

**BYLAWS
OF
THE SAINT PAUL FOUNDATION, INCORPORATED**

(with all amendments through August 20, 2008)

TABLE OF CONTENTS

	Page
ARTICLE I Board of Directors.....	1
Section 1.01 General Powers	1
Section 1.02 Variance Power	1
Section 1.03 Qualifications	1
Section 1.04 Number and Election	1
Section 1.05 Term of Office	1
Section 1.06 Organization.....	2
Section 1.07 Resignation	2
Section 1.08 Removal of Directors.....	2
Section 1.09 Vacancies	2
ARTICLE II Meetings of Board of Directors	2
Section 2.01 Place of Meetings.....	2
Section 2.02 Annual Meeting	2
Section 2.03 Regular Meetings	2
Section 2.04 Special Meetings.....	2
Section 2.05 Notice of Meetings.....	3
Section 2.06 Notices Excused.....	3
Section 2.07 Quorum	3
Section 2.08 Proxies.....	3
Section 2.09 Voting	3
Section 2.10 Adjournment	3
Section 2.11 Electronic Meetings	3
Section 2.12 Action Without a Meeting	4
ARTICLE III Officers	4
Section 3.01 Designation	4
Section 3.02 Election and Term of Office	4
Section 3.03 Qualifications.....	4
Section 3.04 Resignation	4
Section 3.05 Removal	4
Section 3.06 Vacancies	4
Section 3.07 Chair.....	5
Section 3.08 Vice Chair	5
Section 3.09 President.....	5
Section 3.10 Secretary	5
Section 3.11 Treasurer	5
Section 3.12 Other Officers, Agents and Employees	5
ARTICLE IV Executive Committee and Other Committees.....	5
Section 4.01 Number, Qualifications, Term of Office.....	5
Section 4.02 Powers.....	5
Section 4.03 Meetings.....	6
Section 4.04 Quorum	6

TABLE OF CONTENTS
(continued)

		Page
	Section 4.05 Other Committees	6
ARTICLE V	Financial Matters	6
	Section 5.01 Books and Records	6
	Section 5.02 Documents Kept at Registered Office	6
	Section 5.03 Accounting System and Audit	6
	Section 5.04 Fiscal Year	7
	Section 5.05 Checks, Drafts and Other Matters.....	7
	Section 5.06 Authority to Borrow, Encumber Assets.....	7
ARTICLE VI	Indemnification and Insurance.....	7
	Section 6.01 General.....	7
	Section 6.02 Advancement of Expenses.....	7
	Section 6.03 Rights not Exclusive	8
	Section 6.04 Insurance.....	8
ARTICLE VII	Trust Property	8
ARTICLE VIII	Voting Upon Stock of Other Corporations	8
ARTICLE IX	Relationship to Plan for The Saint Paul Foundation.....	8
	Section 9.01 Plan	8
	Section 9.02 Donations	8
	Section 9.03 Investments and Powers.....	9
	Section 9.04 No Violation of Governing Instruments	9
ARTICLE X	Miscellaneous	9
	Section 10.01 Principal Office.....	9
	Section 10.02 Corporate Seal.....	9
	Section 10.03 Amendments	9

**BYLAWS
OF
THE SAINT PAUL FOUNDATION, INCORPORATED**

**ARTICLE I
Board of Directors**

Section 1.01 General Powers. The general management of the corporation shall be vested in the Board of Directors, which shall pass upon the acceptance of all gifts, grants, devises, or bequests and shall determine the activities, programs, or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.

Section 1.02 Variance Power. Notwithstanding any provisions in any instrument making a transfer creating or adding to a fund of the corporation, and subject to the provisions of the Articles of Incorporation and the Plan for The Saint Paul Foundation, the Board of Directors shall have the power to modify any direction, restriction or condition on the timing of distribution of funds or on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian or agent), such direction, restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the investment policies adopted by the Board of Directors and amended from time to time or with the charitable needs of those served by the corporation. Each donor by making a gift to the corporation agrees that the gift shall be subject to all the terms of the Articles of Incorporation and these Bylaws, as amended from time to time, including the provisions for modification of any restrictions or conditions on the gift.

Section 1.03 Qualifications. The Board of Directors shall be composed of citizens of the United States who are citizens of the City of Saint Paul or its vicinity, selected for their knowledge of the educational, charitable, cultural or benevolent needs of the inhabitants of the community. The Board of Directors shall consist of persons representing a broad cross-section of the views and interests of the community. No person holding an elected public office, other than a judge, shall be a director.

Section 1.04 Number and Election. The Board of Directors shall consist of not less than three (3) nor more than thirty (30) persons, as may be determined from time to time by the Board of Directors. Directors shall be elected by a majority vote of the Directors then in office. Directors shall serve without compensation.

Section 1.05 Term of Office. Except as hereinafter provided for those directors elected to fill vacancies on the Board and the director elected as the Chair, all directors shall hold office during a term of three calendar years beginning on the first day of January succeeding the date on which they are respectively elected. A director elected to fill a vacancy on the Board shall hold office for the unexpired term. No director may serve a period of more than three consecutive three year terms, and no director may, after completion of three consecutive three year terms, serve again within a period of one year. Notwithstanding the preceding provisions,

the term of a director who is acting as Chair may be extended by the Board until one year after the director's term as Chair terminates. Each director shall hold office until his or her successor shall be duly elected and qualified, or until his or her death, resignation, or removal as hereinafter provided.

Section 1.06 Organization. The Board of Directors shall elect a Chair and Vice Chair at its annual meeting. The Chair and Vice Chair shall be members of the Board of Directors. The Chair and in his/her absence the Vice Chair, shall preside at all meetings of the Board of Directors. The Secretary shall act as secretary of each meeting, but may delegate those duties to a person employed by the corporation.

Section 1.07 Resignation. Any director of this corporation may resign at any time by giving written notice to the President of this corporation. Failure of any director to attend three consecutive meetings of the Board of Directors without excuse shall, in the discretion of the Board, operate as a resignation from the Board. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 1.08 Removal of Directors. Any director may be removed from office, with or without cause, by a majority vote of the remaining directors. No director shall be removed from office unless the notice of the annual or special meeting of the Board at which removal is to be considered states such purpose. When a director has been removed, a new director may be elected at the same meeting, in the manner specified in Section 1.04 hereof.

Section 1.09 Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the Board and each director so chosen shall hold office until his or her successor shall be duly elected and qualified, or his or her death, resignation, or removal as herein provided, if earlier.

ARTICLE II

Meetings of Board of Directors

Section 2.01 Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine; and the Board may delegate to its President the power to designate the place of meetings.

Section 2.02 Annual Meeting. The annual meeting of the Board of Directors shall be held each year for the purpose of electing the officers of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 2.05 hereof, unless excused in accordance with Section 2.06 hereof.

Section 2.03 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board may determine by resolution; however the Board may delegate to its President the power to set the meeting dates and times.

Section 2.04 Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Chair or the President of the corporation and shall be

called by the President at the written request of not less than two (2) directors. A meeting called at the request of the directors shall be held not less than five (5) days nor more than ten (10) days after the President receives the directors' written request that it be held if notice is given by mail. The meeting shall be held not less than 24 hours later if notice is given in person or by telephone. Should the President fail, within one day after the date on which the directors' written request is received, to call a special meeting by giving or causing to be giving notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 2.05 hereof. Business at a special meeting shall be limited to the specified call of the meeting.

Section 2.05 Notice of Meetings. Notice of every annual, regular and every special meeting of the Board shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least five (5) days and no more than forty(40) days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone, not later than 24 hours before the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise expressly required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws.

Section 2.06 Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present at the meeting or waive such notice in writing before, at, or after such meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.

Section 2.07 Quorum. Except as otherwise provided by statute or by these Bylaws, a majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.08 Proxies. No proxies may be permitted at meetings of the Board of Directors.

Section 2.09 Voting. Each director shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by ballot. The decisions of the Board shall be made by a majority of the directors present at a meeting at which a quorum is present.

Section 2.10 Adjournment. When a meeting of the Board is adjourned to another time or place, notice of the adjourned meeting need not be given other than by an announcement at the meeting at which adjournment is taken.

Section 2.11 Electronic Meetings. A conference among directors, or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board, the Executive Committee, or such other committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the

conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A director may participate in any other meeting of the Board or the Executive Committee, and a member (whether or not a director) of any other committee designated by the Board may participate in any other meeting of that committee, by any means of communication through which the director, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by that means constitutes presence in person at the meeting.

Section 2.12 Action Without a Meeting. Any action that could be taken at a meeting of the Board or the Executive Committee, if one be constituted, may be taken without a meeting when authorized in a writing signed by the number of directors that would be required to take the action at a meeting of the Board of Directors or Executive Committee at which all directors or members were present. If less than all the directors or members sign a written action, all directors or members must be notified immediately of its text and effective date.

ARTICLE III **Officers**

Section 3.01 Designation. The officers of the corporation shall be a Chair, a Vice Chair, a President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors. A person may hold more than one office at the same time.

Section 3.02 Election and Term of Office. The officers shall be elected by the Board of Directors at the annual meeting of the Board in each calendar year. Any officer so elected shall hold office until the annual meeting of the Board of Directors in the next calendar year and until the election and qualification of his or her successor, except in cases of resignation or removal.

Section 3.03 Qualifications. Officers need not be directors of the corporation, except for the Chair and Vice Chair, who must be directors of the corporation.

Section 3.04 Resignation. Any officer of this corporation may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary of this corporation. The resignation of any officer shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05 Removal. An officer may be removed, with or without cause, by majority vote of the Board of Directors present at a regular or special meeting at which a quorum is present; provided, however, that the removal of the President is subject to Section 1.03 of these Bylaws.

Section 3.06 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by Section 3.02 of these Bylaws for election to such office.

Section 3.07 Chair. The Chair shall preside at all meetings of the Board and shall have and exercise general charge and supervision of the affairs of this corporation and do and perform such other duties as may be assigned to him or her by the Board.

Section 3.08 Vice Chair. At the request of the Chair or in the event of his or her absence or disability, the Vice Chair should perform the duties and perform and exercise the power of the Chair and shall have such other powers as the Board may determine.

Section 3.09 President. The President shall have and exercise general charge and supervision over the affairs of the corporation; shall do and perform such other duties as may be assigned by the Board of Directors; and in general shall perform all duties usually incident to the office of the President.

Section 3.10 Secretary. The Secretary shall have charge and custody of the records of the corporation, and in general shall perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section 3.11 Treasurer. The Treasurer shall be responsible for all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors, and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 3.12 Other Officers, Agents and Employees. This corporation may have such other officers, agents and employees as may be determined necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

ARTICLE IV

Executive Committee and Other Committees

Section 4.01 Number, Qualifications, Term of Office. The Board of Directors may designate up to seven (7) of its members to constitute an Executive Committee. Only persons who are directors of this corporation shall be eligible for appointment to the Executive Committees, but the President may attend meetings of the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person shall automatically cease to be a member of the Executive Committee of this corporation.

Section 4.02 Powers. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board of Directors, except the Executive Committee shall have no authority:

- (1) to elect directors;
- (2) to elect officers;

- (3) to amend the Articles of Incorporation, Bylaws or Plan of The Saint Paul Foundation; or
- (4) to act with respect to any other matters specifically reserved by the Board of Directors for itself.

Section 4.03 Meetings. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by one other member of the Executive Committee, upon the same notice as provided for in Section 2.05 hereof, unless excused in accordance with Section 2.06 hereof.

Section 4.04 Quorum. A majority of the total number of members of the Executive Committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section 4.05 Other Committees. The Board of Directors may designate other committees, either standing or ad hoc committees, to oversee the work of the corporation.

ARTICLE V

Financial Matters

Section 5.01 Books and Records. The Board of Directors of this corporation shall cause to be kept:

1. records of all proceedings of the Board of Directors and the Executive Committee, if any; and
2. such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

1. records of all proceedings of the Board of Directors and the Executive Committee, if any; and
2. all financial statements and tax returns of this corporation; and
3. the Articles of Incorporation and Bylaws of this corporation, and all amendments and restatements thereof.

Section 5.03 Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles, an appropriate accounting system for this corporation. The Board of Directors may cause the books

and records of the corporation to be audited at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as it may deem appropriate.

Section 5.04 Fiscal Year. The fiscal year of the corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board may direct otherwise, the corporation's fiscal year shall be the calendar year.

Section 5.05 Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of this corporation shall be signed by such other officer or officers, agent or agents, employee or employees of this corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 5.06 Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of this corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

ARTICLE VI

Indemnification and Insurance

Section 6.01 General. The corporation shall indemnify its officers, directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521, provided the corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the corporation.

Section 6.02 Advancement of Expenses. If a person is made or threatened to be made a party to a civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding upon receipt by the corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 6.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to a financial ability to make the repayment.

Section 6.03 Rights not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel, other than directors and officers, may be entitled by contract or otherwise under law.

Section 6.04 Insurance. The corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

ARTICLE VII **Trust Property**

Within the scope of the corporate purposes and subject to Section 501B.31 of Minnesota Statutes (relating to trusts for charitable, educational, religious and other uses), or any amendments thereof or substitutions therefor, this corporation may take, receive and hold real and personal property, including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or otherwise vested in this corporation in trust for a purpose consistent with the purposes set forth in the Articles of Incorporation. Except where the trust instrument prescribes otherwise, this corporation may invest trust property or its proceeds in accordance with applicable law.

ARTICLE VIII **Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Directors, the fiscal agent designated by the Board of Directors shall have the power, on behalf of this corporation, to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at such meeting shall possess and may exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers at their pleasure.

ARTICLE IX **Relationship to Plan for The Saint Paul Foundation**

Section 9.01 Plan. The Plan for The Saint Paul Foundation is by reference made a part of the Articles of Incorporation of this corporation. Said Plan contemplates the formation of an association of charitable 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 contemplates the formation of a charitable corporation to be known as "The Saint Paul Foundation, Incorporated" for the receipt of gifts, devises and bequests of a public nature for administration within the scope of said Plan.

Section 9.02 Donations. It is the intention of said Plan and this corporation 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 this corporation for disposition under said Plan as said donors, at their election, may determine.

Section 9.03 Investments and Powers. By the terms of said Plan, which constitutes a part of the Articles of Incorporation of this corporation, it is provided that (a) this corporation shall at all times employ one or more of the Trustees of The Saint Paul Foundation or other trust companies or banks with trust powers, investment advisors, mutual funds or brokerage firms, as the Board of Directors 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; (b) this corporation 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 times as the Board of Directors shall from time to time direct; and (c) without limiting the generality of the foregoing, the Board of Directors shall have with respect to every gift, devise and bequest received by this corporation all the same powers that the Board of Directors would have with respect to any gift, devise or bequest creating or adding to a fund or trust under said Plan.

Section 9.04 No Violation of Governing Instruments. The affairs of this corporation shall be so conducted as always to give effect to the foregoing, provided however, that no direction of said Board of Directors shall authorize or be deemed to require action in violation of the Articles of Incorporation and Bylaws of this corporation.

ARTICLE X **Miscellaneous**

Section 10.01 Principal Office. The principal office of the corporation, at which the general business of the corporation shall be transacted and at which the general records of the corporation shall be kept, shall be in St. Paul, Minnesota, or at such other place in the State of Minnesota as the Board of Directors may, from time to time, designate.

Section 10.02 Corporate Seal. The corporation shall have no corporate seal.

Section 10.03 Amendments. The Board of Directors may amend these Bylaws at any time in the manner provided by law.

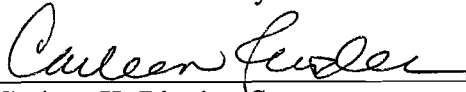
CERTIFICATE OF SECRETARY

The undersigned does hereby certify that:

1. I am the duly elected and acting secretary of The Saint Paul Foundation, Incorporated, a Minnesota nonprofit corporation; and

2. The foregoing Bylaws, consisting of 9 pages, constitute the original Bylaws with all amendments through August 20, 2008. The amendments to the Bylaws were approved by the Board of Directors at its meeting on August 20, 2008.

In Witness Whereof, I have hereunto subscribed my name as of the 9th day of December, 2008.



Carleen K. Rhodes, Secretary