

ARTICLES OF INCORPORATION
OF
CENTER SCHOOL, INC.

The undersigned incorporator, being a natural person more than 18 years of age, for the purpose of forming a nonprofit corporation under and pursuant to the provisions of Chapter 317 of Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Center School, Inc.

ARTICLE II

The address of the registered office of this corporation shall be 2421 Bloomington Avenue South, Minneapolis, Hennepin County, Minnesota 55404.

ARTICLE III

This corporation shall be organized and operated exclusively to provide culturally based education and social services to the American Indian Community.

Within the framework and limitations of the foregoing, this corporation shall engage in such purposes as are consistent with and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and as are exempt from federal income taxes under Section 501(a) thereof.

ARTICLE IV

This corporation shall not, incidentally or otherwise, afford or pay any dividends or other pecuniary gain to its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual; provided, however, that the foregoing provision shall not prevent the corporation from paying reasonable compensation for services rendered to it. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V

The period of duration of corporate existence shall be perpetual.

ARTICLE VI

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with the dissolution, any remaining assets shall be distributed to and among such one or more organizations then in existence, that are organized and operated exclusively for one or more purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and that at the time have qualified under said section, all in such proportions as shall be determined by the Board of Directors of this corporation if the dissolution of this corporation is not required to be conducted under court supervision. None thereof shall be transferred to, or in any respect whatsoever inure to the benefit of, any member of this corporation.

ARTICLE VII

The management and direction of the business and affairs of this corporation shall be vested in the Board of Directors. The number, qualifications, term of office, method of election, powers, authority and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation. The corporation shall have all powers afforded to it by the provisions of Chapter 317 of Minnesota Statutes, and acts amendatory thereof and supplemental thereof.

ARTICLE VIII

The conditions and terms of and qualifications for membership in this corporation shall be contained in the Bylaws of this corporation. Membership in this corporation shall not be reflected in any certificate or document.

ARTICLE IX

The number of directors constituting a first Board of Directors shall be eleven (11). The first directors of this corporation, who shall assume office at the date of

incorporation, shall hold office until the date of the first, second or third annual meeting next following the incorporation, as specified herein, which date shall be provided in the Bylaws. The first directors of this corporation, and their terms of office, shall be as follows:

<u>Name</u>	<u>Address</u>	<u>End of Term</u>
flo h. wiger	213 Morrill Hall 100 Church Street S.E. Minneapolis, MN 55455	Third Annual Meeting
Carol J. Brieschke	4629 Aldrich Avenue S. Minneapolis, MN 55409	Third Annual Meeting
Cheryl J. Purnort	1180 Grand Avenue St. Paul, MN 55101	Second Annual Meeting
Sue A. Sjeklocha	2233 Platwood Road Minnetonka, MN	Third Annual Meeting
John S. Poupart	Department of Corrections 333 Sibley, Suite 895 St. Paul, MN 55101	Second Annual Meeting
Michael J. Stevens	c/o Coordinated Health Care 17 West Exchange St. Paul, MN 55102	Second Annual Meeting
Mildred I. Mueller	3606 Maplewood Drive N.E. St. Paul, MN 55418	Third Annual Meeting
John E. Hamilton	c/o Cunningham Architects 716 North 1st Street Minneapolis, MN 55401	First Annual Meeting
Donna Fairbanks	111 E. Kellogg Boulevard St. Paul, MN 55101	First Annual Meeting
Joanne Whiterabbit	c/o Cray Research 608 Second Avenue South Minneapolis, MN 55402	Second Annual Meeting
Richard M. Wheaton	2322 West 54th Street Minneapolis, MN 55410	First Annual Meeting

ARTICLE X

The officers, directors and members of this corporation

shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

ARTICLE XI

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XII

The name and address of the incorporator is as follows:

Virginia B. Cone
Leonard, Street and Deinard
Suite 1500
100 South Fifth Street
Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this _____ day of October, 1987.

Virginia B. Cone

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this _____ day of October, 1987, before me a Notary Public within and for Hennepin County, Minnesota, personally appeared Virginia B. Cone, to me known to be the person named in and who executed the foregoing Articles of Incorporation. Being first duly sworn by me, she acknowledged that she executed the said Articles as her free act and deed and for the purpose therein expressed.

Notary Public