

Amended and Restated Articles of Incorporation of Friends of Spectrum, Inc.

The undersigned, being of legal age, for the purpose of now invoking the rights and responsibilities pursuant and subject to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, do hereby amend the aforesaid nonprofit corporation and adopt the following amended and restated Articles of Incorporation:

Article I – Name of Organization

The name of the nonprofit corporation shall be Friends of Spectrum, Inc. (hereinafter “Corporation”).

Article II – Registered Office Address and Mailing Address

Corporation’s registered office address and mailing address shall be:

Friends of Spectrum, Inc.
17796 Industrial Circle NW
Elk River, MN 55330-3305

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is charitable: Supporting the educational needs of Spectrum High School and Spectrum Middle School in Elk River, Minnesota. This includes, but is not limited to: 1.) funding programs such as music, fine arts, competitive sports, and other academic enrichment opportunities; 2.) subsidizing teachers’ classroom needs; 3.) supporting technological and innovative advancements; and 4.) promoting the common good through inspired philanthropy.

Article IV – Exemption Requirements

Section 1. Restrictions. At all times, the following shall operate as conditions restricting the operations of Corporation:

- A. Corporation's service to the community shall be unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
- B. No part of Corporation's annual gross receipts shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herein. This includes reasonable compensation for employees and independent contractors.
- C. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.
- D. Corporation shall have no capital stock.
- E. Notwithstanding any other provisions of this document, Corporation shall not carry on any other activities prohibited by:
 - 1. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or
 - 2. An organization, contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Section 2. Authorizations.

- A. Corporation may: solicit; take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal or mixed or any undivided interest therein, without limitation to amount or value; to convey, sell, or otherwise dispose of such property; and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of Corporation. Moreover, Corporation may

apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

- B. Written Action. Pursuant to Minn. Stat. § 317A, any action required or permitted to be taken at a Board of Director's meeting 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.

Section 3. Minimal Payment for Services and Benefits Rendered. Corporation shall impose only reasonable and minimal charge(s) for the services and benefits provided to the community.

Article V – Membership/Board of Directors

Section 1. Membership. Corporation shall have Members. The eligibility, rights, and obligations of the members shall be determined by Corporation's Bylaws.

Section 2. Board of Directors. The management of the affairs of Corporation shall be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of Corporation.

Article VI – Limited Liability & Indemnification

Section 1. Limited Liability. To the maximum extent allowable by law, no Director, Officer, employee or agent of Corporation shall be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, employee or agent shall be subject to payment by the Corporation as a debt or obligation.

Section 2. Indemnification. To the maximum extent allowable by law, Corporation shall indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by Section 317A.521 of the Minnesota Statutes.

Section 3. Insurance. Corporation shall have the power to acquire general liability insurance, Directors & Officers liability insurance, and/or other similar liability insurance coverage in order to protect the organization from expenses arising from legal liability.

Article VII – Duration & Dissolution

Section 1. Duration. The duration of Corporation’s corporate existence shall be perpetual until dissolution.

Section 2. Dissolution. Methods and procedures of Dissolution shall be governed by the Minnesota Nonprofit Corporation Act, Sections 317A.701 to 317A.791, Minnesota Statutes.

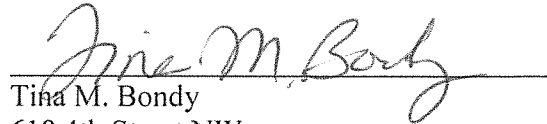
Section 3. Distribution of Assets. At the direction of the Board of Directors, any and all remaining assets upon dissolution of Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

[SIGNATURE PAGE TO FOLLOW]

ACCORDINGLY, IN WITNESS WHEREOF, we, the undersigned, subscribe our names to this document for the purpose of amending the Articles of Incorporation for Friends of Spectrum, Inc. under the laws of the State of Minnesota, specifically Chapter 317A et. seq. of the Minnesota Statutes, on this 23rd day of July, 2019.



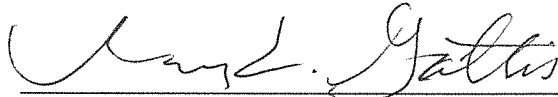
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Steve Simon

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Secretary of State