

**ARTICLES OF MERGER  
OF  
MINNESOTA COMMUNITY FOUNDATION  
INTO  
THE SAINT PAUL FOUNDATION, INCORPORATED**

The undersigned, being respectively, the President of Minnesota Community Foundation, a Minnesota non-profit corporation, and the President of The Saint Paul Foundation, Incorporated, a Minnesota non-profit corporation, (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"), pursuant to the Agreement and Plan of Merger attached hereto at Appendix I (the "Plan of Merger"), do hereby certify and set forth as follows:

1. The name and state of incorporation of each of the Constituent Corporations to the Merger (as hereinafter defined) is:

(a) Minnesota Community Foundation, a non-profit corporation organized under the laws of the State of Minnesota; and

(b) The Saint Paul Foundation, Incorporated, a non-profit corporation organized under the laws of the State of Minnesota.

2. The attached Plan of Merger was approved by each of the Constituent Corporations in the manner prescribed by Minn. Stat. § 317A.613 of the Minnesota Nonprofit Corporation Act.

3. Pursuant to the terms and conditions set forth in the Plan of Merger, Minnesota Community Foundation will merge with and into The Saint Paul Foundation, Incorporated, with The Saint Paul Foundation, Incorporated being the sole surviving corporation (the "Merger").

4. The Effective Date of the Merger shall be 12:01 a.m. St. Paul, Minnesota time, January 1, 2020, or thereafter on the date on which a copy of the Plan of Merger is filed with the Minnesota Secretary of State's Office (the "Effective Date").

5. After the Effective Date of the Merger, the Articles of Incorporation (the "Articles") of The Saint Paul Foundation, Incorporated, as amended and restated as attached as Exhibit A to the Plan of Merger, shall be the Articles of the sole surviving corporation.

6. The Merger is permitted by the laws of the jurisdiction of each Constituent Corporation and is in compliance therewith.

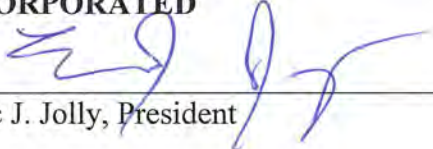
7. Notice as required by Minn. Stat. § 317A.811 to the Attorney General of the State of Minnesota is not applicable to the Merger herein.

  
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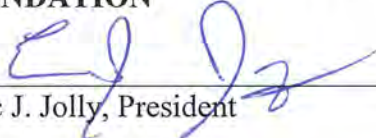


IN WITNESS WHEREOF, the undersigned have caused this Article of Merger to be executed and acknowledged this 9<sup>th</sup> day of December, 2019.

**THE SAINT PAUL FOUNDATION,  
INCORPORATED**

  
\_\_\_\_\_  
Eric J. Jolly, President

**MINNESOTA COMMUNITY  
FOUNDATION**

  
\_\_\_\_\_  
Eric J. Jolly, President

**APPENDIX I**  
**PLAN OF MERGER**

See attached.

**PLAN OF MERGER  
BETWEEN  
THE SAINT PAUL FOUNDATION, INCORPORATED  
AND  
MINNESOTA COMMUNITY FOUNDATION**

**THIS PLAN OF MERGER** is made this 9<sup>th</sup> day of December, 2019, by and between The Saint Paul Foundation, Incorporated, a non-profit corporation organized under the laws of the State of Minnesota, and the Minnesota Community Foundation, a non-profit corporation organized under the laws of the State of Minnesota, said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, The Saint Paul Foundation, Incorporated is a corporation duly organized and existing under the laws of the State of Minnesota as a non-profit corporation, with no stock and no members;

**WHEREAS**, Minnesota Community Foundation is a corporation duly organized and existing under the laws of the State of Minnesota as a non-profit corporation, with no stock and no members;

**WHEREAS**, because the Boards of Directors and officers of Constituent Corporations are identical, and the Constituent Corporations share staff, office space, and other resources, the Board of Directors of each Constituent Corporation has determined that merging the two organizations would create certain efficiencies and cost savings;

**WHEREAS**, the respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of each of such corporations that Minnesota Community Foundation merge with and into The Saint Paul Foundation, Incorporated, the sole surviving corporation, under the terms and subject to the conditions hereinafter set forth, and the Board of Directors of The Saint Paul Foundation, Incorporated has adopted resolutions approving this Plan of Merger (the "Plan" or "Plan of Merger");

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions herein contained, and for the purpose of stating the terms and conditions of the merger and the mode of carrying the same into effect and such other details and provisions as are deemed desirable, the parties hereby agree as follows:

1. **Terms and Conditions.** The terms and conditions of the merger are as follows:

(a) Effective at 12:01 a.m. St. Paul, Minnesota time on January 1, 2020, ("Effective Date") Minnesota Community Foundation shall be merged into The Saint Paul Foundation, Incorporated. On and after the Effective Date, Minnesota Community Foundation shall cease to exist as a Minnesota non-profit corporation. The sole surviving corporation shall be The Saint Paul Foundation,

Incorporated, a Minnesota non-profit corporation, and shall continue under the name Saint Paul & Minnesota Foundation.

(b) From and after the Effective Date, the Articles of Incorporation of The Saint Paul Foundation, Incorporated as amended and restated as attached hereto as Exhibit A, shall be the Articles of Incorporation of the surviving corporation until further amended in accordance with applicable law.

(c) The Bylaws of The Saint Paul Foundation, Incorporated, as amended and restated and approved by the Board of Directors, to be effective as of the Effective Date, shall be the Bylaws of the surviving corporation.

(d) The officers and directors of The Saint Paul Foundation, Incorporated shall continue to serve as the officers and directors of The Saint Paul Foundation, Incorporated until their successors are duly elected and qualified.

(e) This merger shall become effective upon the Effective Date.

2. **Rights and Liabilities of The Saint Paul Foundation, Incorporated.**

(a) On or after the Effective Date, The Saint Paul Foundation, Incorporated shall receive all rights, privileges, titles and interests to all real estate and other property owned by Minnesota Community Foundation including all rights to any gifts or bequests.

(b) On or after the Effective Date, all debts, liabilities and obligations of Minnesota Community Foundation shall become the liabilities and obligations of The Saint Paul Foundation, Incorporated, and The Saint Paul Foundation, Incorporated will legally be substituted as a party to any pending proceeding against Minnesota Community Foundation organized under Minnesota law.

(c) On or after the Effective Date, all funds held by Minnesota Community Foundation which are attributable to Minnesota Community Foundation will continue to be used in conformity with the express intent of the donors of such funds, specifically the net assets of Minnesota Community Foundation, after payment of all expenses attributed to the merger, shall be distributed to The Saint Paul Foundation, Incorporated.

(d) On or after the Effective Date, the Constituent Corporations shall each take all such actions as may be necessary or appropriate in order to effectuate the merger. If at any time after the Effective Date, any further action is necessary or desirable to carry out the purposes of this Plan, the officers, directors and trustees of each of the Constituent Corporations, as of the Effective Date, shall execute and deliver any and all documents and shall take all such further actions as deemed by them to be necessary or proper in the circumstances to carry out the provisions hereof.

(e) Minnesota Community Foundation shall indemnify and hold harmless, to the fullest extent allowed by the laws of the State of Minnesota, the officers and directors of The Saint Paul Foundation, Incorporated as parties to this merger against all debts, liabilities, duties and obligations, and against all claims and demands arising out of or in connection with the merger.

3. **Converting Memberships.** On and after the Effective Date, all interests in Minnesota Community Foundation will terminate and The Saint Paul Foundation, Incorporated, the sole surviving corporation, shall continue to act as a non-profit corporation without members.

4. **Approval.** This merger is subject to the satisfaction of the following conditions:

(a) This Plan of Merger shall be approved by the Constituent Corporations in accordance with the manner set forth above.

(b) All necessary documents shall have been properly executed, filed and recorded, and all such acts and things required to accomplish the merger, in accordance with the requirements of the laws of the State of Minnesota shall have been properly taken.

(c) Resolutions shall have been adopted by the Board of Directors of The Saint Paul Foundation, Incorporated, the sole surviving corporation, to the extent required by the applicable provisions of the laws of the State of Minnesota, and the Articles of Incorporation and Bylaws of the Constituent Corporations, finally approving this Plan and directing appropriate filings with the Minnesota Secretary of State for the each of the Constituent Corporations.

(d) Any other requisite statutory or regulatory approvals shall have been obtained.

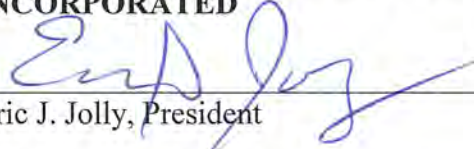
(e) Articles of Merger shall be filed as required by the laws of the State of Minnesota.

5. **Amendment or Abandonment.** At any time prior to the Effective Date, the respective Board of Directors of each of the Constituent Corporations are authorized to amend this Plan of Merger as permitted by law or to abandon this Plan of Merger.




**IN WITNESS WHEREOF**, each of the Constituent Corporations, pursuant to approval and authorization duly given by resolutions adopted by its Board of Directors, has caused this Plan of Merger to be executed by an authorized officer, all as of the 9<sup>th</sup> day of December, 2019.

**THE SAINT PAUL FOUNDATION,  
INCORPORATED**

  
Eric J. Jolly, President

**MINNESOTA COMMUNITY  
FOUNDATION**

  
Eric J. Jolly, President

**EXHIBIT A  
TO PLAN OF MERGER  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

See attached.



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**CERTIFICATE OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SAINT PAUL & MINNESOTA FOUNDATION**

The undersigned, the President of Saint Paul & Minnesota Foundation, a Minnesota nonprofit corporation having no members with voting rights, hereby certifies that the attached Amended and Restated Articles of Incorporation were approved by the Board of Directors of Saint Paul & Minnesota Foundation on March 20, 2019, with such articles to be effective on January 1, 2020. The attached Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of Saint Paul & Minnesota Foundation, formerly known as The Saint Paul Foundation, Incorporated.

Dated: December 9, 2019      SAINT PAUL & MINNESOTA FOUNDATION

By:   
Eric J. Jolly  
Its President

STATE OF MINNESOTA    )  
  ) ss  
COUNTY OF RAMSEY    )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 2019, by Eric J. Jolly, the President of Saint Paul & Minnesota Foundation, on behalf of said corporation.

  
Notary Public



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE SAINT PAUL FOUNDATION, INCORPORATED**

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Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, The Saint Paul Foundation, Incorporated has adopted certain amendments to its Articles of Incorporation effective January 1, 2020. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of The Saint Paul Foundation, Incorporated.

**ARTICLE I.**

**Name**

The name of the corporation is SAINT PAUL & MINNESOTA FOUNDATION.

**ARTICLE II.**

**Registered Office**

The registered office of the corporation shall be located at 101 Fifth Street East, Suite 2400, Saint Paul, Minnesota 55101. There shall be no registered agent.

**ARTICLE III.**

**Purposes**

(1) This corporation is formed pursuant to Minnesota Statutes, Chapter 317A and the Plan for Saint Paul & Minnesota Foundation, now on file in the Office of the Clerk of the District Court of Ramsey County, Minnesota, a copy of which is annexed hereto as Exhibit A and made a part hereof by reference. Said Plan provides for an association of trusts, in the nature of a community trust, whereby gifts, devises and bequests of a public nature may be received and administered as individual trust estates. It also provides for the formation of a nonprofit corporation to be known as "Saint Paul & Minnesota Foundation" to receive gifts, devises and bequests of a public nature for administration within the scope of said Plan, to the end that donors may make gifts, devises and bequests of a public nature either to a trustee for administration under said Plan or, in the alternative, to said nonprofit corporation for disposition under said Plan, as said donors, at their election, may determine.

(2) This corporation is organized and shall be operated exclusively for charitable purposes and, in particular, shall receive gifts, devises and bequests and hold, administer and dispose of the same exclusively for charitable, educational, scientific, literary, religious, benevolent and cultural purposes permitted by Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). In doing so it shall (always within the above stated limitations) operate according to the Plan for Saint Paul & Minnesota Foundation and in furtherance of the objectives thereof. As such, the corporation shall at all

times be a public charity under Section 509(a)(1) or (2) and Section 170(b)(1)(A)(vi) of the Code.

(3) All references in these Articles of Incorporation to a particular section of the Code shall mean and include, as now enacted or as hereafter amended, such section and any provisions of federal law as is or may hereafter be applicable, cognate to such section.

#### **ARTICLE IV.**

##### **Powers**

(1) This corporation, in carrying out its purposes, shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and any laws amendatory thereof or supplementary thereto.

(2) This corporation shall at all times employ one or more of the Trustees under the Plan for Saint Paul & Minnesota Foundation or such other trust companies, banks having trust powers, investment advisors, mutual funds or brokerage firms as this corporation may select, as agent to hold, manage, invest and reinvest each and every gift, devise and bequest received by it for the benefit of the Plan for Saint Paul & Minnesota Foundation, and shall distribute such amounts, whether from income or principal, as might be distributed were the gift, devise or bequest made to one of the Trustees under the Plan for Saint Paul & Minnesota Foundation, in such manner and at such time as the Board of Directors under the Plan for Saint Paul & Minnesota Foundation shall from time to time direct. Without limiting the generality of the foregoing, the Board of Directors of this corporation shall have with respect to every gift, devise and bequest received by this corporation all the same powers that the Board of Directors under the Plan for Saint Paul & Minnesota Foundation would have with respect to any gift, devise or bequest creating or adding to a fund or trust under said Plan.

(3) Notwithstanding any other provision in these Articles of Incorporation, this corporation shall not carry on any activities, or exercise any power, not permitted to be carried on or exercised by a corporation exempt from federal income tax under Sections 501(c)(3) and 509(a)(1) or (2) of the Code.

#### **ARTICLE V.**

##### **Duration**

The duration of this corporation shall be perpetual.

#### **ARTICLE VI.**

##### **No Capital Stock**

The corporation shall not have capital stock.

#### **ARTICLE VII.**

##### **No Members**

The corporation shall not have members.

**ARTICLE VIII.**  
**Board of Directors**

(1) The general management of the business and affairs of the corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of this corporation.

(2) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a writing signed, or consented to by authenticated electronic communication, by that 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; provided that all directors must be notified immediately of its text and effective date.

**ARTICLE IX.**  
**No Pecuniary Gain**

(1) The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors.

(2) No part of the net earnings of the corporation shall inure to the benefit of its directors, officers or any other individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

**ARTICLE X.**  
**Restrictions on Political Activity**

Except as otherwise permitted under Sections 501(c)(3), 501(h) or 4911 of the Code, no part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE XI.**  
**No Personal Liability**

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



## **ARTICLE XII.**

### **Dissolution**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities and obligations of the corporation and all expenses incurred by the corporation in connection with the dissolution, distribute the remaining assets of the corporation to such organization or organizations as the Board of Directors may determine which are organized and operated exclusively for charitable, educational or scientific purposes and qualify as exempt organizations under Section 501(c)(3) of the Code and to which contributions are otherwise deductible under Section 170(c)(2) of the Code. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding anything to the contrary in this Article XII, if any assets at the time of dissolution are held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.