

Document Number Only

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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

400003069454--7  
-12/14/99--01052--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

400003069454--7  
-12/14/99--01052--025  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Grace Foundation, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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TALLAHASSEE, FLORIDA  
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99 DEC 14 PM 12:06  
TALLAHASSEE, FLORIDA

T. SMITH 'DEC 14 1999

**ARTICLES OF INCORPORATION  
OF  
GRACE FOUNDATION, INC.**

I, the undersigned, of full age, for the purpose of forming a corporation under the provisions of the Florida Not For Profit Corporation Act, 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:  
Grace Foundation, Inc.

**ARTICLE II**

This corporation is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer religious, charitable, scientific, and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others. 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 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.

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TALLAHASSEE, FLORIDA

#### 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 principal place of business and mailing address of this corporation shall be located at 3225 South McDill Avenue, Tampa, Florida 33629-8171. The name and Florida street address of the initial registered agent of this corporation are: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

#### 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, 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. Any action required or permitted to be taken at a meeting of the 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 of Directors at which all directors were present. All directors shall be notified immediately of the text and effective date of any such written action that is duly taken.

## ARTICLE IX

The first Board of Directors shall have three members, each of whom shall serve until the annual meeting of the Board of Directors in the year 2000 and until his or her successor has been elected and qualified. The names and addresses of such directors are:

Susan M. Rauenhurst	3225 South McDill Avenue Tampa, FL 33629-8171
Michael G. Rauenhurst	10350 Bren Road West Minnetonka, MN 55343-9002
Roxann W. Moore	315 East Madison Street Tampa, FL 33602

## 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.

## ARTICLE XIII

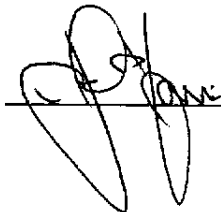
This corporation may be dissolved in accordance with the laws of the State of Minnesota. In the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, 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 Minnesota 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:

John E. Harris  
2200 Norwest Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402-3901

IN WITNESS WHEREOF, I have hereunto set my hand this 13<sup>th</sup> day of December, 1999.



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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Grace Foundation, Inc. at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with, and accepts, the obligations of its position as registered agent.

Dated this 14<sup>th</sup> day of December, 1999.

CT CORPORATION SYSTEM

By Connie Bryan  
Its Connie Bryan, Special Asst. Secy.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA