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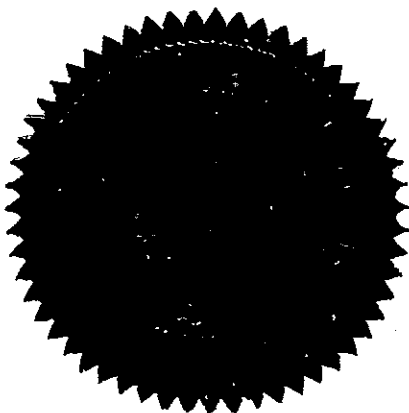


To All To Whom These Presents Shall Come, Greeting:
Whereas, an Agreement of Merger by and between Northside Neighborhood Services, Inc. and Pillsbury-Waite Neighborhood Services, Inc., both Minnesota nonprofit corporations, and a majority of the directors thereof, duly signed, certified and acknowledged under oath, has been filed for record in this office on the 30th day of December, 1983, at 4:30 P.M., for the merger of Northside Neighborhood Services, Inc. into Pillsbury-Waite Neighborhood Services, Inc., pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317, Minnesota Statutes:

Now, Therefore, I, Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that said above named corporations are legally merged and made an existing corporation under the name of Pillsbury United Neighborhood Services, effective January 1, 1984, with the powers, rights and privileges, and subject to the limitations, duties and restrictions which by law appertain thereto.

WITNESS my official signature
hereunto subscribed and the
Great Seal of the State of
Minnesota hereunto affixed this
thirtieth day of December, 1983.

Joan Anderson Grove
Secretary of State



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AGREEMENT OF MERGER
BETWEEN
PILLSBURY-WAITE NEIGHBORHOOD SERVICES, INC.
AND
NORTHSIDE NEIGHBORHOOD SERVICES, INC.

THIS AGREEMENT OF MERGER (hereinafter called "this Agreement") dated this 27th day of December, 1983, between PILLSBURY-WAITE NEIGHBORHOOD SERVICES, INC., a Minnesota nonprofit corporation ("Pillsbury"), and NORTHSIDE NEIGHBORHOOD SERVICES, INC., a Minnesota nonprofit corporation ("Northside") (both corporations being hereinafter sometimes together referred to as the "constituent corporations"),

WITNESSETH THAT:

WHEREAS, Pillsbury is a nonprofit corporation duly organized and existing under the laws of the State of Minnesota, having been incorporated under and pursuant to Minnesota Statutes, Chapter 317 (the "Minnesota Nonprofit Corporation Act"); and

WHEREAS, Northside is a nonprofit corporation duly organized and existing under the laws of the State of Minnesota, having been incorporated under and pursuant to the Minnesota Nonprofit Corporation Act; and

WHEREAS, the Board of Directors of Pillsbury and the Board of Directors of Northside each deem it advisable and in the best interests of each of the constituent corporations and of the respective members of each of the constituent corporations that Northside be merged with and into Pillsbury on the terms and

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conditions hereinafter set forth in accordance with the provisions of the Minnesota Nonprofit Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein and the benefits to accrue to the parties hereto, the parties have agreed and hereby do agree that, subject to the approval of the respective members of each of the constituent corporations as required by law, Northside shall be merged with and into Pillsbury as the surviving corporation, pursuant to the Minnesota Nonprofit Corporation Act, and do hereby agree upon, prescribe, and set forth the terms and conditions of the merger, and the mode of carrying the same into effect, as follows:

I.

On the "Effective Date" (as defined in Article VII of this Agreement), Northside shall be merged with and into Pillsbury, and both Northside and Pillsbury shall thereupon become a single corporation within Pillsbury under the new name "Pillsbury United Neighborhood Services, Inc.", as provided in Section II of this Agreement (hereinafter sometimes called, under its new name or called the "surviving corporation"), but the separate corporate existence of each of the constituent corporations shall be continued in the surviving corporation solely for the purposes set forth in paragraph 7 of Section IV of this Agreement, all as permitted by and pursuant to Sections 317.38(3) and 317.40 of the Minnesota Nonprofit Corporation Act.

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II.

On the Effective Date, the Articles of Incorporation of Pillsbury, as the surviving corporation, shall be amended, superseded, and restated in their entirety to be and read as follows:

Article 1

Name

The name of this corporation shall be: Pillsbury United Neighborhood Services, Inc.

Article 2

Purposes and Powers

This corporation is organized and shall be operated exclusively for scientific, charitable, educational or social welfare purposes within the meaning of applicable sections of the Internal Revenue Code of 1954, as amended, including for those purposes:

(a) To provide social and educational services to residents of neighborhood areas in Hennepin County, Minnesota; which purpose shall, to the extent reasonably feasible, be effected by involving such residents in the management and operation of the corporation's affairs.

(b) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

For the foregoing purposes and not otherwise, and subject always to the provisions of Articles 3 and 9 hereof, this

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corporation shall have and exercise only the powers that are required by and consistent with the foregoing purposes, including the powers to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the foregoing purposes of this corporation, or any of them, and to lease, mortgage, encumber, and use the same, and all other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all powers of this corporation shall be exclusively within the contemplation of Section 501(a) of the Internal Revenue Code of 1954; and provided further, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1954 as an organization described in Sections 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article 3

No Pecuniary Gain; Restrictions on Activities

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members,

directors, or officers as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of, this corporation; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes described in Article 2 hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Article 4

Perpetual Duration

The period of duration of corporate existence of this corporation shall be perpetual.

Article 5

Registered Office

The registered office of this corporation shall be in the City of Minneapolis, County of Hennepin, State of Minnesota.

Article 6

Board of Directors

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The

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number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and all other provisions with respect to them as are not inconsistent with the express provisions of the Articles of Incorporation shall be as specified in the Bylaws of this corporation.

The names and addresses of the present directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Zip</u>
Balk, Gary E.	4815 Elliot Avenue So.	55417
Beaver, Tom	WCCO TV 50 South 9th Street	55402
Bennett, Mrs. Sue A.	3440 Northome Road Deephaven	55391
Bergerson, David R.	Honeywell Inc. P.O. Box 524	55440
Bornhorst, Diane	3000 Humboldt Avenue North	55411
Bridges, Willie	5321 - 15th Avenue South	55417
Carlson, Don J.	5740 - 23rd Avenue South	55417
Chakolis, Francine	927 Vincent Avenue North	55411
Clarke, Roger	479 Laurel, W-2 St. Paul	55102
Cox, Walter	1210 Washburn Avenue North	55411
Crosby, Jr., Thomas M.	Faegre & Benson 3400 IDS Center	55402
Dahl, George	3920 Abbott Avenue South	55410
Dahl, Linda	2323 Ilion Avenue North	55411
Doll-Standing Bear, Susan	1515 So. 4th Street, E-609	55454

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<u>Name</u>	<u>Address</u>	<u>Zip</u>
Eide, Mary (Mrs. Glenn)	321 Bushaway Road Wayzata	55391
Erickson, Ken	1252 East Como Boulevard St. Paul	55117
Gabrielson, Marie	5250 Lyndale Ave. No. #305	55430
Gunderson, Cathy	Star & Tribune 425 Portland Avenue South	55402
Harris, Clarence	Abbott Northwestern Hospital 800 East 28th Street At Chicago Avenue	55407
Hatcher, Raymond O.	400 Groveland Ave. #1307	55403
Johnson, Jeanette	3742 Upton Avenue North	55412
Jones, Margaret L.	4218 Portland Avenue South	55407
Kaufmann, Karl E.	225-35-01 Staff Mktg. Serv. 3M Company St. Paul	55101
Kiely, Walter	5239 Fremont Avenue North	55430
Kroeger, Father Jerry	St. Albert the Great Parish 2833 - 32nd Avenue South	55406
Larson, Kathy	4757 Aldrich Avenue North	55430
Lauderback, Brenda	Dayton's, Box 950 700 on the Mall	55402
Lawson, Robert Dunhom	2751 - 10th Avenue South	55407
Lazo, Ceola	4317 Portland Avenue South	55407
Lilly, David M.	St. Louis Park Medical Ctr. 5000 West 39th Street St. Louis Park	55416
Little, Nancy	R. J. Steichen & Company 1414 First Bank Place West	55402
Lynch, Dale O.	3M Company Bldg. 225-05-N St. Paul	55101

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<u>Name</u>	<u>Address</u>	<u>Zip</u>
Marshall, Ruth M.	3249 Oakland Avenue South	55407
Michellette, Bridgette	Alto Lab. Inc. 665 South Snelling Avenue St. Paul	55116
Miller, Michael	7203 Fremont Avenue South	55430
Mitchell, Lucy C.	1745 Willow Drive North Long Lake	55356
Olson, Diane F. Phd.	DOR & Associates, Inc. 416 East Hennepin Avenue Suite 216	55414
Orfield, Wallace W.	Owner Apartment Buildings 1009 Park Avenue South	55404
Parish, Betsy B. (Mrs. Robert)	4749 Gaywood Drive Minnetonka	55343
Perry, Douglas	3213 - 68th Avenue North	55429
Poupart, Avis	2443 - 14th Avenue South	55404
Reeves, Richard N.	7160 Cahill Road, #134 Edina	55435
Reilly, Kathleen	632 - 3rd Avenue S.E.	55414
Ricketson, Katie	Control Data Corporation PGADSO 4550 West 77th Street Edina	55435
Rivord, Douglas	518 Hall Lane North	55411
Sebring, Betty (Mrs. Gerald W.)	2320 Nottingham Court Minnetonka	55343
Shaskin, Milton	3411 The Mall Minnetonka	55343
Spencer, Jr., Edson	Dyco Petroleum 1100 Shelard Tower	55426
Sponsler, Connie	305 Third Avenue Southeast	55414

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<u>Name</u>	<u>Address</u>	<u>Zip</u>
Sten, Sabina	1st National Bank East Agri-Business Department 120 South 6th Street	55402
Watson, Steve	Dayton's, Box 400 700 on the Mall	55402
West, Dobson	Wright, West & Diessner 600 Midwest Plaza Building 801 Nicollet Mall	55402
Westmoreland, Robbie	Pillsbury Company Mail Station 3570 200 South 6th Street	55402
White, Javanese	800 Washburn Avenue North	55411

The terms of office of each of the directors named above shall be until the annual meeting of the members of this corporation in the year set forth in parentheses beneath the name of the director or, in each instance, until a successor director is elected and qualified.

Article 7

No Personal Liability

Members, directors, and officers of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, directors, and officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

Article 8

No Capital Stock

This corporation shall have no capital stock.

Article 9

Dissolution

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with its dissolution, and subject always to the further provisions of this Article 9, all remaining assets shall be distributed exclusively for the purposes of this corporation in a manner, or to and among one or more organizations as are then exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1954 as organizations described in Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article 9, (a) any assets then held by this corporation in trust or upon condition or subject to an executory or special limitation, if the trust terminates, or the condition or limitation occurs, by reason of the dissolution of this corporation, shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of that trust, condition, or limitation; and (b) if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision, the dissolution of this corporation shall be so conducted, and its assets not described in clause (a) of this

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sentence shall be transferred or conveyed in the manner described in the preceding sentence of this Article 9 as the court may determine.

III.

On the Effective Date, the revised Bylaws of the surviving corporation, as identified and approved by the parties in connection with the approval of this Agreement, shall become and by the Bylaws of the surviving corporation until thereafter amended in accordance with the provisions of those Bylaws.

IV.

On the Effective Date:

1. Northside shall be merged with and into Pillsbury, and both of the constituent corporations shall thereupon become a single corporation within Pillsbury, under the new name "Pillsbury United Neighborhood Services, Inc.", as the surviving corporation, and the separate existence of each of the constituent corporations shall cease except as provided in paragraph 7 of this Section IV.

2. The surviving corporation shall succeed to and have all of the rights, privileges, immunities, powers, and franchises, both public and private, of each of the constituent corporations.

3. All property, real, personal, or mixed, and all interests belonging to each of the constituent corporations shall become and be vested in the surviving corporation.

4. All debts, liabilities, obligations, restrictions, and duties of each of the constituent corporations shall become and be the debts, liabilities, obligations, restrictions, and duties of

the surviving corporation, as if incurred or contracted by the surviving corporation. The rights of creditors or any liens upon any property of either of the constituent corporations shall not be impaired by the merger, and any claim existing or action or proceeding pending by or against either of the constituent corporations on the Effective Date may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted for either of the constituent corporations.

5. The persons who are the members of each of the constituent corporations immediately before the Effective Date shall become and be and continue as members of the surviving corporation in accordance with the provisions of the Bylaws of the surviving corporation; and the directors of the surviving corporation shall be the persons named in Article 6 of the Articles of Incorporation of the surviving corporation set forth in Section II of this Agreement.

6. The liabilities of the members, directors, and officers of each of the constituent corporations shall not be affected by the merger.

7. Notwithstanding the foregoing provisions of this Section IV, if any act or instrument is considered necessary or appropriate to evidence the vesting of property or other rights of either of the constituent corporations in the surviving corporation, or otherwise to carry out this Agreement or any obligation of either of the constituent corporations, the person or persons with authority to do those acts or execute and deliver

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those instruments under the Articles of Incorporation or Bylaws of each constituent corporation as in effect immediately before the Effective Date shall do each of those acts or execute and deliver each of those instruments, and for this purpose the separate existence of each of the constituent corporations and the authority of those persons shall continue.

V.

This Agreement shall be submitted to the members of each of the constituent corporations for their consideration and vote, either at a joint meeting or at separate meetings of the members of those corporations, which meeting or meeting shall be duly called and held in accordance with, and upon such notice as is required by, the Minnesota Nonprofit Corporation Act and the Articles of Incorporation and Bylaws of each of the constituent corporations. This Agreement shall be adopted by the members of a constituent corporation only if it is approved by the affirmative vote of a majority of the members of that corporation present and voting upon this Agreement.

VI.

If this Agreement is adopted by the members of each of the constituent corporations as provided for in Section V of this Agreement, the President or the Vice President and the Secretary or the Assistant Secretary of each of the constituent corporations shall sign and acknowledge this Agreement and appropriate forms of certificates as required by law and, as soon thereafter as practicable, shall file signed and acknowledged copies of this

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Agreement and those certificates with the Secretary of State of Minnesota.

VII.

For all purposes of this Agreement, the term "Effective Date" means the later of the date on which the merger provided for in this Agreement becomes effective, which shall be the date on which the Secretary of State of Minnesota issues a certificate of merger to this corporation, or January 1, 1984.

IN WITNESS WHEREOF, each of the constituent corporations has caused this Agreement to be executed on its behalf by its duly authorized officers, all as of the day and year first above written. Neither of the constituent corporations has a corporate seal.

PILLSBURY-WAITE NEIGHBORHOOD
SERVICES, INC.

By *Dommas*
Its President

And *Elizabeth S. Lebrun*
Its Secretary

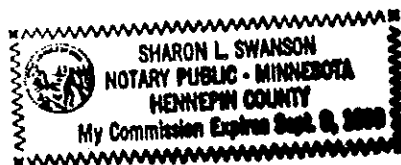
NORTHSIDE NEIGHBORHOOD SERVICES,
INC.

By *Marlene Chafetz*
Its President

And *[Signature]*
Its Secretary

The foregoing instrument was acknowledged before me this
 (12th) day of December, 1983, by Dobson Steel, the
 President, and Berzina S. Loring, the Secretary, of
 Pillsbury-Waite Neighborhood Services, Inc., a Minnesota nonprofit
 corporation, on behalf of the corporation. The corporation has no
 corporate seal.

Sharon L. Swenson

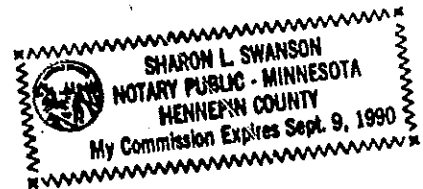


The foregoing instrument was acknowledged before me this
 ____ day of _____, 1983, by _____, the
 President, and _____, the Secretary, of
 Northside Neighborhood Services, Inc., a Minnesota nonprofit
 corporation, on behalf of the corporation. The corporation has no
 corporate seal.

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS.

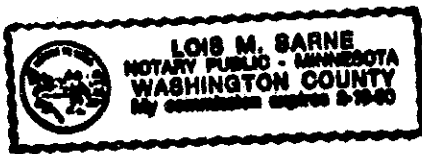
The foregoing instrument was acknowledged before me this 27th day of December, 1983, by Lennin Charles, the President of Northside Neighborhood Services, Inc., a Minnesota nonprofit corporation, on behalf of the corporation. The corporation has no corporate seal.

Sam L. Simon



STATE OF MINNESOTA)
) SS.
COUNTY OF RAMSEY)

The foregoing instrument was acknowledged before me this
30th day of December, 1983 by Ken R. Erickson, the
Secretary of Northside Neighborhood Services, Inc., a Minnesota
nonprofit corporation, on behalf of the corporation. The corporation
has no corporate seal.



Lois M. Sarne
Notary Public

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CERTIFICATE OF OFFICERS
OF
NORTHSIDE NEIGHBORHOOD SERVICES, INC.

The undersigned, the President and the Secretary of Northside Neighborhood Services, Inc. (the "corporation"), a Minnesota nonprofit corporation, do hereby certify as follows:

On October 20, 1983, the foregoing Agreement of Merger, providing for the merger of the corporation with and into Pillsbury-Waite Neighborhood Services, Inc., a Minnesota nonprofit corporation, was submitted to a vote at a meeting of the members and directors of the corporation, duly called and held in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, and the Articles of Incorporation and Bylaws of the corporation, was approved by a majority vote of the members and Board of Directors of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands as the President and Secretary, respectively, of Northside Neighborhood Services, Inc. this 27 day of December, 1983. The corporation has no corporate seal.

Francine Chakalis
President
Karl E. [Signature]
Secretary

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CERTIFICATE OF OFFICERS
OF
PILLSBURY-WAITE NEIGHBORHOOD SERVICES, INC.

The undersigned, the President and the Secretary of Pillsbury-Waite Neighborhood Services, Inc. (the "corporation"), a Minnesota nonprofit corporation, do hereby certify as follows:

On October 20, 1983, the foregoing Agreement of Merger, providing for the merger of the corporation with and into Northside Neighborhood Services, Inc., a Minnesota nonprofit corporation, was submitted to a vote at a meeting of the members and directors of the corporation, duly called and held in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, and the Articles of Incorporation and Bylaws of the corporation, was approved by a majority vote of the members and Board of Directors of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands as the President and Secretary, respectively, of Pillsbury-Waite Neighborhood Services, Inc. this 12th day of December, 1983.
The corporation has no corporate seal.

John M. [Signature]
President
Charles J. [Signature]
Secretary

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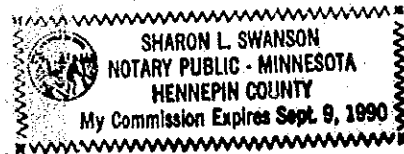
James K. Anderson



STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS.

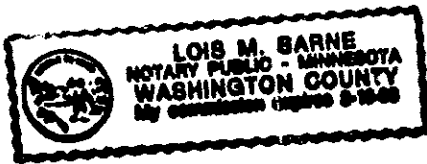
The foregoing instrument was acknowledged before me this
27th day of December, 1983, by Francine Chokwe, the
President of Northside Neighborhood Services, Inc., a Minnesota
nonprofit corporation, on behalf of the corporation. The corporation
has no corporate seal.

Shawn L. Swanson

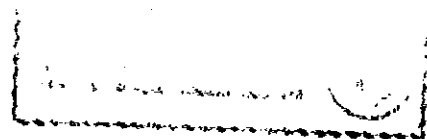


STATE OF MINNESOTA))
COUNTY OF RAMSEY) ss.

The foregoing instrument was acknowledged before me this 30th day of December, 1983, by Ken R Erickson, the Secretary of Northside Neighborhood Services, Inc., a Minnesota nonprofit corporation, on behalf of the corporation. The corporation has no corporate seal.



Luis M. Sarne
Notary Public



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