the corporate purposes within the State of Minnesota.

"Should the conditions of harmony and peace in relation to labor fail to prevail, then the corporate funds may be used for corporate purposes throughout the State of Minnesota, and thereupon the Board of Trustees of the corporation may be so reconstituted as to provide that a majority of the members and trustees shall be residents of two or more of the counties of Ramsey, Hennepin, St. Louis, and Itasca in the State of Minnesota.

"Should any question arise as to (a) the utilization of the net income and/or principal

or both of any funds of the corporation or the purposes to which they are to be devoted, or (b) adequacy of the income to meet the needs of Grand Rapids, Minnesota and Itasca County at any time or in the foreseeable future as above provided, or (c) the existence or non-existence of a spirit of harmony and lack of labor difficulties in the Village of Grand Rapids, or (d) business or financial policies of the corporation, the question shall be determined by the 'fiscal trustees', and their decision shall be final.

"That ARTICLE X be amended so as to read as follows:

"ARTICLE X.

"By a majority vote of its membership, including therein the votes of those members holding their membership by virtue of their office as executors or trustees of the Will of Charles K. Blandin, the corporation may amend these Articles or consolidate or merge with any other corporation formed for like purposes and may transfer any or all of the properties held by it in trust to another corporation, association or trust formed for like purposes and which corporation, association or trust shall undertake to hold and utilize the principal and income thereof for the same purposes as those for which such assets so transferred are held by this corporation. By giving, granting, devising, or bequeathing any property to this corporation for the purposes thereof the Donor of such gift, grant, devise, or bequest shall by the act thereof be deemed to have consented to the provisions of this Article, and every gift, grant, devise, or bequest shall be deemed received subject to the terms thereof.

"NOW THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of this corporation be and hereby are amended in the following particulars:

"That ARTICLE IV be amended so as to read as follows:

"ARTICLE IV.

"The affairs of this corporation shall be managed by a Board of Trustees consisting

of not less than five (5) nor more than twelve (12) members.

"Two (2) of the members of the Board of Trustees shall be

"a) an officer of the corporation named as the corporate executor or trustee under the Will of Charles K. Blandin, who shall hold office until he ceases to be such an officer;

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the prosperity and feeling of satisfaction on the part of people who live in Grand Rapids-- a feeling of gratitude for the existence of such a spirit.

"It is the hope of the organizers of this corporation that if possible such conditions will continue to prevail. It is a well-known fact that among the greatest causes for disruption of a harmonious condition and atmosphere in any community are strikes, walkouts, and other conditions that make and attend labor difficulties. So long as the spirit of harmony and lack of labor difficulties prevail in the said Village of Grand Rapids, Minnesota, it is the hope of the organizers of this corporation that donors of gifts to it will provide that the funds of the corporation will be expended for the beneficial interests of the residents of the Village of Grand Rapids and Itasca County, Minnesota, and that a majority of the Board of Trustees, when said Board is fully constituted shall be residents of the Village of Grand Rapids and Itasca County, Minnesota. So long as the spirit of harmony and lack of labor difficulties prevail in the said Village of Grand Rapids, Minnesota, it is the hope of the organizers of this corporation that unrestricted gifts to the corporation and the income thereon will be expended primarily for the beneficial interests of the residents of the Village of Grand Rapids, Minnesota and Itasca County, Minnesota, and that a majority of the Board of Trustees, when said board is fully constituted, shall be residents of the Village of Grand Rapids, Minnesota, or Itasca County, Minnesota, provided, however, should the income at any time, or in the then foreseeable future, be more than adequate to take care of the needs of said Village of Grand Rapids and Itasca County, Minnesota, within the then existing policies of the corporation, the trustees may devote part or all of such excess income to further the corporate purposes within the State of Minnesota.

"Should the conditions of harmony and peace in relation to labor fail to prevail, then the corporate funds may be used for corporate purposes throughout the State of Minnesota, and thereupon the Board of Trustees of the corporation may be so reconstituted as to provide that a majority of the members and trustees shall be residents of two or more of the counties of Ramsey, Hennepin, St. Louis,

and Itasca in the State of Minnesota.

"Should any question arise as to (a) the utilization of the net income and/or principal or both of any funds of the corporation or the purposes to which they are to be devoted, or (b) adequacy of the income to meet the needs of Grand Rapids, Minnesota and Itasca County at any time or in the foreseeable future as above provided, or (c) the existence or non-existence of a spirit of harmony and lack of labor difficulties in the Village of Grand Rapids, or (d) business or financial policies of the corporation, the question shall be determined by the 'fiscal trustees', and their decision shall be final.

"That ARTICLE X be amended so as to read as follows:

"ARTICLE X.

"By a majority vote of its membership, including therein the votes of those members holding their membership by virtue of their office as executors or trustees of the Will of Charles K. Blandin, the corporation may amend these Articles or consolidate or merge with any other corporation formed for like purposes and may transfer any or all of the properties held by it in trust to another corporation, association or trust formed for like purposes and which corporation, association or trust shall undertake to hold and utilize the principal and income thereof for the same purposes as those for which such assets so transferred are held by this corporation. By giving, granting, devising, or bequeathing any property to this corporation for the purposes thereof the Donor of such gift, grant, devise, or bequest shall by the act thereof be deemed to have consented to the provisions of this Article, and every gift, grant, devise, or bequest shall be deemed received subject to the terms thereof."

IN WITNESS WHEREOF, the President and Secretary of said corporation have hereunto fixed their signatures and the seal of said corporation this 19th day of April, 1956.

G. C. Blandin
President

[Signature]

STATE OF MINNESOTA }
COUNTY OF ITASCA } ss.

On this 19th day of April, 1956, before me a Notary Public within and for said County, personally appeared CHARLES K. BLANDIN and C. H. SCHACKER, to me personally known, who being each by me duly sworn did say that they are respectively the President and Secretary of the CHARLES K. BLANDIN FOUNDATION, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said CHARLES K. BLANDIN and C. H. SCHACKER acknowledged said instrument to be the free act and deed of said corporation.

Helen M. Rafter
Notary Public

HELEN M. RAFTER
Notary Public, Itasca County, Minn.
My Commission Expires Mar. 8, 1960.
(Seal)

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 20 day of April A. D. 1956, at 4 o'clock P. M., and was duly recorded in Book _____ of Incorporations, on page _____

Joseph L. Danovau
Secretary of State

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