



NP-OR

**ARTICLES OF INCORPORATION
OF**

GiveMN

These Articles of Incorporation are executed by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statutes, Chapter 317A as follows:

ARTICLE I

Name

The name of the corporation is:

GiveMN ✓

ARTICLE II

Registered Office

The registered office of the corporation shall be located at 55 Fifth Street East, Fifth Street Center, Suite 600, Saint Paul, Minnesota, 55101. There shall be no registered agent. ✓

ARTICLE III

Purposes and Powers

This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), by acting for the benefit of, or carrying out the charitable, scientific, or educational purposes of, the Minnesota Community Foundation, a nonprofit organization classified as a charitable organization under Sections 501(c)(3), 170(b)(1)(a)(vi), and 509(a)(1) of the Code, all as contemplated and permitted by Section 509(a)(3) of the Code.

The corporation shall further the charitable, scientific, or educational purposes and operations of the Minnesota Community Foundation by making grants and distributions or carrying on programs or activities that benefit or carry out the charitable, scientific, or educational purposes of the Minnesota Community Foundation, and in particular by creating a web-based charitable giving platform to facilitate and encourage charitable philanthropy.

The corporation may receive gifts, devises, and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the corporation was created. The corporation in carrying out it purposes shall have all the powers grant by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and laws amendatory thereof and supplementary thereto.

Notwithstanding any provision herein, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) and 509(a)(3) of the Code.

ARTICLE IV
Members

This corporation shall not have members.

ARTICLE V
Duration

The duration of this corporation shall be perpetual.

ARTICLE VI
No Capital Stock

This corporation shall not have capital stock.

ARTICLE VII
Board of Directors

The general management 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, authorities 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.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by that number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors must be notified immediately of its text and effective date.

ARTICLE VIII
Incorporator

The name and address of the incorporator is:

Carleen Rhodes
55 East Fifth Street, Suite 600
St. Paul, MN 55101

ARTICLE IX
No Pecuniary Gain

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors. No part of the net earnings of the corporation shall inure to the benefit of its directors, officers or any other individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE X
Restrictions on Political Activity

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 XI
No Personal Liability

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

This corporation may be dissolved in accordance with the laws of the State of Minnesota. No director 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 directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute the assets of the corporation to the Minnesota Community Foundation, to be administered as a component fund of the Minnesota Community Foundation, in accordance with the charitable purposes of the Minnesota Community Foundation. If the Minnesota Community Foundation is not then an organization described in Sections 501(c)(3), 170(b)(1)(a)(vi), and 509(a)(1) of the Code, the board of directors shall distribute the assets of the corporation to such organization or organizations, as the board may determine, which are organized and operated exclusively for charitable, educational, or scientific purposes and which qualify as exempt organizations under Sections 501(c)(3) and 509(a)(1) or (2) of the Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the 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.

ARTICLE XIII
Amendment

Except as otherwise required by law, these Articles of Incorporation may be amended only with the written approval of the Board of Directors of the Minnesota Community Foundation. The Board of Directors of the corporation may propose an amendment of the Articles at a meeting of the Board of Directors for which proper notice, stating the purposes thereof, including the proposed amendment has been given. If notice required by this section has been given, the proposed amendment may be adopted at any meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the directors present at the meeting and entitled to vote on the proposed amendment. The proposed amendment shall not be effective until approved by the Board of Directors of the Minnesota Community Foundation.

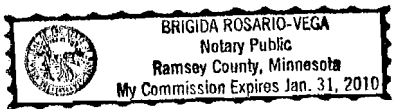
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 7 day of May, 2009.




Carleen Rhodes, Incorporator

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)


On this 7 day of May, 2009, before me personally appeared Carleen Rhodes, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged he/she executed the same on behalf of the corporation.

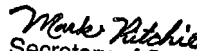




Notary Public

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 22 2009 


Secretary of State