

**ARTICLES OF INCORPORATION
OF
MINNESOTA SUPREME COURT HISTORICAL SOCIETY, INC.**

These Articles of Incorporation are signed and acknowledged by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statutes, Chapter 317A as follows:

**ARTICLE I.
Name**

The name of the corporation is MINNESOTA SUPREME COURT HISTORICAL SOCIETY, INC. L

**ARTICLE II.
Registered Office**

The registered office of the corporation shall be located at 332 Minnesota Street, Suite W2200, St. Paul, Minnesota 55101. There shall be no registered agent. ✓

**ARTICLE III.
Purposes**

(1) The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). As such, the Corporation shall at all times be a public charity under Section 509(a)(1) and Section 170(b)(1)(A)(vi) of the Internal Revenue Code (the "Code"). All references in these Articles of Incorporation to a particular section of the Code shall mean and include, as now enacted or as hereafter amended, such section and any provisions of federal law as are or may hereafter be applicable, similar to such section.

(2) Within the scope of the charitable purpose herein provided, the general purpose of the corporation shall be the discovery, collection and preservation of any and all materials which may help to establish or illustrate the history of the Minnesota judicial system, with particular emphasis on the Supreme Court of Minnesota and its justices.

**ARTICLE IV.
Powers**

(1) This corporation, in carrying out its purposes, shall have all the powers granted by law to a corporation formed under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, and any laws amendatory thereof or supplementary thereto.

(2) Notwithstanding any other provision in these Articles of Incorporation, this corporation shall not carry on any activities, or exercise any power, not permitted to be

carried on or exercised by a corporation exempt from federal income tax under Section 501(c)(3) and 509(a)(1) of the Code.

**ARTICLE V.
Duration**

The duration of this corporation shall be perpetual.

**ARTICLE VI.
No Capital Stock**

The corporation shall have no capital stock.

**ARTICLE VII.
Members**

The corporation shall not have any members as defined in Minn. Stat. §317A.011, subd. 12 and §317A.401. Notwithstanding the foregoing, the Board of Directors of the corporation may from time to time create various classes of "members" based upon specified levels of affiliation and contribution to the corporation, and may refer to such persons or donors as "members", but such "members" shall not be legal members of the corporation nor shall they have any voting privileges or other governance rights with respect to the corporation.

**ARTICLE VIII.
Board of Directors**

(1) All of the management of the business and affairs of the corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the laws of the State of Minnesota and the express provisions of these Articles of Incorporation, shall be as specified in the Bylaws of this corporation.

(2) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by that 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; provided that all directors must be notified immediately of its text and effective date.

**ARTICLE IX.
No Pecuniary Gain**

(1) The corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain to its members or directors.

(2) No part of the net earnings of the corporation shall inure, directly or indirectly, to the benefit of any member, director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered to or for the corporation in the performance of the purposes set forth in Article III hereof.

ARTICLE X.
Restrictions 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.
No Personal Liability

The members, directors and officers of the corporation shall not be personally liable for the acts, debts, liabilities or obligations of the corporation to any extent whatsoever; nor shall any of the property of the members, directors or officers of the corporation be subject to the payment of any debts or obligations of the corporation.

ARTICLE XII.
Dissolution

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, the Board of Directors shall pay or make provision for payment of all of the liabilities and obligations of the corporation and all expenses incurred by the corporation in connection with the dissolution. The Board of Director shall distribute the remaining 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 or scientific purposes and qualify as exempt organizations under Section 501(c)(3) of the Code and to which contributions are otherwise deductible under Section 170(c)(2) of the Code. Any such 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 said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding anything to the contrary in this Article XII, if any assets at the time of dissolution are held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation.

ARTICLE XIII.
Amendment

The Articles of Incorporation may be amended by affirmative vote of a majority of the directors if notice of the proposed amendment has been given to all directors at least ten (10) days before (i) the date of the meeting at which the amendment is discussed or (ii) the effective date of any written action approving the amendment.

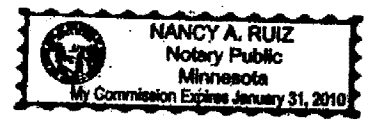
IN TESTIMONY WHEREOF, I, have hereunto set my hand and seal of and for the above-named Corporation this 23 day of January, 2008.

Harry J. Haynsworth
Harry J. Haynsworth, Incorporator
Briggs And Morgan
80 S 8th St #2200
Mpls, MN 55402

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

On this 23rd day of January, 2008, before me personally appeared Harry J. Haynsworth, to me personally known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Nancy A. Ruiz
Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JAN 24 2008 CK
Mark Ritchie
Secretary of State