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ARTICLES OF INCORPORATION
OF
HOPKINS EDUCATION FOUNDATION

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future amendatory and supplementary laws, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Hopkins Education Foundation. *je*

ARTICLE II

Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of, and as contemplated and permitted by, Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Within the framework and limitations of the foregoing, this organization is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable and educational activities, causes, and projects of Minnesota Independent School District No. 270, in its own behalf, or as agent, trustee, or representative of others, and, to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that it organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Code, (2) that as described in Section 501(c)(3) of the Code, and (3) that are exempt from federal income taxes under Section 501(a) of the Code.

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For such purposes, and not otherwise, this Corporation shall have and may exercise all powers that are afforded to this Corporation by the Minnesota Non-Profit Corporation Act; provided, however, that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Section 170(c)(2) of the Code.

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section. All references in these Articles of Incorporation to the Minnesota Non-Profit Corporation Act shall mean and include, as now enacted or as hereafter amended, Chapter 317A of the Minnesota Statutes and any provision of Minnesota law as is or may hereafter be applicable, cognate to such chapter.

ARTICLE III

No Pecuniary Gain to Members: Prohibited Activities.

This Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, if any, as such, and no part of the net income or earnings of this Corporation shall, directly or indirectly, inure to the benefit of any member, if any, or any other person having a personal and private interest in the activities of the Corporation, but this Corporation may pay reasonable compensation for services rendered to this Corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this Corporation shall not lend money to, or guarantee the obligation of, any director or officer of this Corporation.

ARTICLE IV.

Period of Duration

The Corporation shall have perpetual existence.

ARTICLE V.

Powers

The Corporation shall have the authority to exercise all powers as are required by and are consistent with its purpose and that are afforded to the Corporation by the Minnesota Nonprofit Corporation Act and by any future amendatory and supplementary laws.

ARTICLE VI.

Registered Office

The registered office of the Corporation shall be 1001 Highway 7, Hopkins, Minnesota 55305-4723.

ARTICLE VII.

Incorporator

The name and address of the incorporator, who is a natural person of full age, is as follows:

Name

Address

Jeffrey L. Farni, Sr.

13301 McGinty Road East
Minnetonka, Minnesota 55305

ARTICLE VIII

Management

The management and direction of the business of the Corporation shall be vested in a Board of Directors, its duties and powers to be defined in the Bylaws of the Corporation.

ARTICLE IX

First Board of Directors

The names and addresses of each member of the Corporation's first Board of Directors, and the length of their initial terms are as follows:

<u>Name</u>	<u>Address</u>
Jo Bartz	10 St. Albans Road East Hopkins, Minnesota 55305
Timothy Bergstedt	5100 Norman Drive Minnetonka, Minnesota 55345
Mark Brill	14801 Wellington Road Minnetonka, Minnesota 55391
Jane Christensen	5709 Glen Avenue Minnetonka, Minnesota 55345
Julie Donnay	4800 Chantrey Place Minnetonka, Minnesota 55345
Jeffrey L. Farni, Sr.	13301 McGinty Road East Minnetonka, Minnesota 55305
Dale Feste	14014 Windsor Road Minnetonka, Minnesota 55345
Richard Saliterman	11911 Live Oak Drive Minnetonka, Minnesota 55305

Name

Address

William Weiler

3903 Merriam Road
Minnetonka, Minnesota 55305

The number, qualifications, terms of office, method of election, powers, authority, and duties of the directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

The first Board of Directors shall serve until the next regular or special meeting of the Corporation or until their successors are duly elected and have qualified, but in no event later than one year from the date hereof.

ARTICLE X.

No Capital Stock

The Corporation shall have no capital stock.

ARTICLE XI.

Membership

Membership in the Corporation shall be as prescribed in the Bylaws.

ARTICLE XII.

Board Action Without Meeting

Any action required or permitted at a meeting of the Corporation's Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present, provided that all directors must

be notified of the text and effective date of the written action prior to the signing by any of the directors.

ARTICLE XIII.

Dissolution

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all expenses and liabilities of the Corporation, distribute all remaining assets of the Corporation to such organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, and are engaged in activities similar to those of this Corporation.

ARTICLE XIV.

Limitation of Director Liability

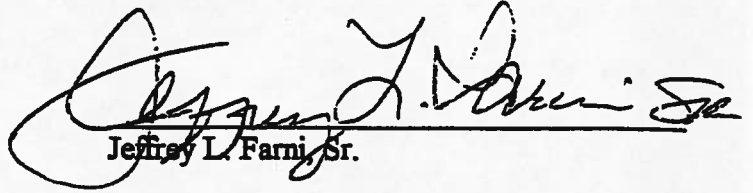
To the fullest extent permitted by the Minnesota Non-Profit Corporation Act, Minnesota Statutes, Ch. 317A, as amended from time to time, a director of the Corporation shall not be personally liable to this Corporation for monetary damages for breach of fiduciary duty as a director. No amendment or repeal of the foregoing sentence shall have any effect on the liability of any director of the Corporation with respect to acts or omissions of such director prior to such amendment or repeal.

ARTICLE XV.

Amendment

These Articles of Incorporation may be amended upon a two-thirds (2/3) vote of the entire Board of Directors.

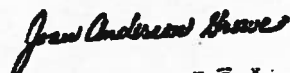
The above-named incorporator has executed these Articles of Incorporation this 21 day of
March, 1995.


Jeffrey L. Farni Sr.

CJS:CATXT\TJH\DOC\ART-INC3.HPK
March 13, 1995 (12:01pm)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 03 1995



Secretary of State