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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRUE FRIENDS**

ARTICLE I

The name of this corporation is:
True Friends

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable and educational purposes. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others; provided that all the powers of this corporation shall be exercised only so that this corporation's operations are 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 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 10509 108th Street NW, Annandale, Minnesota 55302.

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, method of selection, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time 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 by written action signed, or consented to by authenticated electronic communications, 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 were present. Any action required or permitted to be taken at a meeting of a committee may be taken by written action signed, or consented to by authenticated electronic communication, by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. All directors or committee members, as

the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

ARTICLE IX

This corporation shall have no capital stock.

ARTICLE X

The directors and officers of this corporation shall not be personally liable for the debts or 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 XI

These Articles of Incorporation may be amended from time to time in the manner provided by Minnesota Statutes, section 317A.133, as amended from time to time.

ARTICLE XII

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 for one or more of the purposes of this corporation by transfer to one or more corporations, associations, institutions, trusts, or foundations described in Section 501 (c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof for 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 executor 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.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 17 2014

Mark Fitchie
Secretary of State *M*