

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Twin Cities German Immersion School Building Company

File Number: 799645800023

Minnesota Statutes, Chapter: 317A

This certificate has been issued on: 12/16/2014



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Minnesota Nonprofit Corporation/Articles of Incorporation
Minnesota Statutes, 317A



The individual(s) listed below who is (are each) 18 years of age or older, hereby adopt(s) the following Articles of Incorporation:

Article 1 CORPORATE NAME:

Twin Cities German Immersion School Building Company

Article 2 REGISTERED OFFICE AND AGENT(S), IF ANY AT THAT OFFICE:

Name	Address:
	1031 Como Avenue St. Paul MN 55104 USA

Article 3 INCORPORATOR(S):

Name:	Address:
Craig Kepler	80 South 8th Street, Ste. 4200 Minneapolis MN 55402

DURATION: **PERPETUAL**

If you submit an attachment, it will be incorporated into this document. If the attachment conflicts with the information specifically set forth in this document, this document supersedes the data referenced in the attachment.

By typing my name, I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

SIGNED BY: **Craig A. Kepler**

MAILING ADDRESS:

None Provided

EMAIL FOR OFFICIAL NOTICES:

robert.hennelly@optum.com

**ARTICLE V.
INITIAL DIRECTORS**

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's bylaws. No director shall have any right, title, or interest in or to any property of the Corporation.

**ARTICLE VI.
PERSONAL LIABILITY**

Neither the incorporator, directors, officers, employees nor the representatives or agents of the Corporation shall be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

**ARTICLE VII.
DISSOLUTION**

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

**ARTICLE VIII.
INCORPORATOR**

The incorporator of the corporation is Craig Kepler whose address is 80 S. 8th Street, Ste. 4200, Minneapolis, Minnesota, 55402.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of December, 2014.



Craig A. Kepler, Incorporator

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Section 4.2. Number, Tenure and Qualifications.

The Board of Directors shall be comprised of at least three nonrelated members, unless otherwise determined by the Board.

The Board of Directors will be selected or appointed in a manner that does not create a conflict of interest with the Board of Directors of any charter school that leases property from the Company as set forth in Minn. Stat. § 124D.10, Subd. 4a. Directors will be replaced as set forth in the Articles.

Section 4.3. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the call of the Board Chair, at the request of a majority of the Board of Directors by written notice received by e-mail, mail, in person or by facsimile at least five (5) days prior to the meeting, and at least one (1) time during the school year. The Annual meeting shall count as a regular meeting. The notice shall designate the time, place and date of such meeting.

Section 4.4. Special Meetings.

4.4.1. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of at least one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be e-mailed or mailed to each director at least twenty-four (24) hours before the day on which the meeting is to be held, or be delivered in person or by telephone, not later than a reasonable time before the meeting is to be held.

4.4.2. In the case of an emergency situation involving health, safety, and security, the notification requirements of a Special Meeting may be waived by the Board Chair.

Section 4.5. Quorum and Adjourned Meeting.

A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 4.6. Voting.

Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

4.9.3. *Limitation on Authority of Committees.* Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Section 4.4 above.

Section 4.10. Working Groups.

The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number, and determine the identity of, members of one or more Working Groups. Working Group members must be a Board Member or any natural citizen the Board selects. Working Groups will function to collect information and submit information to the Board for any consideration of action. Working groups have no authority for action.

Section 4.11. Conflicts of Interest; Material Financial Interest.

A contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and an organization in or of which one or more of this Corporation's Directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- 4.11.1. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to this corporation at the time it was authorized, approved or ratified; or
- 4.11.2. The material facts as to the contract or transaction and as to the director's or directors' interests are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section 4.11: (i) a Director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as an officer, employee or agent of this Corporation, even though the first director is also receiving compensation from this corporation; and (ii) a Director has a material financial interest in each organization in which the director, or the spouse, parents and spouses of parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

- 5.4.3. Have the care and custody of the corporate funds and securities;
- 5.4.4. Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- 5.4.5. Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;
- 5.4.6. Render to the Board Chair and the Board of Directors, whenever required, an account of all of his transactions as Treasurer and of the financial condition of the Corporation;
- 5.4.7. Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair; and
- 5.4.8. Act as Board Chair in the absence of the President.

Section 5.5. Secretary.

The Secretary shall maintain the office of the Corporation and shall:

- 5.5.1. Attend all meetings of the members, the Board of Directors and all committees (when requested) or appoint an alternate member of the Board;
- 5.5.2. Record all proceedings of the minutes of the members, Board of Directors and committees in a book to be kept for that purpose;
- 5.5.3. Preserve all documents and records belonging to the Corporation;
- 5.5.4. Maintain a list of all members of the Corporation in good standing;
- 5.5.5. Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees;
- 5.5.6. Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time; and
- 5.5.7. Act as Board Chair in the absence of the President and Treasurer.

Section 5.6. Management and Administrative Employees.

The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time, all as prescribed by the Board of Directors.

Section 5.7. Compensation.

The employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-

ARTICLE 7.
INDEMNIFICATION

Section 7.1. Indemnification.

Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 7.2. Insurance.

The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE 8.
AMENDMENTS

Subject to the right of the Member to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

ARTICLE 9.
FINANCIAL MATTERS

Section 9.1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

ARTICLE 10.
MISCELLANEOUS

Section 10.1. Gender References.

All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 10.2. Plurals.

All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.