

**AMENDED TO ARTICLES OF INCORPORATION  
OF  
HEROES HELPING HEROES**

The undersigned, of full age, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 317A, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, and all amendments thereto, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be “Heroes Helping Heroes”.

**ARTICLE II**

The corporation is organized and shall be operated exclusively for educational and charitable purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote and administer education and charitable activities, causes and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and, but only if 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 are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, (2) that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, and (3) that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986, as amended.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes.

Notwithstanding any other provisions of these Articles of Incorporation, no member, officer, director, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from private foundation classification under Section 509(a) of the Internal Revenue Code and its Regulations as they may now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they have hereafter be amended.

**ARTICLE III**

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of the corporation shall be carried on, and all funds of the corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for religious, charitable, scientific, literary or educational purposes directly or indirectly benefiting the corporation,

and in such manner that no part of the net earnings of the corporation will in any vent unsure to the benefit of any member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of the corporation or of any other corporation, organization, foundation, fund or institution, or any other individual. The corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in the furtherance of one or more of the exempt purposes specified in Section 510(c)(3) of the Internal Revenue Code of 1986, as amended, and treasury regulations issues thereunder. No part of the principal, assets or net income of the corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall the corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and treasury regulations issued thereunder. No member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and treasury regulations issued thereunder.

#### **ARTICLE IV**

The corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sex, marital status, sexual preference, statue with regard to public assistance, disability or age.

#### **ARTICLE V**

The corporation is not organized for profit and does not afford pecuniary gain incidentally or otherwise, to any person by reason of membership therein or as a member thereof.

#### **ARTICLE VI**

The location and post office address of the corporation's registered office in the State of Minnesota shall be 6099 French Lake Trail, Faribault MN 55021.

#### **ARTICLE VII**

The corporation shall have no capital stock or shares.

#### **ARTICLE VIII**

The duration of the corporation shall be perpetual.

#### **ARTICLE IX**

The name and post office address of the incorporator is as follows:

Name  
Christopher Steward

Address

#### **ARTICLE X**

The corporation shall have voting members who shall have all the rights and privileges of the corporation. The Bylaws may also provide for nonvoting members of one or more classes who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

#### **ARTICLE XI**

The management and direction of the business and affairs of the corporation shall be vested in the Board of Directors.

The number of directors of the corporation shall be not greater than eleven and not less than three, and each director shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification.

#### **ARTICLE XII**

The members of the corporation shall not have the right of cumulative voting.

#### **ARTICLE XIII**

An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, and in the case of an action which need not be approved by the members, such action may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the directors at which all directors were present.

#### **ARTICLE XIV**

The officers, directors and members of the corporation shall not be personally liable to any extent whatsoever for any debts or obligations of the corporation.

#### **ARTICLE XV**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office, at a meeting for which notice of the meeting and the proposed amendment have been given.

#### **ARTICLE XVI**

The corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, and after the payment of all liabilities and obligations of the corporation and all costs and expenses incurred by the corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986, all in such proportions as shall be determined (1) by the Board of Directors of the corporation if the dissolution of the corporation is not required by laws of the State of Minnesota then in existence to be conducted under court supervisions, or (2) by a court of competent jurisdiction if the dissolution of the corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article XII, if any assets are then held by the corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of the corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

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