



## Education and Housing Equity Project Records.

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# Riverside Bank

Account Application-  
COMMERCIAL

Business Name EDUCATION AND HOUSING EQUITY PROJECT Tax I.D.# 41-1842393  
 Address 2211 RIVERSIDE AVE, CB 185 Phone # (612) 330-1505  
 City MINNEAPOLIS, MN State MN Zip Code 55454

Principal Name RICHARD C. LITTLE, EXECUTIVE DIRECTOR Home Phone # (612) 724-5662  
 Address 4909- 29TH AVE. SO. State MN Zip Code 55417  
 City MINNEAPOLIS, Phone # Office: 330-1505  
 Primary Contact SAME

Signers(1) Name Richard C. Little SS# [REDACTED] DL# [REDACTED]  
 Signers(2) Name Jay Sorensen-Navarre SS# [REDACTED] DL# [REDACTED]  
 Signers(3) Name Barbara Bearman SS# [REDACTED] DL# [REDACTED]  
 Signers(4) Name Matthew Little SS# [REDACTED] DL# [REDACTED]

Business Organization Type NON-PROFIT ~~ORGANIZATION~~ CORPORATION State MN  
 Date of Authorization Documents \_\_\_\_\_  
 Referred by \_\_\_\_\_

Initial Deposit: \_\_\_\_\_ Type: Checks

Type of Account

<u>Commercial Checking</u>	<u>Savings</u>	_____ Certificate of Deposit
_____ Regular Commercial	_____ Money Market Savings	
_____ Small Business	_____ Regular Savings	
<input checked="" type="checkbox"/> Nonprofit		

THE STATEMENTS ON THIS APPLICATION ARE TRUE.

RICHARD C. LITTLE  
 Richard C. Little  
 Signed \_\_\_\_\_ Date 1-7-99

**For Bank Use Only**

OPENED BY \_\_\_\_\_ DATE \_\_\_\_\_ ON COMPUTER \_\_\_\_\_

Chex Systems Verification ID Verification OFAC Verification  
 Signer (1) Richard C Little - no Records No Retail Indicator  
 Signer (2) Education & Housing Equity Project  
 Signer (3) \_\_\_\_\_  
 Signer (4) \_\_\_\_\_

COMMENTS \_\_\_\_\_

**RIVERSIDE BANK  
TWO SIGNATURES REQUIRED AGREEMENT**

Agreement dated February 4, 1999 between Riverside Bank (Bank) and Education and Housing Equity Project (Company).

Regarding checking account #0052396. Company requires that two authorized signatures are required for any withdrawal over \$250.00 taken from the above account in any amount. The company authorizes the Bank to deny any withdrawal from the account if the above conditions are not fulfilled.

The conditions apply only to direct withdrawals. Telephone transfers between accounts of the same ownership will not be restricted unless this paragraph is stricken and initialed.

Company understands that this agreement is contingent on the requirement that withdrawal slips include two signature lines and disclose the conditions in the space above the signature lines (i.e., "two signatures required"). Company is responsible for verifying that the withdrawal slips meet these specifications before negotiating any withdrawals drawn on the account. Company agrees that the bank will not be responsible for financial losses resulting from withdrawals that do not meet the above requirements.

This agreement shall become effective upon acceptance by the Company and the Bank. It is further understood that this agreement and its provisions may be amended or modified with five days notice by the Bank, or terminated with five day notice by either the Company or the Bank.

APPROVED AND ACCEPTED

APPROVED AND ACCEPTED  
RIVERSIDE BANK

By: \_\_\_\_\_

\_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

MP  
12-943



MINNESOTA SECRETARY OF STATE  
AMENDMENT OF ARTICLES OF INCORPORATION

4871

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

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

CITIZENS FOR INTEGRATED COMMUNITIES, 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.

MAY 1, 1996

The following amendment(s) of 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 1.)

ARTICLE 1

The name of the Corporation is the Education and Housing Equity Project.

The registered office address is

122 W. Franklin Ave #320  
Minneapolis MN 55404

per MA

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.

Michael Anderson

(Signature of Authorized Person)

INSTRUCTIONS

1. Type or print with black ink.
2. A Filing Fee of: \$35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State  
180 State Office Building  
100 Constitution Ave.  
St. Paul, MN 55155-1299  
(612)296-2803

262405

FOR OFFICE USE ONLY

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAY 24 1996

James Anderson  
Secretary of State

MA



**MINNESOTA SECRETARY OF STATE  
AMENDMENT OF ARTICLES OF INCORPORATION**

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

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

**Citizens for Integrated Communities, 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.

April 30, 1996

The following amendment(s) of 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 1.)

ARTICLE 1

The name of the Corporation is the Education and Housing Equity Project.

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.

*Matthew Little*

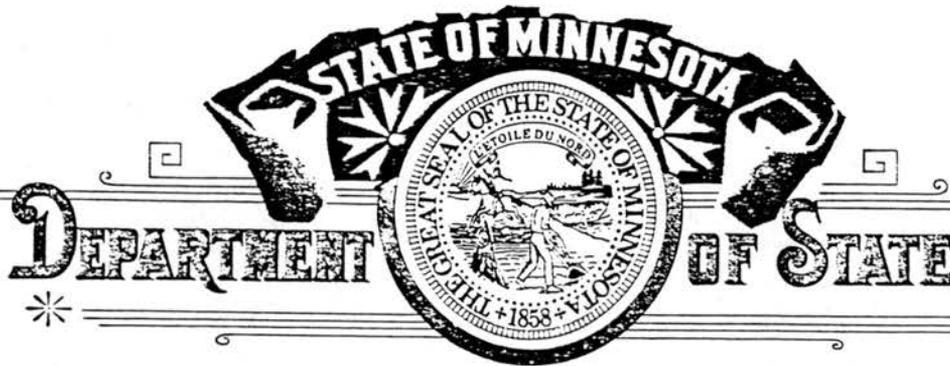
(Signature of Authorized Person)

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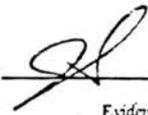
**FOR OFFICE USE ONLY**



This is to acknowledge that the items described below have been accepted by the Secretary of State of Minnesota on the date noted. Those documents will be microfilmed and the original will be returned to the submitter within ten days. The microfilm will be available for public inspection at the office of the Secretary of State.

Description of Item <i>Art. of Inc.</i>	Date Accepted <i>2/24/95</i>	RI No. NOT VALID UNTIL RI NUMBER IS AFFIXED <i>065195</i>
Company Name <i>Citizens For Integrated Communities, Inc.</i>		

State of Minnesota  
Office of the Secretary of State  
Corporation Division  
180 State Office Building  
St. Paul, MN 55155 (612) 296-2803

by:   
Evidence of Filing SC-00184-01

State of Minnesota

6100

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## SECRETARY OF STATE

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### CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Citizens For Integrated Communities, Inc.

Corporate Charter Number: 1L-943

Chapter Formed Under: 317A

This certificate has been issued on 02/24/1995.



*Joan Anderson Grove*  
Secretary of State.

1L-943

**ARTICLES OF INCORPORATION  
OF  
CITIZENS FOR INTEGRATED COMMUNITIES, INC.**

The undersigned hereby creates a corporation under Chapter 317A of the Minnesota Statutes and adopts the following Articles of Incorporation.

**ARTICLE 1**

**NAME**

The name of the Corporation is Citizens For Integrated Communities, Inc. ✕

**ARTICLE 2**

**PURPOSE**

The purpose of this corporation shall be to foster and promote charitable, scientific, literary and educational aims, as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE 3**

**INUREMENT OF INCOME**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE 4**

**REGISTERED OFFICE**

The address of the registered office of the Corporation is 3300 Norwest Center, 90 South Seventh Street, Minneapolis, Minnesota 55402-4140.

**ARTICLE 5**

**INCORPORATOR**

The name and address of the incorporator of the corporation is:

Jeanmarie T. Sales  
3300 Norwest Center  
90 South 7th Street  
Minneapolis, MN 55402

## ARTICLE 6

## PERSONAL LIABILITY

There shall be no personal liability of any of the directors or officers of this corporation for any obligation of this corporation of any nature whatsoever; nor shall any of the property of any director or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

## ARTICLE 7

## CAPITAL STOCK

This corporation shall have no capital stock.

## ARTICLE 8

## WRITTEN ACTION BY LESS THAN ALL OF THE DIRECTORS

Any action required or permitted to be taken at a Board meeting, other than an action requiring shareholder approval, may be taken by written action of the Board of Directors if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

## ARTICLE 9

## LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation 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.

## ARTICLE 10

## OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE XI

## CORPORATE POWER LIMITATIONS

The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## ARTICLE XII

### OFFICERS

The officers of this corporation, the manner for electing said officers, and the term of the officers of this corporation shall be determined in the manner provided in the Bylaws of this corporation.

## ARTICLE XIII

### DISSOLUTION CLAUSE

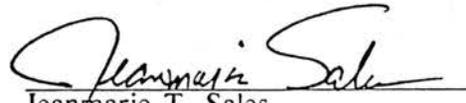
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or 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 Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District 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.

## ARTICLE XIV

### INTERNAL REVENUE CODE

Any reference in these Articles of Incorporation to the Internal Revenue Code of 1986, as amended, shall include the corresponding provisions of any later federal tax laws.

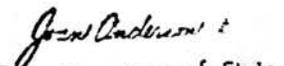
IN WITNESS WHEREOF, the undersigned has hereunto set her hand effective this 23rd day of February, 1995.

  
Jeanmarie T. Sales  
Incorporator

F:\atty\sales\citizen.art

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 24 1995

  
Joan Anderson  
Secretary of State

**WRITTEN ACTION  
IN LIEU OF A FIRST MEETING OF  
THE BOARD OF DIRECTORS OF  
CITIZENS FOR INTEGRATED COMMUNITIES, INC.**

Effective <sup>0-1-19</sup> ~~March~~ 19, 1995

The undersigned, consisting of all or a majority of the members of the Board of Directors of Citizens for Integrated Communities, Inc. (the "Corporation"), in accordance with Section 317A.239, Subd. 1, of the Minnesota Non-Profit Corporation Act, do hereby take and adopt the following written action:

**ARTICLES OF INCORPORATION**

RESOLVED: That the Secretary of the Corporation is hereby directed to cause a copy of the Articles of Incorporation, as filed with the Secretary of State of Minnesota, attached hereto as Exhibit A, to be inserted in the corporate minute book and made a permanent part of the records of the Corporation.

**BYLAWS**

RESOLVED: That the Bylaws of the Corporation in the form presented to the Board of Directors, and attached hereto as Exhibit B, are hereby adopted, ratified and confirmed in all respects, and that the Secretary of the Corporation is hereby directed to sign said Bylaws, indicate the date of adoption thereon and insert said Bylaws into the minute book of the Corporation.

**ELECTION OF OFFICERS**

RESOLVED: That the following persons are hereby elected to serve as officers of the Corporation in the positions designated below across from their names, and to hold such offices until the next annual meeting of the Board of Directors and until their successors shall have been elected and shall have qualified:

Matthew Little

Chief Executive Officer  
and President

Mike Anderson

Chief Financial  
Officer and Treasurer

Barbara Bearman

Secretary

### BANKING RESOLUTIONS

RESOLVED: That others of the Corporation are hereby authorized to establish one or more banking accounts for the Corporation.

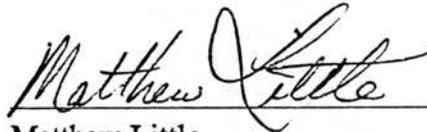
### APPOINTMENT OF FISCAL AGENT

RESOLVED: That the officers of the corporation are hereby authorized to appoint the Metropolitan Interfaith Council on Affordable Housing (MICAH) or such other 501(c)(3) as fiscal agent for the Corporation, and to pay such fiscal agent its customary fees for such services.

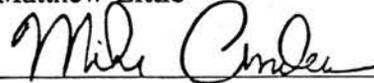
### RATIFICATION OF THE ACTS OF THE INCORPORATOR

RESOLVED: That the acts of the incorporator in creating the Corporation are hereby approved, adopted and ratified in all respects.

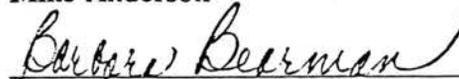
IN WITNESS WHEREOF, the undersigned have signed this written action to be effective as of the 19 day of ~~March~~, 1995.  
*October*



Matthew Little



Mike Anderson



Barbara Bearman

**DIRECTORS**

BY-LAWS  
OF  
CITIZENS FOR INTEGRATED COMMUNITIES, INC.

ARTICLE 1

OFFICES

1.1 Registered Office. The registered office of the Corporation shall be located within the State of Minnesota as set forth in the Articles of Incorporation. The Board of Directors shall have authority to change the registered office of the Corporation and a statement evidencing any such change shall be filed with the Secretary of State of Minnesota as required by law.

1.2 Offices. The Corporation may have other offices, including its principal business office, either within or without the State of Minnesota.

ARTICLE 2

CORPORATE SEAL

2.1 Corporate Seal. The Board of Directors shall determine whether or not the Corporation will adopt a corporate seal. If a corporate seal is adopted, inscribed on the corporate seal shall be the name of the Corporation and the words "Corporate Seal," and when so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Secretary of the Corporation.

ARTICLE 3

DIRECTORS

3.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors which shall initially consist of three directors. In addition to the powers and authorities by these By-Laws expressly conferred upon it, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Articles of Incorporation or these By-Laws directed or required to be exercised or done by the shareholders.

3.2 Number. The number of directors may be increased by resolution adopted by the affirmative vote of a majority of the Board of Directors. Any newly created directorships established by the Board of Directors shall be filled by a majority vote of the directors serving at the time of increase.

3.3 Qualifications and Term of Office. Directors need not be residents of the State of Minnesota. The Board of Directors shall be elected by the Board of Directors at an annual meeting and at any special meeting called for that purpose. A director shall hold office until the annual meeting for the year in which his or her term expires and until the director's successor is elected and qualifies, or until the earlier death, resignation, removal, or disqualification of the director.

3.4 Quorum. A majority of the Board of Directors constitutes a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation, or otherwise, a majority of the remaining directors constitutes a quorum. If less than a quorum is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.5 Action of Directors. The acts of a majority of the directors present at a meeting at which a quorum is present are the acts of the Board of Directors.

3.6 Meetings. Meetings of the Board of Directors may be held from time to time at any place, within or without the State of Minnesota, that the Board of Directors may select. The President or any director may call a meeting of the Board of Directors by giving notice to all directors of the date, time and place of the meeting. If the notice is to be mailed, then the notice must be mailed to each director at least five (5) calendar days prior to the meeting. If the notice is not to be mailed, then the notice must be given at least twenty-four (24) hours prior to the meeting. If the date, time and place of the meeting of the Board of Directors has been announced at a previous meeting of the Board of Directors, no additional notice of such meeting is required, except that notice shall be given to all directors who were not present at the previous meeting. Notice of the meeting of the Board of Directors need not state the purpose of the meeting. A director may orally or in writing waive notice of the meeting. Attendance by a director at a meeting of the Board of Directors also constitutes a waiver of notice of such meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and such director does not participate thereafter in the meeting.

3.7 Meeting by Electronic Communications. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitutes meeting of the Board of Directors if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a Board of Directors meeting under these By-Laws. In any Board of Directors meeting, a director may participate by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting.

3.8 Compensation. Directors may receive such compensation as may be determined from time to time by resolution of the Board of Directors.

3.9 Committee. By the affirmative vote of a majority of the directors, the Board of Directors may establish a committee or committees having the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in the resolution adopted by the Board of Directors. A committee shall consist of one or more persons, who need not be directors, that have been appointed by affirmative vote of a majority of the directors present. A majority of the members of the committee present at any meeting of the committee is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the resolution approved by the Board of Directors. Minutes of any meetings of committees created by the Board of Directors shall be available upon request to members of the committee and to any director.

3.10 Action by Absent Director. A director may give advance written consent or opposition to a proposal to be acted upon at a Board of Directors meeting by giving a written statement to the President, Treasurer, or any director which sets forth the proposal to be voted on and contains a statement of the director's voting preference with regard to the proposal. An advance written statement does not constitute presence of the director for purposes of determining a quorum, but the advance written statement shall be counted in the vote on the subject proposal provided that the proposal acted on at the meeting is substantially the same or has substantially the same effect

as the proposal set forth in the advance written statement. The advance written statement by a director on a proposal shall be included in the records of the Board of Directors' action on the proposal.

3.11 Removal of Directors by Board of Directors. Any director may be removed by a majority vote of all directors constituting the Board, exclusive of the director whose removal is proposed.

3.12 Vacancies. Any vacancy on the Board of Directors may be filled by vote of the remaining directors, even though less than a quorum.

3.13 Written Action by Less than All of the Directors. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting and notice thereof if a consent in writing setting forth the action taken is signed by the number of directors required to take the same action at a duly held meeting of the Board of Directors at which all of the directors are present. If a written action is signed by less than all the directors, any director not signing the action will be notified as soon as reasonably possible of the content of the action and the effective date of the action. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions so taken.

3.14 Dissent from Action. A director of the Corporation who is present at a meeting of the Board of Directors at which any action is taken shall be presumed to have assented to the action taken unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter, or unless the director votes against the action at the meeting, or is prohibited from voting on the action.

## ARTICLE 4

### OFFICERS

4.1 Election of Officers. The Board of Directors shall from time to time, elect a Chief Executive Officer, who may also be designated as President, and a Chief Financial Officer, who may also be designated as Treasurer. The Board of Directors may elect, but shall not be required to elect, a Secretary, one or more Vice Presidents, and a Chairman of the Board. In addition, the Board of Directors may elect such other officers and agents as it may deem necessary. The officers shall exercise such powers and perform such duties as are prescribed by applicable statutes, the Articles of Incorporation, the By-Laws, or as may be determined from time to time by the Board of Directors. Any number of offices may be held by the same person.

4.2 Term of Office. The officers shall hold office until their successors are elected and qualify; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at a Board of Directors meeting at which a quorum is present.

4.3 Chief Executive Officer. The Chief Executive Officer shall:

- (a) Have general active management of the business of the Corporation;
- (b) When present, preside at all meetings of the shareholders;
- (c) When present, and if there is not a Chairman of the Board, preside at all meetings of the Board of Directors;

- (d) See that all orders and resolutions of the Board of Directors are carried into effect;
- (e) Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or By-Laws or by the Board of Directors to some other officer or agent of the Corporation;
- (f) Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the shareholders; and
- (g) Perform all other duties prescribed by the Board of Directors.

All other officers shall be subject to the direction and authority of the Chief Executive Officer.

4.4 Chief Financial Officer. The Chief Financial Officer shall:

- (a) Keep accurate financial records for the Corporation;
- (b) Deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Directors;
- (c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board of Directors, making proper vouchers therefor;
- (d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors;
- (e) Render to the Chief Executive Officer and the Board of Directors, whenever requested, an account of all transactions by the Chief Financial Officer and of the financial condition of the Corporation; and
- (f) Perform all other duties prescribed by the Board of Directors or by the Chief Executive Officer.

4.5 Vice President. Each Vice President, if any, shall have such powers and perform such duties as may be specified in these By-Laws or prescribed by the Board of Directors. If the Chief Executive Officer is absent or disabled, the Vice President shall succeed to the President's powers and duties. If there are two or more Vice Presidents, the order of succession shall be determined by seniority of election or as otherwise prescribed by the Board of Directors.

4.6 Secretary. The Secretary, if any, shall attend all meetings of the shareholders and the Board of Directors. The Secretary shall act as clerk and shall record all the proceedings of the meetings in the minute book of the Corporation and shall give proper notice of meetings of shareholders and the Board of Directors. The Secretary shall keep the seal of the Corporation, if any, and shall affix the seal to any instrument requiring it and shall attest the seal, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

4.7 Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and shall perform such other duties as may from time to time be assigned by the Board of Directors.

4.8 Assistant Officers. In the event of absence or disability of any Vice President, Secretary or the Chief Financial Officer, the assistant to such officer, if any, shall succeed to the

powers and duties of the absent officer until the principal officer resumes his duties or a replacement is elected by the Board of Directors. If there are two or more assistants, the order of succession shall be determined through seniority by the order in which elected or as otherwise prescribed by the Board of Directors. The assistant officers shall exercise such other powers and duties as may be delegated to them from time to time by the Board of Directors or the principal officer under whom they serve, but at all times shall remain subordinate to the principal officers they are designated to assist.

## ARTICLE 5

### INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by the laws of the State of Minnesota, as now in effect, or as the same may be hereafter modified.

## ARTICLE 6

### FINANCIAL AND PROPERTY MANAGEMENT

6.1 Checks. All checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer, or any other officer or officers, agent or agents of the Corporation, as may from time to time be determined by resolution of the Board of Directors.

6.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.3 Voting Securities Held by Corporation. The President, or other officer or agent designated by the Board of Directors, shall have full power and authority on behalf of the Corporation to attend, act at, and vote at any meeting of security or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At the meeting, the President or other designated agent shall possess and exercise any and all rights and powers incident to the ownership of the securities or interest which the Corporation holds.

## ARTICLE 7

### AMENDMENTS

The Board of Directors of the Corporation is expressly authorized to make By-Laws of the Corporation and from time to time to adopt, amend or repeal By-Laws so made to the extent and in the manner prescribed in the Minnesota Statutes.

Date of Adoption:

10/19/95

\_\_\_\_\_  
Secretary

F:\atty\sales\citizen.by1

# Riverside Bank

May 1999

Dear Riverside Bank Customer:

I am proud to share with you some very exciting news.

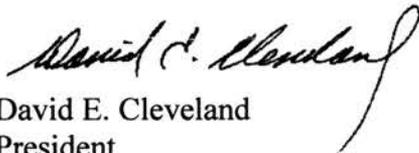
Recently, Riverside Bank reached a definitive agreement to merge with Associated Banc-Corp., a successful and growing bank holding company headquartered in Green Bay, Wisconsin. This merger, expected to close third quarter, will provide new and exciting opportunities while preserving our core beliefs.

Associated Banc-Corp. serves a customer group very similar to ours. Because of their size, strength and resources, we will be able to expand and enhance our banking services to meet even more of your needs including home mortgages, international banking and trust and retirement plans.

What makes this a good fit is the fact that we share the same philosophy of cultivating long-lasting relationships. It is our goal to make sure there is very little change in the way we do business. Decisions will be made locally and you will continue to receive the same highly personalized service by the same bankers and staff you come to know and trust.

We look forward to serving you and your banking needs for many years to come.

Sincerely,



David E. Cleveland  
President

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