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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
LegalCORPS**

The undersigned being the Secretary of LegalCORPS, a Minnesota corporation (the "Company"), subject to the provisions of Chapter 317A of the Minnesota Statutes, as amended, known as the Minnesota Nonprofit Corporation Act, does here by certify that pursuant to Minnesota Statutes Chapter 317A the directors of the Company adopted, at a duly called meeting held December 17, 2004, the following Amended and Restated the Articles of Incorporation of the Company superseding the existing Articles of Incorporation and all amendments thereto.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of this corporation shall be: LegalCORPS:  
The corporation's registered office is located at: 600 Nicollet Mall,  
Minneapolis, MN. 55402.

**ARTICLE II  
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes as both terms are used within Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall promote community development and organizational capacity building in Minneapolis by assisting eligible nonprofit corporations and micro businesses to obtain free legal assistance on business related matters.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III  
LIMITATIONS**

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or amended (hereinafter, the "Code"), nor to any

Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; and

4. The corporation shall not lend any of its assets to any officer or Director of this corporation, or guarantee to any person the payment of a loan by an officer or Director of the corporation.

#### **ARTICLE IV**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. Any action permitted to be taken at a meeting of the Board may be taken by written action, signed or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

#### **ARTICLE V DEBT OBLIGATIONS AND PERSONAL**

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or state law shall mandate individual party responsibility for tax obligations or trustee-impres funds.


#### **ARTICLE VI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of

dissolution properly noticed to the Attorney General in accord with Minnesota Statutes section 317A.811 (as now enacted or hereafter amended) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The undersigned secretary of the Corporation certifies both that the Amendment correctly sets forth, without change, the corresponding provisions of the Articles as previously amended and that, by such execution, he understands that, should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in Minnesota Statutes 609.48 as if this document had been executed under oath.

**IN WITNESS WHEREOF** . I have subscribed my name to these Amended and Restated Articles of Incorporation this 14<sup>th</sup> day of January, 2005.

  
Neil M. Meyer  
Secretary

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 04 2005

  
Secretary of State

