

Amended & Restated Articles of Incorporation of Neighbors, Inc.

The undersigned is of legal age and through this document adopt and invoke the rights and responsibilities of the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A of the Minnesota Statutes, and as amended, with the intent to amend the nonprofit corporation and adopt the following Amended and Restated Articles of Incorporation:

1. Name of Organization

The name of the nonprofit corporation is “Neighbors, Inc.” (hereinafter “Corporation”).

2. Registered Office Address and Mailing Address

Corporation’s registered office and mailing address is:

Neighbors, Inc.
222 Grand Avenue West
South St. Paul, MN 55075

3. Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather will be operated exclusively for exempt purposes.

The specific purpose of Corporation will be:

Charitable: Relief of the poor, the distressed, or the underprivileged, through social-service agency programs. Specifically, providing emergency assistance and supportive assistance programs to low-income community members in the northern Dakota County communities.

4. Exemption Requirements & Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

- i.** Corporation’s service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
- ii.** No part of Corporation’s annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.

- iii. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).
- iv. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.
- v. Corporation will have no capital stock.
- vi. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

b. Powers

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

c. Written Action

Pursuant to state law, any action required or permitted to be taken at a Board of Director's meeting 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 at which all directors were present.

d. Community Benefit

Corporation is operated for community benefit and will impose only reasonable charges for any services and benefits provided to the community.

5. Membership / Board of Directors

Corporation has no voting members. Rather, the management of the affairs of Corporation will be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director will have any right, title, or interest in or to any property of Corporation.

6. Limited Liability & Indemnification

a. Standard of Conduct

Directors, Officers, and high-level employees are considered fiduciaries of the Corporation. These fiduciaries will discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the corporation and is protected by the business judgment rule.

b. Indemnification and Limited Liability

The Corporation will indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions) in their capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section will comply with and follow the requirements as provided by state statutes governing nonprofit corporations. Subject to state law, indemnification is allowable if the Director, Officer, or high-level employee has acted in good faith in accordance with the required Standard of Conduct.

c. Limited Liability

No Director, Officer, or employee of Corporation will be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, or employee will be subject to payment by the Corporation as a debt or obligation.

d. Insurance

Corporation will have the power to acquire insurance coverages in order to protect the organization from expenses arising from legal liability.

e. Repeal or Modification

Any repeal or modification of this Article by the Directors of Corporation will not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.

f. Statutory Amendments

If state statutes providing for limited liability is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, or employee, then the liability of that person will be eliminated or limited to the fullest extent permitted by state law.

7. Conflicts of Interest Policy

Corporation has adopted a Conflicts of Interest Policy that meets IRS requirements and nonprofit sector best practices. The purpose of a conflicts of interest policy is to protect the Corporation when the Corporation is contemplating conducting transactions that might benefit the private interest of an Officer or Director of Corporation or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8. Gift Acceptance

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to, money, real property, personal property, stock, other assets, and in-kind goods or services.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

Directors and Officers will not personally accept gifts, entertainment, beneficial actions, or other tokens of recognition from individuals or entities when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that the action is or could be intended to influence the Director or Officer in the performance of their duties. However, this policy does not apply to the acceptance of items or entertainment of nominal value that are not related to any particular transaction or activity of Corporation.

9. Duration & Dissolution

The duration of Corporation's corporate existence is perpetual unless dissolved. Methods and procedures of Dissolution will be governed by Minnesota Statutes.

10. Distribution of Assets Upon Dissolution

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

IN WITNESS WHEREOF, the undersigned, subscribes to this document to amend and restate the Articles of Incorporation for the Corporation named above under the laws of the State of Minnesota.

Scott Nugent, Board Chair

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