

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF SOUTH HIGH FOUNDATION**

ARTICLE I

The name of this corporation shall be Friends of South High Foundation.

ARTICLE II

The corporation is organized under Chapter 317A of Minnesota Statutes as amended. The primary purpose of this corporation is exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The purposes and objects of this corporation shall be to provide support services for students, parents, and neighborhood residents of the South High School community, to acquire, hold, lease, encumber or dispose of real and personal property necessary or appropriate for providing support services, to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and to do any act or thing necessary, suitable or proper to accomplishing any of the purposes or objects aforesaid, and for any other lawful purpose for which nonprofit corporations may be organized in the State of Minnesota.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The registered office of this corporation shall be located at 3131 19th Avenue South, Minneapolis, MN 55407.

ARTICLE V

- 5.1. The management of this corporation shall be vested in a Board of Directors.
- 5.2. The Board of Directors shall consist of the number of directors provided in the Bylaws of this corporation
- 5.3. The terms of office of the directors shall be fixed by the Bylaws of this corporation.
- 5.4. Action without a meeting:
 - a. An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by three-fourths of the directors then in office.
 - b. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.
 - c. When written action is taken, all directors must be notified immediately of its

text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

ARTICLE VI

The members of this corporation shall not be held personally liable for any obligations of the corporation.

ARTICLE VII

This corporation shall not have authority to issue any shares of capital stock.

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IX

No substantial part of the activities of this corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE X

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 as amended or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE XI

Amendments to these Articles must be approved by two-thirds vote of the directors then in office.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation

this _____ day of _____, 2007.

Dennis Fazio, Secretary