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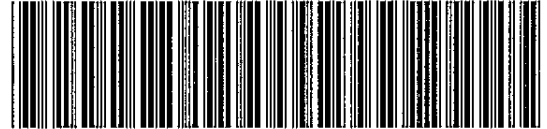
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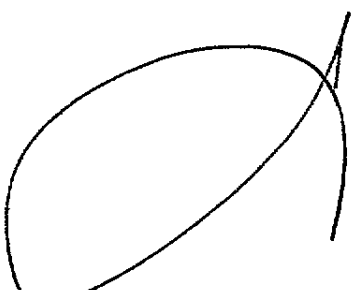
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 813307 5148343

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigut*

ORDER DATE : July 20, 2004

ORDER TIME : 12:45 PM

ORDER NO. : 813307-005

CUSTOMER NO: 5148343

CUSTOMER: Konnie Smith  
Adler Management, L.l.c.

10350 Bren Road West

Minnetonka, MN 55343

DOMESTIC FILING

NAME: GERALD AND HENRIETTA  
RAUENHORST FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
GERALD AND HENRIETTA RAUENHORST FOUNDATION, INC.**

I, the undersigned, of full age, for the purpose of forming a corporation under the provisions of Florida Statutes, Chapter 617, do hereby form a body corporate and adopt the following Articles of Incorporation.

**ARTICLE I**

The name of this corporation shall be:  
Gerald and Henrietta Rauenhurst Foundation, Inc.

**ARTICLE II**

This corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes, and primarily as a Christian philanthropy in the Catholic tradition that aims to make the world a better place through the support of Catholic education, the promotion of Catholic social teaching and values, and on occasion the support of work in other important areas of need throughout the world. In furtherance of its purposes, this corporation may engage in the advancement, promotion, support and administration of appropriate activities that further that aim. When considered in their totality, this corporation's grantmaking and other activities shall have the goal of being transformational, and reflect the following operational principle: "Give a person a fish, and you have fed them for a day. Teach a person to fish, and you have fed them for a lifetime." That principle translates into an entrepreneurial spirit, one that enables and encourages self-sufficiency, innovation, and effectiveness. In all respects, this corporation shall be governed by the Catholic and Judeo-Christian values of moral and ethical integrity. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

**ARTICLE III**

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. This corporation shall not

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lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

#### ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. At all times when this corporation is classified as a "private foundation" within the meaning of section 509(a) of the Internal Revenue Code--

a. This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code.

b. This corporation shall not engage in an act of "self-dealing" that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code.

c. This corporation shall not retain "excess business holdings" that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code.

d. This corporation shall not make investments that would jeopardize the carrying out of the exempt purposes of this corporation so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

e. This corporation shall not make a "taxable expenditure" that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

#### ARTICLE V

The period of duration of this corporation's existence shall be perpetual.

#### ARTICLE VI

The initial principal office of this corporation shall be c/o Adler Management, LLC, 1167 3<sup>rd</sup> Street South, Suite 102, Naples, Florida 34102. The registered agent and office of this corporation shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

## ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

## ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, term of office, method of election, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. At all times after the death or permanent incapacity of Gerald Rauenhorst, the smallest number of directors that constitutes a majority of the members of the Board of Directors shall be direct descendants (including adopted descendants) of Gerald Rauenhorst, and spouses of direct descendants, provided that the spouse is married to the descendant at the time of his or her appointment or election and that the descendant and the spouse are of the opposite sex.

## ARTICLE IX

The first Board of Directors shall have five members, each of whom shall serve until the annual meeting of the Board of Directors in the year 2007 and until his or her successor has been elected and qualified. The names of such directors are Gerald Rauenhorst, Mark Rauenhorst, Amy Goldman, Joseph Rauenhorst, and Peter Karoff.

## ARTICLE X

This corporation shall have no capital stock.

## ARTICLE XI

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

## ARTICLE XII

These Articles of Incorporation may be amended from time to time in the manner provided by law; provided, however, that Article II and Article VIII of these Articles of Incorporation may be amended only with the unanimous approval of the Board of Directors of this corporation. Prior to the death or permanent incapacity of Gerald Rauenhorst, any amendment of these Articles of Incorporation, or merger, consolidation, or transfer of all or substantially all of the assets, of this corporation, shall require the express written approval of Gerald Rauenhorst in addition to any approval otherwise required by law.

## ARTICLE XIII

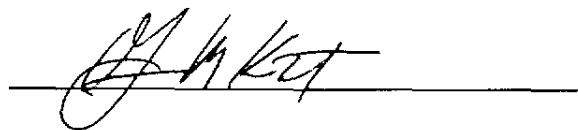
This corporation may be dissolved in accordance with the laws of the State of Florida. In the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Florida or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

## ARTICLE XIV

The name and address of the incorporator are:

Gina M. Kastel  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota, 55402-3901

IN WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of July, 2004.



Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company, Registered Agent

By: Cynthia L. Harris  
Name of Officer:  
Title of Officer: **Cynthia L. Harris**  
**as its agent**

Date: 7/21/04

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