

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRAL LUTHERAN CHURCH FOUNDATION**

For the purpose of amending and restating in their entirety, the Articles of Incorporation of this corporation, under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, the Board of Trustees of this corporation hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I.
NAME; REGISTERED OFFICE**

Section 1.01 The name of this corporation is:

Central Lutheran Church Foundation

Section 1.02 The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Trustees. Until otherwise fixed by the Board of Trustees, the registered office shall be 7201 Ohms Lane, Suite 100, Edina, MN 55439.

**ARTICLE II.
PURPOSES**

Section 2.01 The general purpose and plan of operation of this corporation shall be to receive gifts, to hold the principal of such gifts in perpetuity and to allocate distributable earnings, as determined by the Board of Trustees from time to time, for educational, charitable, and religious purposes as may be undertaken, approved, or supported by Central Lutheran Church of Minneapolis, to receive, hold, administer, and disperse any monies, securities or other property which may be transferred to this corporation by gift, devise, bequest or otherwise, for any of the uses or purposes above set forth, and to invest, conserve, use and disperse such monies and securities or other property and the income derived therefrom, or the principal, in accordance with the requests or directions of the donor or donors thereof and with the limitations and conditions attached by such donors thereto; and if no requests, directions, limitations or conditions be expressed, then to use and dispose of the same for the uses and purposes herein specified in accordance with the judgment and discretion of the trustees of this corporation.

Section 2.02 This corporation is organized and shall be operated exclusively for the promotion of any or all of the charitable and religious purposes contemplated by Section 2.01. This corporation shall have all powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. 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 of 1986, as amended (the Code).

**ARTICLE III.
TAX EXEMPTION REQUIREMENTS**

Section 3.01 This corporation shall not afford or pay pecuniary gain or remuneration, incidentally or otherwise, to its trustees, or officers as such, and no part of the net income or net earnings of this corporation shall inure to the benefit of any trustee, or officer of, or any other person having a personal and private interest in the activities of, this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes, as set forth in Article II hereof.

Section 3.02 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and 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 IV.
BOARD OF TRUSTEES**

Section 4.01 The management of this corporation shall be vested in a Board of Trustees consisting of not less than six elected persons. The powers, authorities and duties of the Board, the time and place of its meetings, the number of trustees serving from time to time, and all other matters concerning the Board, subject to the provisions of applicable law and the other provisions of these Articles, shall be prescribed in the Bylaws.

Section 4.02 Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of trustees that would be required to take the same action at a meeting of the board at which all trustees were present; provided that all trustees must be notified of the text of the written action before it is signed by any of the trustees. All trustees shall be notified immediately of the effective date of any such written action that is duly taken.

**ARTICLE V.
INDEMNIFICATION AND DISSOLUTION**

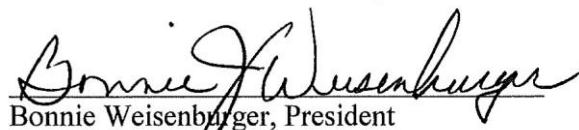
Section 5.01 This corporation will indemnify any trustee or officer made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability on such person for an act alleged to have been committed by such person in his or her capacity as trustee or officer of the corporation, or as trustee, officer, employee or agent of any other entity which he or she served at the request of the corporation) against judgments, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually

and necessarily incurred as a result of such action, suit or proceeding or any appeal therein (but not for taxes, penalties or fines), if such person is either successful in his or her defense or if the proceeding is terminated by settlement, and if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The Board of Trustees shall have the sole discretion to determine whether amounts for which a trustee or officer seeks indemnification were properly incurred and whether such trustee or officer acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for the belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceedings.

Section 5.02 This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to Central Lutheran Church of Minneapolis if it is then in existence and qualifies as an organization described in Section 501(c)(3) of the Code. If it is not in existence, then to one or more other corporations, associations, institutions, trusts or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Code, in such proportions as the Board of Trustees 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.

ACKNOWLEDGEMENT

The undersigned officer of this corporation, does hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted as the complete Amended and Restated Articles of Incorporation of this corporation by action of its Board of Trustees effective as of the 10th of May, 2017.


Bonnie Weisenburger, President