

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

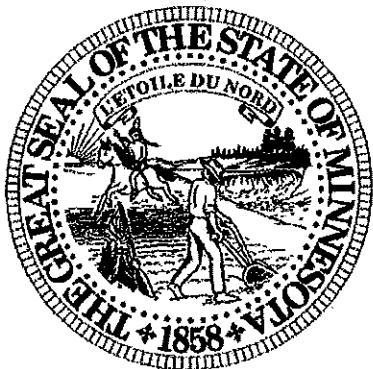
The business entity is now legally registered under the laws of Minnesota.

Name: Greater Nicollet Area Community Foundation

File Number: 623810100024

Minnesota Statutes, Chapter: 317A

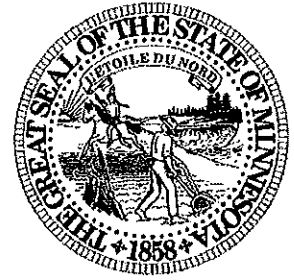
This certificate has been issued on: 10/24/2012



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

Article 1 CORPORATE NAME:

Greater Nicollet Area Community Foundation

Article 2 REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name

Address:

401 Pine Street Nicollet MN 56074 USA

Article 3 INCORPORATOR(S):

Name:

Address:

Susan E Keithahn

**1021 Harvey Drive P.O. Box 1018 Gaylord MN
55334**

DURATION: PERPETUAL

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: Susn E. Keithahn

MAILING ADDRESS:

None Provided

EMAIL FOR OFFICIAL NOTICES:

sekeithahn@progrowth.com

**ARTICLES OF INCORPORATION
OF
GREATER NICOLLET AREA COMMUNITY FOUNDATION**

This corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The undersigned, a natural person of full age and a resident of the State of Minnesota, for the purpose of forming a corporation under Minnesota Statutes, Chapter 317A, known as the Minnesota Non-Profit Corporation Act, and all laws amendatory thereof and supplementary thereto, hereby adopts the following Articles of Incorporation:

ARTICLE 1

The name of this corporation shall be Greater Nicollet Area Community Foundation.

ARTICLE 2

The registered office of the corporation in the State of Minnesota shall be 401 Pine Street, Nicollet, Minnesota 56074.

ARTICLE 3

The duration of this corporation is perpetual.

ARTICLE 4

A. The purpose of this corporation shall be to promote the well-being of the citizens of Nicollet, Minnesota, and the surrounding area (the "Community").

In furtherance of its purposes, this corporation may engage in, advance, support, promote and administer charitable, scientific, and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

B. The corporation shall have all the powers conferred by the laws of the State of Minnesota and by way of example, but not by way of limitation, this corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, or any combination thereof, on any such terms, conditions, limitations and trusts, as the Board of Directors shall deem advisable and acceptable, for any of its objectives and purposes, any property, real, personal or mixed, of whatever kind, nature, or description, and wherever situated either within or without the State of Minnesota.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, at such price or prices and upon such terms and conditions as the Board of Directors shall deem advisable, any property, real, personal or mixed, as its Board of Directors shall deem advisable and in the best interests of the corporation, its objectives and purposes; subject, however, to any applicable limitations and conditions contained in any bequests, devise, grant or gift.

3. To borrow, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other evidences of indebtedness of the corporation for money borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation, wherever situated, including property, rights, or privileges hereafter to be acquired.

4. To sue and be sued.

5. To enter into obligations or contracts and do any act incident to the transaction of any business or expedient to the purposes and objectives hereinabove stated at Paragraph A of this Article 4.

6. To receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of the purposes stated herein.

7. To do all things and perform all acts necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth in Paragraph A of this Article 4 and to do any and all things incident thereto or connected therewith, to the same extent as natural persons might or could do which are not forbidden by the laws under which this corporation is organized, by other laws, or by these Articles.

C. Notwithstanding any other provisions of these Articles, all the work of the corporation shall be carried on and all funds of the corporation, whether income or principal and whether acquired by gift or contribution, or otherwise, shall be used and applied exclusively for charitable, scientific, or educational purposes, and the corporation shall not engage, other than as an insubstantial part of its total activities, in activities that are in themselves not in furtherance of one or more of the exempt provisions specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as that section may from time to time hereafter be amended.

D. All powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as now enacted or as hereafter amended, and the applicable provisions of Minn. Stat. 290.05, as now enacted or as hereafter amended.

ARTICLE 5

A. A primary purpose of this corporation is to benefit the Community through the creation and administration of a permanent endowment fund within the corporation (the "Endowment"). This expression of "primary purpose" is not intended to limit the broad purpose and powers set forth in Article 4 above.

B. The corporation shall seek to obtain donations from the public to enable it to fulfill its purposes, including both donations during a donor's lifetime and donations at or after a donor's death. All donations shall be added to the endowment principal unless the donor intends that the gift be for current use.

C. The corporation shall hold, invest, and administer the principal of the Endowment pursuant to prudent policies which will achieve prudent diversification of assets, asset classes and asset managers.

D. The corporation shall expend the real income (including growth) earned on such principal for the benefit of the Community pursuant to policies that will generally preserve the purchasing power of the principal over time.

E. The corporation shall utilize such income for the benefit of the Community, including for purposes of education, health and medical, community buildings and structures, social services, art and culture, parks and recreation, transportation, aesthetic improvement, history preservation, protection of environment, economic development, and other improvements and activities that preserve, strengthen and enhance community and community life.

F. No action may be taken with respect to such Endowment, its principal, or its income, which is not within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as now enacted or as hereafter amended, and the

applicable provisions of Minn. Stat. 290.05, as now enacted or as hereafter amended.

ARTICLE 6

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors. No part of the net earnings of this corporation shall inure to the benefit of any director of this corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the non-profit corporate purposes set forth in these Articles. No directors or officers of this corporation, nor any private individual, shall be entitled to share in the distribution of any corporate assets on dissolution or winding up the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law. The remaining funds, property or other assets then held legally or beneficially by this corporation shall be distributed in such shares as determined by the Board of Directors of this corporation, in a manner compatible with Section 501(c)(3) of the Internal Revenue Code of 1986, and with the objectives and purposes for which this corporation has been formed.

ARTICLE 7

The name and address of the incorporator is:

Susan E. Keithahn
1021 Harvey Drive
P.O. Box 1018
Gaylord, MN 55334

ARTICLE 8

The affairs of the corporation shall be governed by a Board of Directors consisting of up to nine members. The first Board of Directors shall consist of the following persons who shall hold office until the annual meeting in 2016 of the Board of Directors or until their successors are elected and qualified. The names and addresses of the first directors are:

Jeff Grommersch
106 Chase Avenue
Nicollet, Minnesota 56074

Linda Hewitt
706 Ash Street
Nicollet, Minnesota 56074

Susan E. Keithahn
1021 Harvey Drive
Gaylord, Minnesota 55334

Charles Peters
41129 State Highway 99
St. Peter, Minnesota 56082

Dwayne Pipping
801 Elm Street
Nicollet, Minnesota 56074

Gary Schmidt
2148 Eagle Ridge Drive
North Mankato, Minnesota 56003

Lynnita Schmidt
30 Deerwood Court
North Mankato, Minnesota 56003

ARTICLE 9

No incorporator, officer or director of this corporation shall have any personal liability for corporate obligations.

ARTICLE 10

The Board of Directors by at least a two-thirds vote of all directors may hereafter adopt or amend bylaws governing the affairs of the corporation, provided that no bylaw shall be adopted which is inconsistent with the provisions of these Articles.

ARTICLE 11

The conditions and terms and qualifications of directors of this corporation shall be provided in the Bylaws.

ARTICLE 12

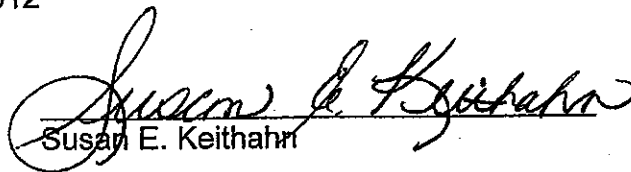
The corporation shall have no members.

ARTICLE 13

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this

corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Dated: October 22, 2012


Susan E. Keithahn

k/2285.02-articles



Work Item 623810100024
Original File Number 623810100024

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
10/24/2012 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State