

ARTICLES OF INCORPORATION  
OF  
TRUSTEES OF THE DIOCESE OF MINNESOTA, INCORPORATED

ARTICLE I  
Name

The name of the corporation shall be "Trustees of the Diocese of Minnesota, Incorporated."

ARTICLE II  
Purpose

The purpose of the corporation shall be:

1. to acquire, by purchase, gift, grant, devise or bequest, real, personal or mixed property, in trust or otherwise, and to hold for investment and income production, for the religious, charitable, educational or administrative purposes of the Episcopal Diocese of Minnesota (the "Diocese") or of any integral part or portion thereof, to transfer real and personal property to the Diocese as requested by the Annual Convention or the Diocesan Council of the Diocese, and to hold, invest, manage, control and employ the same and the proceeds and income thereof for the objects aforesaid in conformity with the terms of the Trust, if any, and the Articles of Incorporation of the Diocese and of the provisions of the laws of the State of Minnesota under which this corporation is incorporated;
2. to receive in trust for any parish, mission, local church society or congregation of the -Diocese, whether incorporated or not, any property, real, personal or mixed, which may be given, granted, transferred, devised or bequeathed to it for the use of such parish, mission, local church society or congregation. for religious, charitable or educational purposes, and to hold, manage and control the same and the income thereof for purposes of investment and income production, and to convey and dispose of the same in conformity with the terms of the trust and the provisions of the laws of the state of Minnesota under which the corporation is incorporated;
3. to receive, in trust, any properties, real, personal or mixed, for the endowment of the Episcopate of the Diocese or for the use and benefit of the bishops, priests and deacons of the Diocese in the accomplishment of the religious, charitable or educational purposes of the Diocese or of any integral part or portion thereof and to hold, manage, control and employ the same and the income thereof for purposes of investment and income production and to convey and dispose of the same in conformity with the terms of the trust and the provisions of the laws of the State of Minnesota under which the corporation is incorporated;

in the geographic area of the Diocese, which is coterminous with the boundaries of the State of Minnesota.

The corporation shall have the power to do all necessary or incidental acts in furtherance of the purposes of the corporation, including, but not limited to, the commingling of funds for investment and income producing purposes, provided, however, that the corporation shall not have the power to, and shall not, do any act or conduct and, activity, plan, scheme, design or course of conduct 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 and its regulations as they now exist or as they may hereafter be amended, or (b) by an organization, contributions to which are deductible under Section 170(c). of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended, including, but not limited to, the following prohibitions:

- (a) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, or officer.
- (b) No substantial part of the activities of the corporation shall, in any way, consist in the carrying on of propaganda or otherwise attempting to influence legislation.
- (c) The corporation shall not, either directly or indirectly, 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.
- (d) The property of the corporation must be used exclusively for religious, charitable, education or other public purposes.
- (e) The property of the corporation shall not be used or operated so as to benefit any officer, trustee, member, employee, contributor or bondholder, or the owner or operator, or any other person, through the distribution of profits, payment of excessive charges or compensation or the more advantageous pursuit of their business or profession.
- (f) The corporation shall not in any other manner afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE III  
Duration

The duration of this corporation shall be perpetual.

ARTICLE IV  
Registered Office

The registered office of the corporation shall be in Minneapolis, Minnesota.

ARTICLE V  
Membership - Board of Directors

The Bishop, the Bishop Coadjutor and any Suffragan Bishop of the Diocese and persons duly elected by the Annual Convention of the Diocese, as provided in the Bylaws of the corporation and the Articles of Incorporation and Canons of the diocese, shall be the members of the corporation.

The members of the corporation shall constitute the Board of Directors of the corporation.

The names and addresses of the members of the Board of Directors, who shall serve until the expiration of their terms of office, are: (listed in the original Registered copy of these Articles).

ARTICLE VI  
Capital Stock - indemnification

The corporation shall have no capital stock.

The members of the corporation shall not be personally liable for the obligations of the corporation, and the corporation shall indemnify the directors and officers of the corporation, and each of them, for such expenses and liabilities in such manner, under such

circumstances, and to such extent as is permitted by law.

ARTICLE VII  
Amendments

Upon proposal by any member of this corporation, and upon not less than five days, written notice nor more than ten days' written notice to all other members, these Articles of Incorporation may be amended upon the vote of two-thirds of all members of the corporation.