



**To All To Whom These Presents Shall Come, Greeting:**

**Whereas**, Articles of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the —21st— day of November, A. D. 19 24 for the incorporation of

Neighbor, Inc.

under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317,

**Now, Therefore**, I, Arlen I. Erdahl, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that the said

Neighbor, Inc.

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this —twenty-first— day of November in the year of our Lord one thousand nine hundred and seventy-four

*Arlen I. Erdahl*  
Secretary of State.

M-63

ARTICLES OF INCORPORATION  
OF  
NEIGHBORS, INC.

2-42, 688

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317 Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be Neighbors, Inc.

ARTICLE II.

The purpose of this corporation shall be to establish and carry out a method to provide personal assistance primarily through the use of volunteers to individuals in need, whose needs are not met by any other existing organization or institution in the area to be served.

ARTICLE III.

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE IV.

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE V.

The location of the registered office of this corporation in this state is 200 Marie Avenue, South St. Paul, Minnesota 55075.

ARTICLE VI.

The name and address of each incorporator of this corporation is:

Janece Holmes  
604 - 21st Avenue North  
South St. Paul, MN 55075

Nancy L. Foote  
1100 Barclay Street  
St. Paul, MN 55106

Geraldine C. Bass  
3166 East 78th Street  
Inver Grove Heights, MN 55075

ARTICLE VII.

The number of directors constituting the first Board of Directors of this corporation shall be not less than six (6), nor more than sixteen (16), and the tenure in office of such first Board of Directors shall be two (2) years, or until successors are elected and qualified. The name and address of each such first director is:

Ann Altman  
1660 James Road  
St. Paul, MN 55118

Kay Andrews  
314 Emerson Avenue E.  
West St. Paul, MN 55118

Geraldine C. Bass  
3166 East 78th Street  
Inver Grove Heights, MN 55075

Jeanette Birnstengel  
1610 South Concord Street  
South St. Paul, MN 55075

Norma Bollum  
247 - 15th Avenue North  
South St. Paul, MN 55075

Louise Carroll  
785 Upper Colonial Drive  
St. Paul, MN 55118

Billie Conlon  
420 - 5th Avenue North  
South St. Paul, MN 55075

George Crim  
507 - 7th Avenue North  
South St. Paul, MN 55075

George Hanna  
508 - 9th Avenue North  
South St. Paul, MN 55075

Janece Holmes  
604 - 21st Avenue North  
South St. Paul, MN 55075

Marilyn Johnson  
733 - 21st Avenue North  
South St. Paul, MN 55075

Z-42, 690

Bernice Killian  
221 Baron Lane  
South St. Paul, MN 55075

Aileen Oberaigner  
817 - 19th Avenue North  
South St. Paul, MN 55075

Betty Olson  
1855 Hunter Lane  
St. Paul, MN 55118

Barbara Osiecki  
386 East Carmel Street  
West St. Paul, MN 55118

Betty Wartman  
1651 James Road  
St. Paul, MN 55118

ARTICLE VIII.

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection, are as follows: No personal liability.

ARTICLE IX.

This corporation shall have no capital stock.

IN TESTIMONY WHEREOF, We have hereunto subscribed our names this 14th day of November, 1974.

Janece Holmes  
Janece Holmes

Nancy L. Foote  
Nancy L. Foote

Geraldine C. Bass  
Geraldine C. Bass

2-47, 691

STATE OF MINNESOTA)  
(SS  
COUNTY OF DAKOTA )

On this 14th day of November, 1974,  
before me, a Notary Public within and for said County, personally  
appeared Janece Holmes, Nancy L. Foote and Geraldine C. Bass, to me  
known to be the persons described in and who executed the foregoing  
Articles of Incorporation of Neighbors, Inc., and acknowledged that  
they executed the same as their free act and deed, for the uses and  
purposes therein expressed.

*[Signature]*



STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 21 day of Nov.  
A. D. 19 74 at 9 o'clock A. M.,  
and was duly recorded in Book 2-47  
of incorporations, on page 688  
*Arden J. Erdahl*  
Secretary of State

APPROD & FILED  
INDEXED  
SERIALIZED  
FILED

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P-51,461

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
NEIGHBORS, INC.

We, the undersigned, C. Burton Seeker and Roger Sundgaard, respectively the President and Vice President of Neighbors, Inc., a corporation subject to the provisions of Chapter 317, known as the Minnesota Non-Profit Corporation Act, do hereby certify that at a special meeting of the members of said corporation, notice of such meeting, proposal to amend and nature of such proposal having been mailed to each member entitled to vote thereon at least ten days prior to such meeting, held at 2855 East 47th Street, in the City of Inver Grove Heights, County of Dakota, as designated in such notice, on the 17th day of October, 1979, resolutions as hereinafter set forth were adopted by a unanimous vote of said members, presented in person or by proxy:

275897

"RESOLVED, that Articles II, III, V and IX of the Articles of Incorporation of Neighbors, Inc., be, and the same hereby are, amended to read as follows:

II.

The purpose of this corporation shall be to establish and carry out a method to provide personal assistance primarily through the use of volunteers to individuals in need, whose needs are not met by any other existing organization or institution in the area to be served. The purposes shall be charitable, religious and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

III.

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

P-51,462

V.

The location of the registered office of the corporation in this state is 222 North Concord Street, South St. Paul, Mn. 55075.

IX.

This corporation shall have no capital stock. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, We have subscribed our names this 17<sup>th</sup> day of October, 1979.

C. Burton Seeker  
C. Burton Seeker, President

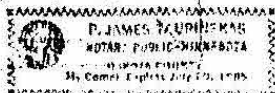
Roger Sundgaard  
Roger Sundgaard, Vice President

STATE OF MINNESOTA (

)SS

COUNTY OF DAKOTA (

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of October, 1979, by C. Burton Seeker and Roger Sundgaard, respectively the President and Vice President of Neighbors, Inc., a Minnesota corporation, on behalf of this corporation.



P. James Lauritzen  
Notary Public

This instrument was drafted by:  
**TAURINSKAS AND HAYN, P.A.**  
 Attorneys at Law  
 412 South 1st St.  
 Suite 20, Paul, Minnesota 55075

The location of the corporation office is the north  
 in this space is 222 North Concord Street, Paul, Minnesota 55075.  
 This corporation shall have no capital stock. It shall  
 have no officers or directors. The names of persons in the  
 of the corporation, except of all of the assets of the corporation  
 exclusively for the benefit of the corporation in such manner, or  
 exclusively for the benefit of any individual or individuals who are  
 exclusively for charitable, educational, religious or recreational purposes  
 shall be paid of the time shall be an exempt organization as  
 organizations under Section 501 (c)(3) of the Internal Revenue Code  
 of 1954 (or the corresponding provisions of any future state or federal  
 Internal Revenue Code) or the power of the corporation shall be limited  
 any or such amount as may be found or agreed or determined by the  
 board of directors or officers of the corporation or any of them  
 in their discretion, to be expended for the benefit of the corporation  
 or for the benefit of any individual or individuals who are  
 exclusively for charitable, educational, religious or recreational purposes.  
 The corporation shall have no other purpose or purposes.  
 In testimony whereof, we have hereunto set our hands and the seal of the corporation  
 at Paul, Minnesota, this 29th day of July, 1979.

P.51, 463

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within instrument was filed for record in this office on the 29th day of July, 1979.	
A. D. 1979	at 1:00 o'clock P.M.
and was duly recorded in Book P.51	
of Incorporations at page 463	
John Anderson Browe	
Secretary of State	



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State of Minnesota  
Office of the Secretary of State

953

Notice of Change of  
Registered Office—Registered Agent or Both  
by

Name of Corporation <b>Neighbors, Inc.</b>
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Pursuant to Minnesota Statutes, Section 302A.123, 404.10, 317.19, 317A.123 or 308A.025 the undersigned hereby certifies that the Board of Directors of the above named Corporation has resolved to change the corporation's registered office and/or agent to:

Agent's Name	If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME <b>none</b>			
Address (No. & Street)	(You may not list a P.O. Box, but you may list a rural route and box number) <b>218 - 13th Ave. S.</b>			
	City <b>South St. Paul</b>	County <b>Dakota</b>	MN	Zip <b>55075</b>
Mailing Address	(If different than address above—P.O. Box is acceptable) <b>P.O. Box 269</b>			
	City <b>South St. Paul</b>	County <b>Dakota</b>	MN	Zip <b>55075</b>

The new address may not be a post office box. It must be a street address, pursuant to Minnesota Statutes, Section 302A.011, Subd. 3., 303.02, Subd. 5., 317.02 Subd. 13., 317A.01 Subd. 2.

This change is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State, in this box.

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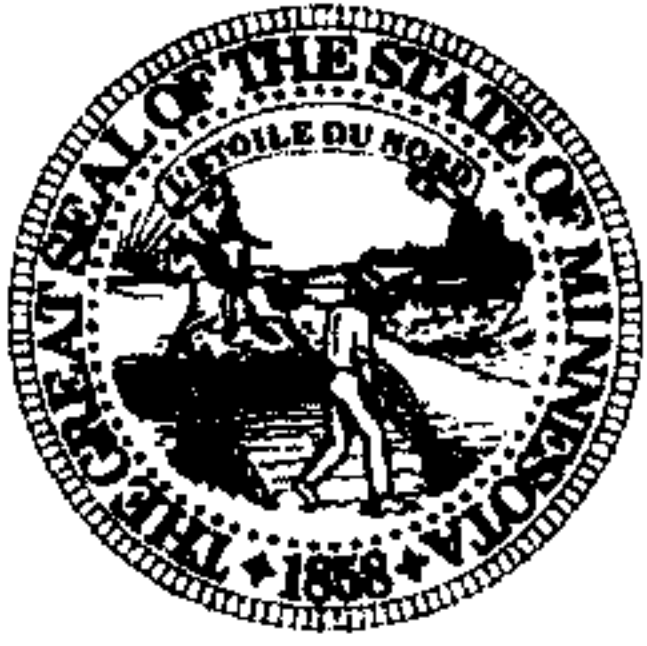
I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this certificate under oath.

Name of Officer or Other Authorized Agent of Corporation (Please Print) <b>James R. Adams</b>	Signature <i>James R. Adams</i>
Title or Office <b>Executive Director</b>	Date <b>01-12-90</b>

Do not write below this line. For Secretary of State's use only.

Receipt Number <b>396516</b>	File Date <b>FEB 5 1990</b> N.P.A.R.
Filing Fee: <b>\$35.00</b>	STATE OF MINNESOTA DEPARTMENT OF STATE FILED
Return to: <b>Business Services Division Office of the Secretary of State 180 State Office Building St. Paul, MN 55163 (612) 296-2803</b>	<i>James R. Adams</i> Secretary of State
Make checks payable to: Secretary of State	

TO FILE THE REGISTRATION FOR THE 1990 CALENDAR YEAR YOU MUST ALSO COMPLETE THE REVERSE SIDE OF THIS FORM.



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## STATE OF MINNESOTA SECRETARY OF STATE

## AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the Secretary of State (YOUR CANCELLED CHECK IS YOUR RECEIPT) for filing this "Amendment of Articles of Incorporation".
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Neighbors, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

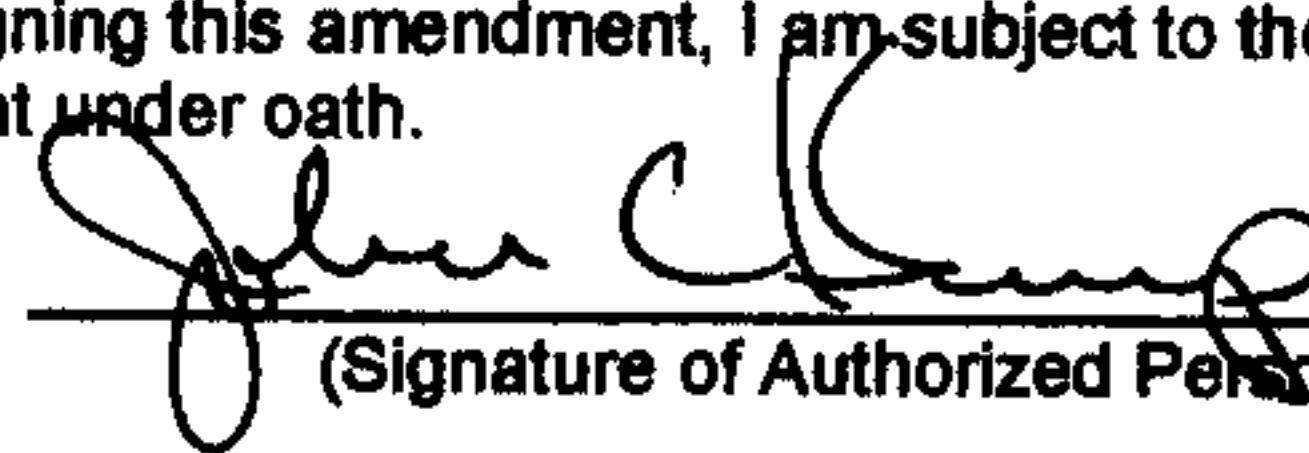
Format (mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form \_\_\_\_.)

ARTICLE V

The location of the registered office of this corporation in this state is 218 13th Avenue South, South St. Paul, Minnesota 55075

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

  
 (Signature of Authorized Person)

Name and telephone number of contact person: John C. Kemp

Please print legibly

(651) 306-2140

If you have any questions please contact the Secretary of State's office at (651)296-2803.

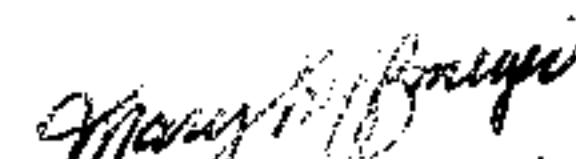
MAIL TO: Secretary of State  
 Corporate Division  
 180 State Office Building  
 100 Rev. Dr. Martin Luther King Jr. Blvd  
 St. Paul, MN 55155-1299

(No walk-in service available at this location for corporate, UCC or notary)

STATE OF MINNESOTA  
DEPARTMENT OF STATE

FILED

JUL 03 2006

  
 Secretary of State

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Walk-in service is available at our public counter located in the Minnesota State Retirement System Bldg, 60 Empire Drive, Suite #100, St. Paul, MN 55103.

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance, or political opinions or affiliations in employment or the provision of services. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/Voice. For TTY communication, contact the Minnesota Relay Service at 1-800-627-3529 and

m-43

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REGISTERED OFFICE



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## STATE OF MINNESOTA SECRETARY OF STATE

## AMENDMENT OF ARTICLES OF INCORPORATION

## READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Secretary of State.
2. There is a \$35.00 fee payable to the MN Secretary of State,
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Neighbors, Inc.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format (mm/dd/yyyy)

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## ARTICLE V

The location of the registered office of this corporation in this state is 222 Grand Ave W., South St. Paul, MN 55075. ✓

This amendment has been approved pursuant to Minnesota Statutes, Chapter 302A or 317A.

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Authorized Person or Authorized Agent

Name and telephone number of contact person:

John C Kemp

Please Print Legibly

651 306-2140

Phone Number

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
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FILE IN-PERSON OR MAIL TO:  
Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103

(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

To obtain a copy of a form you can go to our web site at [www.sos.state.mn.us](http://www.sos.state.mn.us), or contact us between 9:00am to 4:00pm Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

Secretary of State

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfilled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651) 296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651) 296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.