

ARTICLES OF INCORPORATION

OF

B * E * S * T OUTREACH

The undersigned incorporators, each a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, adopt the following Articles of Incorporation.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be B*E*S*T Outreach, located at 13800 62nd Avenue North, Maple Grove, MN 55311, whose registered agent at said address is Frederick M. Cash.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to promote understanding of and interest in math, science, engineering and technology for K-7 grade students. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of this corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of the corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation’s Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

- Frederick M. Cash, II, 13800 62nd Avenue North, Maple Grove, MN 55311
- Eileen Ruth Johansen, 8516 50th Avenue North, New Hope, MN 55420
- Paul B. Patton, 6601 Plymouth Avenue, Golden Valley, MN 55427

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the Bylaws.

ARTICLE VI

PERSONAL LIABILITY

No Officer or Director of this corporation shall be personally liable for the debts or obligations of the corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of the corporation.

ARTICLE VII

DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

INCORPORATOR(S)

The incorporators of this corporation are:

- Frederick M. Cash, II 13800 62nd Avenue North, Maple Grove, MN 55311
- Eileen Ruth Johansen, 8516 50th Avenue North, New Hope, MN 55420
- Paul B. Patton, 6601 Plymouth Avenue, Golden Valley, MN 55427

The undersigned incorporators certify that they execute these articles of the purposes herein stated.

Frederick M. Cash, II

(Date)

Eileen Ruth Johansen

(Date)

Paul B. Patton

(Date)