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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEARCH, RESCUE, AND RECOVERY RESOURCES OF MINNESOTA**

The undersigned, being the President of Search, Rescue, and Recovery Resources of Minnesota, a Minnesota nonprofit corporation subject to the provisions of Minnesota Statutes, Chapter 317A, does hereby certify that the following Amended and Restated Articles of Incorporation were duly adopted under, and in accordance with, the provisions of (i) Minnesota Statutes Chapter 317A and (ii) the original Articles of Incorporation and Bylaws of Search, Rescue, and Recovery Resources of Minnesota.

ARTICLE I

NAME OF CORPORATION

The name of this non-profit corporation shall be Search, Rescue, and Recovery Resources of Minnesota ("SRRRMN").

ARTICLE II

REGISTERED OFFICE

The registered office of SRRRMN shall be at 5229 32nd Avenue South, Minneapolis, Minnesota, 55417-2032.

ARTICLE III

DURATION

The duration of SRRRMN shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of SRRRMN shall be for charitable, religious, scientific, literary, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. All funds whether income or principle and whether acquired by gifts or contributions, or otherwise, shall be devoted to said purposes.

ARTICLE V

NO PECUNIARY GAIN

SRRRMN shall not afford pecuniary gain, incidentally or otherwise to its Members (as hereinafter defined). No part of the net earnings of SRRRMN shall inure to the benefit of any Member of SRRRMN, except that reasonable compensation may be paid for services rendered to or for SRRRMN affecting one or more of its purposes. Such net earnings, if any, of SRRRMN shall be used to carry out the nonprofit corporate purposes set forth in Article IV above. No substantial part of the activities of SRRRMN shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SRRRMN shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, SRRRMN shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DISSOLUTION

At the time of dissolution of SRRRMN, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of SRRRMN, dispose of SRRRMN's assets exclusively for the purposes of SRRRMN in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or to such organization(s) as the court may decree, which are organized and operated exclusively for such purposes.

ARTICLE VII

CAPITAL STOCK

This corporation shall have no capital stock.

ARTICLE VIII

MEMBERS

SRRRMN shall have one or more classes of members who shall have such voting rights and who shall be ascertained as prescribed in the Bylaws of SRRRMN (the "Voting Members"). SRRRMN may also have one or more classes of non-voting members (the "Non-Voting Members," and, together with the Voting Members, the "Members"). The Board of Directors may establish one or more additional classes Non-Voting Members upon such conditions and terms as it may from time to time deem appropriate. The Members shall have only the membership rights and privileges described in the Bylaws of SRRRMN.

ARTICLE IX

BOARD OF DIRECTORS

The management and direction of the business of SRRRMN shall be vested in its Board of Directors. The number of directors constituting the SRRRMN Board of Directors shall be seven (7). The 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 Amended and Restated Articles of Incorporation shall be as specified from time to time in the Bylaws of SRRRMN.

ARTICLE X

BOARD ACTION IN WRITING

Any action required or permitted to be taken at a meeting of the Board of Directors, and not requiring Member approval, may be taken by written action signed or consented to by authenticated electronic communication 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 XI

AMENDMENT


These Amended and Restated Articles of Incorporation may be amended from time to time in the manner described in the Bylaws of SRRRMN.

ARTICLE XII

PERSONAL LIABILITY

There shall be no personal liability of any of the directors, officers or Members of SRRRMN for any debts or obligations of SRRRMN or any nature whatsoever, nor shall any of the property of the directors, officers or Members be subject to the payment of the debts or obligations of SRRRMN to any extent whatsoever.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this 17th day of April, 2009.

Kenneth A. L. Anderson 

Signature


Kenneth A. L. Anderson

Printed Name

President

Title

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 21 2009 

Mark Ritchie
Secretary of State

