

ORBOVICH & GARTNER
CHARTERED

SAMUEL D. ORBOVICH
JUDITH R. GARTNER
SUSAN M. SCHAFFER
THOMAS L. SKORCZESKI

BARBARA J. BLUMER
Of Counsel

ROBERT J. RAU
Reimbursement Consultant

710 North Central Life Tower
445 Minnesota Street
St. Paul, Minnesota 55101
Telephone: (612) 224-5074
Facsimile: (612) 224-4697

March 2, 1995

Office of the Secretary of State
Business Services Division
180 State Office Building
St. Paul, MN 55155

Re: Talahi Care Center Resident Council, Inc.

Dear Secretary of State:

Enclosed for filing please find the Articles of Incorporation for the above-referenced corporation, along with our check in the amount of \$70.00 for filing fees. Also enclosed is a receipt for you to fill out and return to us with these materials.

Very truly yours,


Judith R. Gartner

JRG:mhc
Enclosures

cc: D. Schwantes

JRG\TALAH1\SecSt.L1

State of Minnesota

1809

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Talahi Care Center Resident Council, Inc.

Corporate Charter Number: 1L-977

Chapter Formed Under: 317A

This certificate has been issued on 03/03/1995.



Joan Anderson Grove
Secretary of State.

1L-977

**ARTICLES OF INCORPORATION
OF
TALAHİ CARE CENTER RESIDENT COUNCIL, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of Chapter 317A of the Minnesota Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is "Talahi Care Center Resident Council, Inc." *A*

ARTICLE II

Registered Office

The address of the registered office of this corporation is 1717 Michigan Avenue S.E., St. Cloud, Minnesota 56304.

ARTICLE III

Purposes and Powers

This corporation is organized under the Minnesota Nonprofit Corporation Act and shall be operated exclusively for charitable, community welfare, health, and educational purposes. This corporation shall be engaged in service to aged and disabled persons in the City of St. Cloud and its vicinity, State of Minnesota, by the provision of services and activities meeting physical, emotional, social and other various needs of aged and disabled persons resident in Talahi Care Center.

In furtherance of the foregoing purposes, this corporation shall have all the power and authority to engage in any and all lawful activities that may be reasonably necessary for the accomplishment of any of the foregoing purposes, and may do and exercise all other powers and authority now or hereafter conferred upon nonprofit corporations under the laws of the State of Minnesota.

All such powers of this corporation shall be exercised, all the activities of the corporation shall be conducted, and all funds

094226

of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied, all exclusively in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

Pecuniary Gain Prohibited

This corporation shall in no way, directly or indirectly, incidentally or otherwise, afford pecuniary gain to any of its members, directors or officers, nor shall any part of the net earnings of this corporation in any way inure to the private benefit of any such member, director or officer of this corporation or of any other corporation, organization, foundation, fund or institution, or of any other individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, except that reasonable compensation may be paid to members, directors, officers, corporations, organizations, foundations, funds, institutions or other individuals for services rendered to or for this corporation in furtherance of one or more of its purposes and except that individuals may benefit from grants, contributions, or similar payments made for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in furtherance of the objects and purposes of this corporation.

ARTICLE V

Political Activity Prohibited

No substantial part of the activities of this corporation shall constitute the carrying on of propaganda or attempting to influence legislation, and this corporation shall neither participate nor intervene in any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transaction or carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VI

Personal Liability

There shall be no personal liability whatsoever of any member, director, or officer, past or present, of this corporation for any obligation or liability of this corporation. This limitation of personal liability shall be in accordance with and to the fullest extent provided by Minnesota law as may from time to time be amended.

ARTICLE VII

Written Action

The Board of Directors may take any action within its authority without holding a meeting if a written action is signed by a majority of all directors then in office.

ARTICLE VIII

Dissolution

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, foundations or other entities organized and operated exclusively for one or more purposes most in accord with the purposes of this corporation and exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this

corporation, shall be transferred in accordance with the trust, condition, or limitation imposed with respect to it.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended from time to time at any regular or special meeting of the members of the Board of Directors of this corporation by the two-thirds (2/3) vote of the members of the Board of Directors present at such meeting upon at least five (5) but not more than thirty (30) days' written notice to the members of the Board of Directors incorporating therein the proposed amendment(s).

ARTICLE X

Incorporator

The name and address of the incorporator of this corporation are: Judith R. Gartner, 710 North Central Life Tower, 445 Minnesota Street, St. Paul, Minnesota 55101

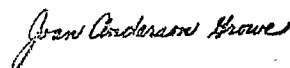
IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of March, 1995.


 Judith R. Gartner
 Incorporator

The Standard Industrial Code that most accurately describes the nature of the business of this corporation is 83.

STATE OF MINNESOTA
 DEPARTMENT OF STATE
 FILED

MAR - 3 1995



Secretary of State



RECEIPT NUMBER 94220

JOAN ANDERSON GROWE
SECRETARY OF STATE
STATE OF MINNESOTA
180 STATE OFFICE BUILDING
100 CONSTITUTION AVE.

ST. PAUL, MINNESOTA 55155-1299

FOR FURTHER INFORMATION CALL:

Information Lines 612/296-2803
Elections 612/296-2805
Refunds 612/296-7976
UCC 612/296-2434

1L-977

BUS SERV 70.00
TOTL 70.00
202409156MAR.03#01 CHCK 70.00

FOR OFFICE USE ONLY

AA	AN	BK	BT	CU	DC	FC	FLP	LFC	LLC	LP	MP	PA	RLP	RN	SP	TM					
<input type="checkbox"/> A	<input type="checkbox"/> C	<input type="checkbox"/> CN	<input type="checkbox"/> ND	<input type="checkbox"/> ID	<input type="checkbox"/> NH	<input type="checkbox"/> R	<input type="checkbox"/> RI	<input type="checkbox"/> RO	<input type="checkbox"/> HN	<input type="checkbox"/> TR	<input type="checkbox"/> AS										
<input type="checkbox"/> AD	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> D	<input type="checkbox"/> M	<input checked="" type="checkbox"/> OR	<input type="checkbox"/> RA	<input type="checkbox"/> RLP	<input type="checkbox"/> RQ	<input type="checkbox"/> T	<input type="checkbox"/> RD	<input type="checkbox"/> MA										
<input type="checkbox"/> AM	<input type="checkbox"/> CL	<input type="checkbox"/> CS	<input type="checkbox"/> EL	<input type="checkbox"/> OT	<input type="checkbox"/> RD	<input type="checkbox"/> RN	<input type="checkbox"/> TMA	<input type="checkbox"/> WD	<input type="checkbox"/> AOC	<input type="checkbox"/> EX	<input type="checkbox"/> RV										
<input type="checkbox"/> CD	<input type="checkbox"/> Legal Newspaper		<input type="checkbox"/> Auctioneer		<input type="checkbox"/> Annual Report												70	—			
<input type="checkbox"/> Other:												<input type="checkbox"/> Tax _____									
<input type="checkbox"/> Print Out _____												<input type="checkbox"/> Diskette _____		<input type="checkbox"/> Labels _____		<input type="checkbox"/> Tape _____		<input type="checkbox"/> Postage _____			
UCC Filing: <input type="checkbox"/> FS <input type="checkbox"/> NS <input type="checkbox"/> OS <input type="checkbox"/> CONT <input type="checkbox"/> ASSIGN <input type="checkbox"/> AMEND <input type="checkbox"/> PR <input type="checkbox"/> TERM																					
Search - Initial Fee: <input type="checkbox"/> FSS <input type="checkbox"/> NS FSS <input type="checkbox"/> TLS <input type="checkbox"/> NS TLS																					
<input type="checkbox"/> Listing <input type="checkbox"/> Photo Copy <input type="checkbox"/> Certified Copy <input type="checkbox"/> Certificate																					
<input type="checkbox"/> Additional Fee _____ <input type="checkbox"/> Surcharge <input type="checkbox"/> Exp. Service <input type="checkbox"/> DA																					

RE: Talahi Care Center Resident Council, Inc.

TOTAL FEES	70	—
AMOUNT PAID	70	—
ADDITIONAL FEE DUE (PLEASE PUT RECEIPT NUMBER LOCATED AT TOP OF THIS FORM ON ALL YOUR REMITTANCES)		
REFUND (\$1.00 OR LESS WILL NOT BE REFUNDED PURSUANT TO M.S. 16A. 49.)		
OFFICE REFERENCE NUMBER	DATE FILED 3/3/95	

Remitter
JUDITH GARTNER
ORBOVICH & GARTNER
445 MINNESOTA ST, STE 710
ST PAUL MN 55101

SC-00065 Rev. 12/92 WHITE: Customer CANARY: Office Routing Copy Fiscal Operations BLUE: Fiscal Operations

REFUNDS FOR ANY AMOUNT OVER \$1.00 WILL BE MAILED WITHIN A FEW WEEKS FROM THE DEPT. OF FINANCE.

NOTICE: Dishonored checks will be assessed a \$20 service fee set by law.

THANK YOU FOR YOUR BUSINESS!