

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE SAINT PAUL FOUNDATION, INCORPORATED

The undersigned, Secretary of The Saint Paul Foundation, Incorporated, a Minnesota nonprofit corporation having no members with voting rights, hereby certifies that in accordance with Minnesota Statutes, Section 317A.133, the following Amended and Restated Articles of Incorporation were duly adopted at a meeting of the corporation's Board of Directors held on October 27, 1993:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SAINT PAUL FOUNDATION, INCORPORATED
With All Amendments to October 27, 1993

This corporation is formed pursuant to Minnesota Statutes, Chapter 317A and the Plan for The Saint Paul Foundation now on file in the office of the Clerk of the District Court of Ramsey County, Minnesota, a copy of which is annexed hereto as Exhibit A and made a part hereof by reference. Said Plan provides for an association of trusts, in the nature of a Community Trust, whereby gifts, devises and bequests of a public nature may be received and administered as individual trust estates. It also provides for the formation of a nonprofit corporation to be known as, "The Saint Paul Foundation, Incorporated" to receive gifts, devises and bequests of a public nature for administration within the scope of said Plan, to the end that donors may make gifts, devises and bequests of a public nature either to a trustee for administration under said Plan or, in the alternative, to said nonprofit

corporation for disposition under said Plan, as said donors, at their election, may determine.

ARTICLE I

Name

The name of this corporation is The Saint Paul Foundation, Incorporated.

ARTICLE II

Purpose

This corporation is organized and shall be operated exclusively for charitable purposes and, in particular, shall receive gifts, devises and bequests and hold, administer and dispose of the same exclusively for charitable, educational, scientific, literary, religious, benevolent and cultural purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In doing so it shall (always within the above stated limitations) operate according to the Plan for The Saint Paul Foundation and in furtherance of the objectives thereof.

ARTICLE III

No Pecuniary Gain

This corporation does not afford pecuniary gain incidentally or otherwise, to its Members or Directors, and no part of the net income or net earnings of this corporation shall inure to any Member, Director or individual, except that reasonable compensation may be paid for services rendered to or for this corporation in

respect to one or more of its purposes, including such services rendered by a Member, Director or Officer as such.

ARTICLE IV

Duration

The corporate existence shall be perpetual.

ARTICLE V

Registered office

The registered office of this corporation shall be located at 600 Norwest Center, Saint Paul, Minnesota 55101.

ARTICLE VI

Board of Directors

The general management of the affairs of this corporation shall be vested in the Members, who shall be and constitute its Directors and shall be known as Directors. The number, term of office, qualifications, time and place of meetings and other regulations respecting the Directors which are not inconsistent with the express provisions of the Articles of Incorporation, shall be prescribed in the Bylaws of this corporation. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were

present. All Directors shall be notified immediately of the text and effective date of any such written action.

ARTICLE VII

No Capital Stock

This corporation shall have no capital stock.

ARTICLE VIII

No Personal Liability

The Members, Officers and Directors of this corporation shall not be subject to any extent whatsoever to personal liability for the obligations of this corporation.

ARTICLE IX

Investments and Powers

This corporation shall at all times employ one or more of the Trustees under the Plan for The Saint Paul Foundation or such other trust companies, banks having trust powers, investment advisors, mutual funds or brokerage firms as this corporation may select, as agent to hold, manage, invest and reinvest each and every gift, devise and bequest received by it for the benefit of The Saint Paul Foundation, and shall distribute such amounts, whether from income or principal, as might be distributed were the gift, devise or bequest made to one of the Trustees under the Plan for The Saint Paul Foundation, in such manner and at such time as the Board of Directors under the Plan for The Saint Paul Foundation shall from

time to time direct. Without limiting the generality of the foregoing, the Board of Directors of this corporation shall have with respect to every gift, devise and bequest received by this corporation all the same powers that the Board of Directors under The Plan for The Saint Paul Foundation would have with respect to any gift, devise or bequest creating or adding to a fund or trust under said Plan.

ARTICLE X

Restriction on Political Activity

Except as otherwise permitted under Sections 501(c)(3), 501(h) or 4911 of the Code no part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE XI

Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute the assets of the corporation to such organization or organizations as the Board of Directors may determine which are organized and operated exclusively for charitable, educational, literary, religious or

scientific purposes and qualify as exempt organizations under Sections 501(c)(3) and 509(a)(1) or (2) of the Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes. Nothing herein shall be construed to affect the disposition of assets held by the corporation upon trust or other condition, or subject to an executory or special limitation, and such assets upon dissolution of the corporation shall be transferred in accordance with such trust, condition or limitation.

Date: Nov 1 1993



Paul A. Verret
Secretary