

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.

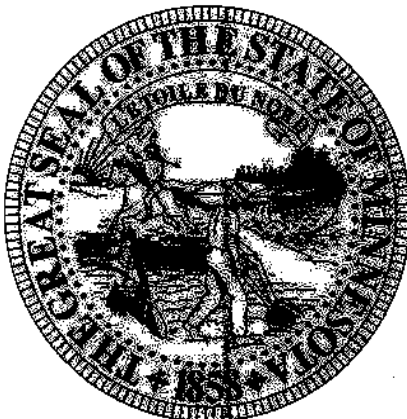
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: American Friends of Augustine College

Corporate Charter Number: 2046996-2

Chapter Formed Under: 317A

This certificate has been issued on 10/09/2006.



Mary Kiffmeyer
Secretary of State.

NP - OR

**ARTICLES OF INCORPORATION
OF
AMERICAN FRIENDS OF AUGUSTINE COLLEGE**

The undersigned, being of full age and for the purpose of forming a Corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.001, *et seq.*, and all future laws amending and supplementing such statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be the American Friends of Augustine College.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Minnesota shall be 222 South Ninth Street, Suite 3100, Minneapolis, Minnesota 55402. The Board of Directors shall have the power to carry on the affairs of the Corporation at such other places as they may from time to time designate.

**ARTICLE III
REFERENCES**

All references in these Articles of Incorporation to a particular section of the Code shall mean the Internal Revenue Code of 1986, 26 U.S.C.A. § 501(c) (3), as currently enacted or as subsequently amended or supplemented (or the corresponding provision of any future United States Internal Revenue Law), and all references to Minnesota Statutes shall mean and include the Minnesota Nonprofit Corporations Act, Chapter 317A, and any future laws or provisions amending or supplementing Chapter 317A (or the corresponding provision of any future Minnesota Statute governing the formation and operation of nonprofit corporations) and Chapter 290 and any future laws or provisions amending or supplementing Chapter 290 (or the corresponding provision of any future Minnesota Statute governing the income taxation of nonprofit corporations).

**ARTICLE IV
PURPOSE**

The Corporation is organized and shall be operated exclusively: for charitable, educational, religious, scientific and literary purposes within the meaning of Section 501(c)(3) and 170(c)(2) of the Code; to engage in, advance, promote, and administer activities and projects for the purpose of the advancement, promotion and administration of charitable, educational, religious, scientific and literary purposes of every kind and nature whatsoever; and to aid, assist, and contribute to the support of corporations, associations, and institutions, which are organized and operated exclusively for such charitable, educational, religious, scientific and literary purposes as described in Section 501(c)(3) and 170(c)(2) of the Code.

It is intended that the Corporation shall have the status of a Corporation that is exempt from income taxation under Section 501(a) of the Code. Specifically, the Corporation is organized exclusively for charitable, educational, religious, scientific and literary purposes. In furtherance of its purposes, the Corporation may engage in, advance, promote and administer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others.

ARTICLE V POWERS

The Corporation shall have the authority to exercise all powers as are required by and 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, bequest or otherwise, and to own, hold, invest, expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of the Corporation, and to lease, mortgage, encumber, invest and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Minnesota Statutes, Chapter 317A.

ARTICLE VI PROSCRIPTIONS AND LIMITATIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall only engage in activities permitted to be carried on by a Corporation: (a) exempt from Federal Income Tax under Section 501(c)(3) of the Code, and (b) contributions, to which are deductible under Section 170(c)(2) of the Code.

No substantial part of the property or the income of the Corporation shall ever be used or employed directly or indirectly by the Corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Corporation participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

The Corporation shall not lend any of its assets to any officer, director or member of the Corporation nor guarantee to any other person the payment of a loan by a member, officer or director of the Corporation.

ARTICLE VII PRIVATE FOUNDATION RESTRICTIONS

In the event that the Corporation is considered to be a "private foundation" within the meaning of §509 of the Code, the Corporation shall:

- a. Distribute its income for each taxable year at such time and in such a manner so as not to subject the Corporation to tax under Section 4942 of the Code.
- b. Not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code.
- c. Not retain any excess business holdings defined in Section 4943 of the Code.
- d. Not make any investments in a manner so as to subject the Corporation to tax under Section 4944 of the Code.
- e. Not make any taxable expenditures within the meaning of Section 4945(d) of the Code.

ARTICLE VIII **DISSOLUTION**

In the event of dissolution, no assets shall be transferred to or in any respect inure to or for the benefit of any officer, member, employee or director of the Corporation.

Upon the dissolution of the Corporation consistent with Minnesota Statutes, Sections 317A.701 and 317A.735, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or to an organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine.

ARTICLE IX **MEMBERS**

If provided in the Bylaws, the Corporation may have members of one or more classes as designated by the Board of Directors.

ARTICLE X **DIRECTORS**

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors, 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 the Corporation.

Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing 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 are present or by all of the members of the Executive Committee, as the case

may be; provided that all directors are notified of the text of the written action prior to the signing by any of the directors.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator, a natural person of full age, is:

Eric J. Strobel
222 South Ninth Street, Suite 3100
Minneapolis, MN 55402

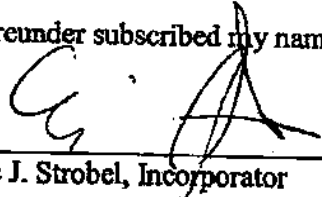
ARTICLE XII
LIMITED LIABILITY

Consistent with Minnesota Statutes, Section 317A.257, no person who serves without compensation as a director, incorporator, officer, trustee, member or agent of the Corporation shall in any way be personally or individually liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the Corporation nor civilly liable for an act or omission by that person. To the fullest extent permitted by Minnesota law, the Corporation shall indemnify and hold harmless every such person serving the Corporation for any and all expenses, damages, fines, judgments, awards or costs incurred in connection with the defense of any action, suit or proceeding in which such person may be made a party by reason of being a director, incorporator, officer, trustee, member or agent.

ARTICLE XIII
AMENDMENT

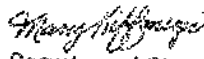
These Articles of Incorporation may be amended in the manner prescribed by §317A.133, Minnesota Statutes or by any further amendment of the Statute.

IN TESTIMONY WHEREOF, I have hereunder subscribed my name this 9th day of October, 2006.


Eric J. Strobel, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT - 9 2006 *pc*


Secretary of State



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MINNESOTA SECRETARY OF STATE NOTICE OF CHANGE OF REGISTERED OFFICE/REGISTERED AGENT

Read the instructions before completing this form.

1. Entity Name:

American Friends of Augustine College

2. Registered Office Address: List a complete street address or rural route and rural route box number.
(A post office box by itself is not acceptable)

333 South 7th Street, Suite 2000	Minneapolis	MN	55402
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign entities, but optional for Minnesota entities):

NONE

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 308B, 317A.123 or 322B.135, I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

E. L. Ar

Signature of Authorized Person

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

Name & Telephone Number of a Contact Person:

Eric Strobel	(612) 333-3434
Name	Telephone

please print legibly

NOV 05 2007

Mark Ritchie
Secretary of State

Filing Fee payable to the MN Secretary of State

Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due, unless you are adding, removing or changing the agent.

Non-Minnesota Corporations: \$50.00.