

**BYLAWS
OF
TRUE FRIENDS**

DIRECTORS

SECTION 1.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than three persons, and, subject to such limitation and the provisions for initial directors made below, the number of members of the Board of Directors may be designated from time to time by the Board of Directors. Except as provided below, directors of this corporation shall be elected by the Board of Directors at each annual meeting and as the Board of Directors otherwise determines.

- (a) Upon adoption of these Bylaws, the Board of Directors will initially consist of six persons designated by Courage Center and six persons designated by the Board of Directors of this corporation. Two of the directors designated by each entity will initially serve a two-year term, two of the directors designated by each entity will initially serve a three-year term, and two of the directors designated by each entity will initially serve a four-year term, each initial director to be assigned a term length by the entity that appointed such director.

- (b) At all times during the period beginning with the expiration of the terms of the initial directors serving for four years and ending on the fifth anniversary of the adoption of these Bylaws, at least two directors shall have been nominated by Courage Center, unless Courage Center waives its right to nominate persons pursuant to this Section 1.1(b). If any person nominated by Courage Center in accordance with this Section 1.1(b) is not elected by the Board of Directors, Courage Center shall have the right to nominate another person. For purposes of this Section 1.1(b), any person designated by Courage Center as an initial director pursuant to Section 1.1(a) and subsequently re-elected by the Board of Directors will be considered to have been nominated by Courage Center.

SECTION 1.2 Terms. Except as otherwise provided in Sections 1.1 and 1.3, each director of this corporation shall be elected to serve for a term of three years. The maximum number of consecutive terms is three. Subject to the provisions of Sections 1.1 and 1.3, each director's term of office shall begin at the conclusion of the meeting at which the director was elected and shall continue until the conclusion of the annual meeting of the Board of Directors in the third year of the director's term, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has assumed office; or until the director's prior death, resignation or removal. The members of the Board of Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the members of the Board of Directors expire each year.

SECTION 1.3 Removal; resignation; vacancies. Any director may at any time be removed with or without cause by the Board of Directors; in the case of a director who was designated pursuant to Section 1.1(a), the entity that designated such person as a director may also cause such director's removal at any time during the director's initial term with or without cause. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person elected by the Board of Directors for the unexpired term of such director; provided, however, that in the case of a director who was designated pursuant to Section 1.1(a) and who vacates the position during such director's initial term, the entity that designated the director whose position has become vacant may designate another person for the unexpired term of such director, and that in the case of a director who was nominated for election pursuant to Section 1.1(b), Courage Center may nominate another person to be elected for the unexpired term of such director if the number of directors nominated by Courage Center during the period designated in Section 1.1(b) would otherwise be less than two. Any vacancy resulting from an increase in the number of members of the Board of Directors may be filled by a person elected by the Board of Directors for a full term of office unless the Board of Directors designates a shorter term of office to keep the three classes of directors as nearly equal in number as possible.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 2.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting shall be held at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 2.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the President, (c) by the Board of Directors, or (d) upon the request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 2.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the

meeting. A director may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 2.4 Quorum and voting. The presence of a majority of the members of the Board of Directors constitutes a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director is entitled to cast one vote on any question coming before the meeting. A director may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action. A majority vote of the directors present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. During the period ending on the [tenth] anniversary of the adoption of these Bylaws, the following actions cannot be taken unless two-thirds of the members of the Board of Directors vote in favor of such action:

- (a) Amend or repeal these Bylaws;
- (b) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation; or
- (c) Authorize the voluntary dissolution of this corporation.

SECTION 2.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action consented to by all of the directors. Any such action may also be taken by written action consented to by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation. A director may consent to an action by affixing his or her signature on a document setting forth the action, or by electronic communication as defined in Minnesota Statutes, Section 317A.011, subd. 7a, as amended from time to time.

SECTION 2.6 Meetings held using remote communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if

authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

OFFICERS

SECTION 3.1 Designation and term. The officers of this corporation include a Chair, a Vice Chair, a President, a Secretary, and a Treasurer. This corporation may also have one or more other officers as the Board of Directors may from time to time determine. Officers who are not compensated to serve in such capacity shall be elected by the Board of Directors at its annual meeting to serve for terms of two years and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause; provided, however, that upon adoption of these Bylaws, the Chair will initially be designated by Courage Center. Officers who are compensated to serve in such capacity shall serve in accordance with the terms of their compensation agreements. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) Chair and Vice Chair and (b) President and Secretary. Except for the Chair and Vice Chair, the officers need not be directors of this corporation.

SECTION 3.2 Chair. The Chair shall preside at meetings of the Board of Directors and the Executive Committee and perform such other duties as are prescribed from time to time by the Board of Directors.

SECTION 3.3 Vice Chair. The Vice Chair shall preside at meetings of the Board of Directors in the absence of the Chair and otherwise act in the Chair's place if the Chair is unable to act for any reason. If the Chair vacates the office, the Vice Chair shall serve as Chair for the remainder of the term.

SECTION 3.4 President. The President is the chief executive officer of this corporation. He or she shall: (a) have general active management of the business of this corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) perform such other duties as are prescribed by the Board of Directors. In addition, the President shall serve as an ex officio, nonvoting member of the Board of Directors and any committee thereof.

SECTION 3.5 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) provide for the keeping of accurate minutes of all meetings of the Board of Directors; (b) be responsible for the custody of the records, documents and papers of this corporation; and (c) provide for the keeping of proper records of all transactions of this corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

SECTION 3.6 Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; and (e) upon request, provide the President and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

COMMITTEES

SECTION 4.1 Committees with Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the President. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;

- (e) Authorize the voluntary dissolution of this corporation or revoke proceedings therefor; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 4.2 Advisory Committees. The Board of Directors or the President may establish advisory committees that have no authority to act on behalf of the corporation. Members of such committees shall be appointed in the manner specified by the Board of Directors or the President, whichever established the advisory committee.

SECTION 4.3 Executive Committee. The Board of Directors may establish an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee has the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors.

SECTION 4.4 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 2.2 to 2.6 of these Bylaws as they apply to meetings of the Board of Directors.

INDEMNIFICATION

SECTION 5.1 Indemnification. This corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

SECTION 5.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 5.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from

such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

SECTION 6.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation begins on January 1st and ends on the succeeding December 31st.

SECTION 6.2 Corporate seal. This corporation has no seal.

SECTION 6.3 Amendments. Except as otherwise provided in these Bylaws, the Board of Directors may amend these Bylaws by the affirmative vote of a majority of the entire Board of Directors.

SECTION 6.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 6.5 Execution of instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the Chair, President, or such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 6.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Date Adopted: 11-26-12

The Bylaws were amended by the True Friends Board of Directors on November 25, 2013.

Carole Mills
Secretary

Date

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

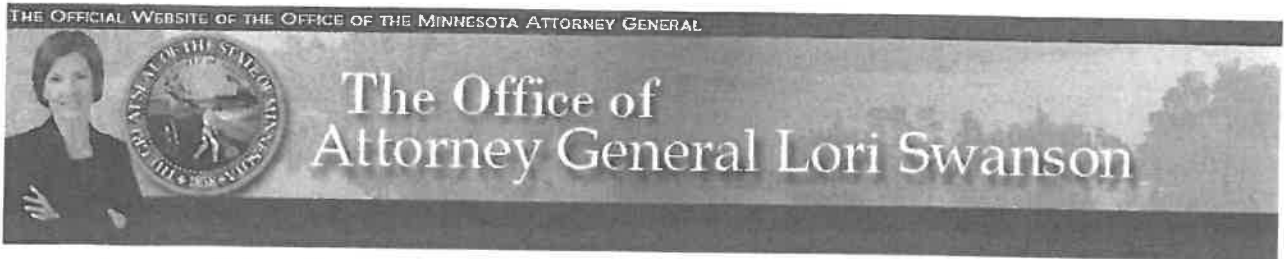
Name: True Friends
Date Filed: 12/11/1985
File Number: Z-255
Minnesota Statutes, Chapter: 317A
Home Jurisdiction: Minnesota

This certificate has been issued on: 07/30/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota



Organization Name TRUE FRIENDS
Organization Type CHARITY
Contact Person ATTN EDWARD STRACKE
Address 10509 - 108TH STREET NW
City ANNANDALE
State MN
Zip Code 55302
IRS Code 501(c) 03
Purpose or Description Provides yr-round camping, recreation, respite care, education, social & support services for children & adults with mental retardation.
Phone Number (952) 852-0101
Status ACTIVE
Extension None

What year would you like to see information for?

Most Current Year

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