

ARTICLES OF INCORPORATION
OF
BRIDGES TO LEARNING, INC

ARTICLE 1 - NAME

- 1 1) The name of the corporation shall be Bridges To Learning, Inc.

ARTICLE 2 - PURPOSES

2 1) The purposes of the corporation are to engage in, assist, and contribute to the support of exclusively charitable and educational activities and projects within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2 2) In support of such purposes, the main activities of the corporation shall include:

(a) Providing funding and other resources to support the education, physical and mental health of children in developing countries who are denied educational, physical or mental health resources because of such children's economic, ethnic, or cultural status or age.

(b) Doing any and all other acts and things that may be necessary, incidental or desirable in the accomplishment of any of the foregoing purposes.

ARTICLE 3 - AUTHORITY

3 1) The corporation shall further its purposes either directly or by making or providing donations, gifts, grants, contributions, loans, guarantees, or subsidies out of the net income or the principal assets of the corporation, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), but subject always to the provisions of Section 3.3 hereof.

3 2) Subject to Section 3.3 hereof, the corporation shall have authority to do any and all acts and things and carry on and conduct all other activities as may be necessary, advisable, desirable or expedient to accomplish its purposes, to the full extent permitted by the laws of the State of Minnesota

3 3) Notwithstanding any other provisions of these Articles of Incorporation:

(a) All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, officer, director or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, and similar payments or distributions made for the purposes for which this corporation was organized).

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or opposed to any candidate for public office, by publishing or distributing statements or otherwise

(d) 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

ARTICLE 4 - NONPROFIT CORPORATION

4.1) This corporation is formed under Chapter 317A of the Minnesota Statutes.

ARTICLE 5 - REGISTERED OFFICE

5.1) The mailing address of the registered office of the corporation is 1633 Cedar Lake Parkway, Minneapolis, Minnesota 55416.

ARTICLE 6 - INCORPORATOR

6.1) The name and mailing address of the incorporator are as follows:

Robert A. Mac Murdo
1633 Cedar Lake Parkway
Minneapolis, Minnesota 55416

ARTICLE 7 - DIRECTORS

7.1) The management of the corporation shall be vested in a Board of Directors. The number of directors shall be fixed in accordance with the bylaws of the corporation, and may be altered by amending the bylaws, but shall never be less than required by law.

7 2) The first Board of Directors shall consist of the following directors, who shall each hold office for the terms of either three (3) years or two (2) years, as indicated opposite each director's name, and until his or her successor has been elected and qualified:

Jerilyn Hirsch	three years
Robert A. Mac Murdo	three years
Leslie Black	three years
Priscilla Braun	two years
An Nguyen	two years
Mary Jane Madden	two years

7 3) The terms of office of the directors, other than the members of the first Board of Directors, shall be fixed by the bylaws of the corporation, and may be altered by amending the bylaws

ARTICLE 8 - MEMBERSHIP

8 1) The corporation shall have no members.

ARTICLE 9 - DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

9 1) In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such manner as the Board of Directors of the corporation shall by majority vote determine. The distribution shall be made either exclusively for the purposes for which the corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE 10 - AMENDMENT OF ARTICLES

10 1) These Articles may be amended in the manner now or hereafter prescribed by law

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 23-day of September 2004.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 24 2004


Robert A. Mac Murdo

#3013674\2


Secretary of State