

**ARTICLES OF INCORPORATION  
OF  
LAKEVILLE EDUCATION FOUNDATION**

I, the undersigned, of full age, for the purpose of forming a corporation under the provisions of Minnesota Statutes, Chapter 317A, do hereby form a body corporate and adopt the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be:  
Lakeville Education Foundation

**ARTICLE II**

This corporation is organized and shall be operated exclusively for charitable purposes. In furtherance of this purpose, this corporation may engage in, advance, promote, support, and administer charitable activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others. All the 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. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

**ARTICLE III**

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. This corporation shall not lend any of its assets to, or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

**ARTICLE IV**

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. 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 this corporation's existence shall be perpetual.

ARTICLE VI

The registered office of this corporation shall be located at 8670 210th Street West, Lakeville, Minnesota 55044.

ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, term of office, powers, authority, duties, and such other regulations with respect to the members of the Board of Directors as are not inconsistent with the express provisions of these Articles of Incorporation shall be specified in the Bylaws of this corporation.

ARTICLE IX

The members of the first Board of Directors shall be designated by the incorporator and each shall serve until the annual meeting of the Board of Directors in the year designated by the incorporator and until his or her successor has been elected and duly qualified.

ARTICLE X

This corporation shall have no capital stock.

ARTICLE XI

The directors and officers of this corporation shall not be personally liable for the debts and obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XII

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XIII

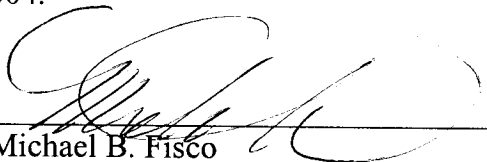
This corporation may be dissolved in accordance with the laws of the State of Minnesota. In the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition, or limitation imposed with respect to it.

ARTICLE XIV

The name and address of the incorporator is:


Michael B. Fisco  
18125 Jannevar Court  
Lakeville, Minnesota 55044


IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 11th day of June, 2004.

  
Michael B. Fisco

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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

JUN 11 2004 

  
Secretary of State