

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
PARTNERSHIP ACADEMY ASSOCIATION**

I, the undersigned, an officer of Partnership Academy Association, a corporation subject to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A (the "Corporation"), do hereby certify that:

1. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A were duly adopted by a Written Action of the Board of Directors on March 7, 2018 pursuant to the Minnesota Nonprofit Corporation Act.

2. The Amended and Restated Articles of Incorporation of the Corporation, effective upon the filing of the Amended and Restated Articles of Incorporation, supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, I have hereunto set my hand this 7 day of March, 2018.

By: Holly Swanson Stapel

Name: Holly Swanson Stapel
Its: Board Chair

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARTNERSHIP ACADEMY ASSOCIATION
(the "Corporation")**

These Articles of Incorporation are adopted by the Board of Directors, as defined by the Corporation's bylaws, of the Corporation, which is a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statute, Chapter 317A.

**ARTICLE I.
NAME**

The name of this Corporation is: Partnership Academy Association.

**ARTICLE II.
REGISTERED OFFICE; FISCAL YEAR**

The address of the registered office in the state of Minnesota is: 305 East 77th Street, Richfield, Minnesota 55423.

The fiscal year of the Corporation shall run from July 1 through June 30.

**ARTICLE III.
SOLE MEMBER; AMENDMENT**

The sole member of the Corporation shall be: Partnership Academy, Inc. (the "**School**"), a Minnesota non-profit corporation. The School will have all powers available to the member of a corporation under Minn. Stat 317A.401, et seq., including, without limitation, the power to remove or appoint directors of the Corporation.

These Articles shall not be amended without the written consent of the School.

**ARTICLE IV.
PURPOSE; EXEMPTION REQUIREMENTS**

The Corporation is organized and shall be operated exclusively in support of the School and in particular to purchase, own, and/or construct a public schoolhouse, for lease to the School, on real estate owned by the Corporation. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter in effect (the "**Code**"), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

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

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay to non-members reasonable compensation for services rendered and to make payments and distributions to non-members in furtherance of the purpose set forth in the purpose clause hereof.
- b. No 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.
- c. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- d. The Corporation will not begin construction of a new facility until a positive review and comment is received from the Minnesota Department of Education pursuant to Minnesota Statutes section 123B.71.

ARTICLE V.
INITIAL DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's bylaws. No director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VI.
PERSONAL LIABILITY

Neither the incorporator, directors, officers, employees nor the representatives or agents of the Corporation shall be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

ARTICLE VII.
DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution

under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.



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STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
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Steve Simon

Steve Simon
Secretary of State