

**ARTICLES OF INCORPORATION
OF
RENEWING HOPE RESOURCES**

The undersigned, for the purpose of forming a corporation under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of this corporation shall be Renewing Hope Resources.

**ARTICLE II
Purposes and Activities**

This corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes, within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to raise funds for urban organizations, as defined in the by-laws, through any means authorized by law.

**ARTICLE III
Powers**

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article II above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, encumber, any such property; and exercise any other powers that are

consistent with the foregoing purposes and that are afforded to this corporation under the Minnesota Nonprofit Corporation Act.

ARTICLE IV Restrictions

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article IV shall govern the activities of this corporation.

This corporation shall not engage in any activity which may not be carried on (i) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article II above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

ARTICLE V
Registered Office

The registered office of this corporation shall be located at 3015 13 Ave. S., Minneapolis, Minnesota 55407.

ARTICLE VI
Incorporator

The name and address of the incorporator, who is an adult, natural person, is:

Tom Goodrich
3015 13th Ave. S.
Minneapolis, MN 55407

ARTICLE VII
Board of Directors

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The Bylaws of this corporation shall specify the number, qualifications, term of office, method of election, procedure for discipline and removing, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

ARTICLE VIII
Members

This corporation shall have no voting members. Any action that would otherwise require member approval under Minnesota law shall be taken upon approval by the Board of Directors. The Board of Directors may establish one or more classes of nonvoting members upon such terms and conditions as it from time to time deems appropriate.

ARTICLE IX
No Personal Liability

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

ARTICLE X
Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI
Written Actions

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by all of the directors, except for an action which does not require board approval, which may be signed 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. When an action is taken by less than all of the directors, all directors must be notified immediately of its text and effective date.

ARTICLE XII
Dissolution

This corporation may be dissolved in accordance with the Laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Minnesota, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the

State of Minnesota then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this 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 contained in this Article XII, if any assets are then held by this 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 this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation on _____, 2004.

_____, Incorporator