



[Robina Foundation](#)

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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **DEC 07 2004**

ROBINA FOUNDATION
C/O RICHARD L DEES
MCDERMOTT WILL & EMERY LLP
227 W MONROE ST
CHICAGO, IL 60606-0000

Employer Identification Number:
20-1163610
DLN:
17053281006034
Contact Person:
EVELYN D GRIFFITHS ID# 31432
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
DECEMBER 31
Effective Date of Exemption:
MAY 21, 2004

Dear Applicant:

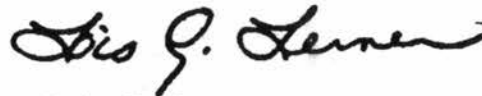
We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a private foundation within the meaning of section 509(a) of the Code. You are required to file Form 990-PF annually.

Please see enclosed Information for Private Foundations Exempt Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization. You can obtain information about private foundation status by requesting Publication 578, Tax Information for Private Foundations and Foundation Managers.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Private Foundations Exempt Under Section 501(c)(3)

Letter 1076 (DO/CG)

ROBINA FOUNDATION

INFORMATION FOR PRIVATE FOUNDATIONS EXEMPT UNDER SECTION 501(C)(3)

WHERE TO GET FORMS AND HELP

Forms and instructions may be obtained by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and also at local tax assistance centers.

Additional information about any topic discussed below may be obtained through our customer service function by calling toll free 1-877-829-5500 between 8:00 a.m. - 6:30 p.m. Eastern time.

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE Customer Account Services Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve your organization, provide the Customer Account Services Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

You are required to file Form 990-PF, Return of Private Foundation. Form 990-PF is filed with the Ogden Submission Processing Center, Ogden UT 84201-0027.

Form 990-PF requires that the tax imposed by section 4940 of the Code on investment income be computed. If you owe this tax, payment should accompany your return.

The return must be filed by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to timely file a complete return. For additional information on penalties, see the Form 990-PF instructions or call our toll free number.

EXCISE TAXES

You may be liable for excise taxes on taxable expenditures, failure to distribute income, self-dealing, jeopardizing investments, and excess business holdings imposed by Chapter 42 of the Code. For information about which situations call for the payment of these taxes, refer to Publication 578, Tax Information for Private Foundations and Foundation Managers.

If you are liable for these taxes, you will be required to file Form 4720, Return of Certain Excise Taxes on Charities and Other Persons under Chapter 41 and 42 of the Internal Revenue Code. The return must be filed with the Ogden

Letter 1076 (DO/CG)

ROBINA FOUNDATION

Submission Processing Center, Ogden UT 84201-0057 by the 15th day of the fifth month after the end of your annual accounting period.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax.

1. Income you receive from the performance of your exempt activity is not unrelated business income.
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, is not unrelated business income.
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends is usually not unrelated business income.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990-PF, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax Exempt Status for Your Organization, or you may call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to

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obtain written substantiation from the charity, you can assist donors by providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution. For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

CONTRIBUTIONS OF MORE THAN \$75 AND CHARITY PROVIDES GOODS OR SERVICES

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If your organization conducts fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you

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should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax (FUTA).

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

GRANTS TO ORGANIZATIONS

To assure your continued exemption, you should keep records to show that funds are spent only for charitable purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3) and whether they are classified as public charities or private foundations.

GRANTS TO INDIVIDUALS

The following information is provided for organizations that make grants to individuals. If you begin an individual grant program that was not described in your exemption application, please inform us about the program.

Funds you distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should keep adequate records and case histories that demonstrate that grants to individuals serve your charitable purposes. For example, you should be in a position to substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to you.

For more information on the exclusion of scholarships from income by an individual recipient, see Publication 520, Scholarships and Fellowships.

ADVANCE APPROVAL OF GRANTS

The taxable expenditure rules under section 4945(d)(3) of the Code require that grants awarded by private foundations to individuals for travel, study or other similar purposes, must be approved in advance by the Internal Revenue Service. Grants to individuals that require advance approval include scholarships, fellowships, educational loans, and grants to achieve a specific objective, produce a report, or improve or enhance a literary, artistic, musical, scientific, teaching or other similar capacity, skill, or talent of the grantee.

Advance approval is a one-time approval of your system of standards and procedures for awarding grants. Approval will apply to succeeding grant programs if the standards and procedures under which they are conducted do not

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differ materially from those described in your request for advance approval.

If your scholarship or educational loan program is employer-related, your standards and procedures must meet the requirements under Rev. Proc. 76-47, 1976-2 C.B. 670, applicable to scholarship programs or Rev. Proc. 80-39, 1980-2 C.B. 772, applicable to educational loan programs. An employer-related grant program is one that provides grants to an employee or to a child of an employee of a particular employer to which the program relates. In addition to seven conditions provided in the revenue procedures, your grant program must meet the applicable percentage test to demonstrate that grants you provide are not taxable expenditures. If the percentage test is not met, a facts and circumstances test may be substituted to establish the primary purpose of your program. The percentage tests follow:

1. Under the 25 percent test, the number of grants awarded in any year to children of employees cannot exceed 25 percent of the number of employees' children who were eligible, were applicants for such grants, and were considered by the selection committee in selecting the recipients of grants in that year.
2. Under the 10 percent test, the number of grants awarded in any year to children of employees cannot exceed 10 percent of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application). Moreover, in applying the 10 percent test applicable to employees' children, eligible children are those who meet the eligibility standards described in Rev. Proc. 85-51, 1985-2 C.B. 717.
3. Under the 10 percent test, the number of grants awarded in any year to employees cannot exceed 10 percent of the number of employees who were eligible, were applicants for such grants, and were considered by the selection committee in selecting the recipients of grants in that year.

TERMINATION OF PRIVATE FOUNDATION STATUS

If you want to be reclassified as a public charity, you must notify us of your plan to terminate your private foundation classification under section 507 of the Code. Publication 578, Tax Information for Private Foundations and Foundation Managers, provides additional information about this process.

Certificate of Exemption

Purchaser: Complete this certificate and **give it to the seller.**

Seller: If this certificate is not fully completed, you must charge sales tax on your records.

This is a blanket certificate, unless one of the boxes below is checked. If the purchaser continues making purchases, or until otherwise cancelled by the purchaser.

☐ Check if this certificate is for a single purchase and enter the related project description.

☐ If you are a contractor and have a purchasing agent agreement with an exempt organization, enter the exempt organization's name and specific project: _____ x to make multiple purchases for a specific job. Enter the exempt entity, name and specific project:

Exempt entity name _____ Project description _____

Name of purchaser

Robina Foundation

Business address

4900 IDS Ctr., 80 So. 8th St

City

Minneapolis

State

MN

Zip code

55402

Purchaser's tax ID number

See Below

State of issue

Country of issue

If no tax ID number, enter one of the following:

FEIN

See Below

Driver's license number/State issued ID number

state of issue number

Name of seller from whom you are purchasing, leasing or renting

Seller's address

City

State

Zip code

Type of business. Circle the number that describes your business.

- | | |
|---|---------------------------------------|
| 01 Accommodation and food services | 11 Transportation and warehousing |
| 02 Agricultural, forestry, fishing, hunting | 12 Utilities |
| 03 Construction | 13 Wholesale trade |
| 04 Finance and insurance | 14 Business services |
| 05 Information, publishing and communications | 15 Professional services |
| 06 Manufacturing | 16 Education and health-care services |
| 07 Mining | 17 Nonprofit organization |
| 08 Real estate | 18 Government |
| 09 Rental and leasing | 19 Not a business (explain) _____ |
| 10 Retail trade | 20 Other (explain) _____ |

Reason for exemption. Circle the letter that identifies the reason for the exemption.

- | | |
|---|---|
| A Federal government (department) _____ | I Industrial production/manufacturing |
| B Specific government exemption (from list on back) _____ | J Direct pay permit # _____ |
| C Tribal government (name) _____ | K Multiple points of use (services, digital goods, or computer software delivered electronically) |
| D Foreign diplomat # _____ | L Direct mail |
| E Charitable organization # 42623 | M Other (enter number from back page) _____ |
| F Religious or educational organization # _____ | N Percentage exemption |
| G Resale | ☐ Advertising (enter percentage) _____ % |
| H Agricultural production | ☐ Utilities (enter percentage) _____ % |

I declare that the information on this certificate is correct and complete to the best of my knowledge and belief. (PENALTY - If you try to evade paying sales tax by using an exemption certificate for items or services that will be used for purposes other than those being claimed, you may be fined \$100 under Minnesota law for each transaction for which the certificate is used.)

Signature of authorized purchaser



Print name here

Gordon M. Aamoeth

Title

President

Date

6/26/07

SECOND RESTATED BYLAWS OF ROBINA FOUNDATION
APPROVED BY THE BOARD OF DIRECTORS ON FEBRUARY 24, 2010

**SECOND RESTATED BYLAWS OF
ROBINA FOUNDATION**

ARTICLE I

Objectives, Purposes and Mission Statement

Section 1. Charitable Purposes. Robina Foundation (the "Corporation") is organized and operated exclusively for the purposes described in the Corporation's Articles of Incorporation, and all of the Corporation's activities described herein are subject to those purposes. Consistent with the purposes described in the Corporation's Articles of Incorporation, and to the extent permitted under applicable federal tax, state and local law, the Corporation may engage in direct or indirect charitable activities, including, without limitation, the awarding of grants; the conduct of direct charitable activities; joint ventures with other organizations; and the making of so-called "program-related investments."

Section 2. Mission Statement on Charitable Goals. The Corporation was founded to fulfill the various charitable goals of James H. Binger (the "Founder"). The Founder's charitable goals are divided into three broad categories described as follows, not in any order of priority:

(a) Support of Yale University and University of Minnesota Law School. The Founder intends the Corporation to engage in activities that support the educational activities of Yale University ("Yale"), of New Haven, Connecticut, and the University of Minnesota Law School ("U of MN"), of Minneapolis, Minnesota. For purposes of this Mission Statement, the term "educational activities" should be broadly construed to include, without limitation, the support of academic research by students and faculty; undergraduate, graduate and professional school teaching and training; scholarships, fellowships and academic prizes; the improvement of student life; libraries; laboratories; conferences and symposia; journals; faculty endowments; and building projects and capital campaigns related to any of the foregoing.

(b) Support of Abbott Northwestern Hospital. The Founder intends the Corporation to engage in activities that support medical research, treatment and patient care at Abbott Northwestern Hospital ("Abbott Hospital"), of Minneapolis, Minnesota. The Founder also intends to support the philanthropic activities of Abbott Northwestern Hospital Foundation, of Minneapolis, Minnesota, which for purposes of this Mission Statement shall be included within the definition of "Abbott Hospital." For purposes of this Mission Statement, the terms "medical research, treatment and patient care" should be broadly construed to include, without limitation, research into the causes, cure and treatment of diseases and disorders affecting the human body and mind; the teaching and training of medical students, physicians, and other medical personnel; the acquisition and upkeep of medical equipment; laboratories; medical journals; scholarships, fellowships and prizes; conferences and symposia; and building projects and capital campaigns related to any of the foregoing.

(c) Support of the Council on Foreign Relations. The Founder intends the Corporation to engage in International Relations Activities that support the Council on

Foreign Relations ("CFR"), of New York, New York. For purposes of this Mission Statement, the term "International Relations Activities" includes, without limitation, research and scholarship into the history of world affairs, political and geopolitical theory, diplomacy, international organizations or relations, war and the causes of war, terrorism, nuclear proliferation and political economy; the promotion of international cooperation and language education; cultural exchanges; conferences and symposia on any of these subjects, scholarships, fellowships and prizes; lectures and journals concerning these subjects; and building projects and capital campaigns related to any of the foregoing.

(d) Named Institutions. Yale, U of MN, Abbott Hospital, and CFR are each referred to below as a "Named Institution" and collectively as "Named Institutions."

Section 3. Mission Statement on Charitable Activities. The Corporation's Articles of Incorporation and this Mission Statement contemplate a broad range of charitable activities in which the Corporation may engage in furtherance of the Founder's charitable goals. The Corporation's Board of Directors (sometimes referred to herein as the "Board") retains ultimate authority to determine the exact manner in which the Corporation conducts its charitable activities. The Founder acknowledges that the Board of Directors has the ultimate responsibility for determining the Corporation's activities. However, the Founder requests that the Board consider the following principles when conducting the Corporation's activities:

(a) Encourage Innovation and Creativity. The Board should support charitable activities that evince innovative thinking and creativity or that promote innovation and creativity in furtherance of the Founder's charitable goals.

(b) Emphasis on Forward-Thinking Projects and Initiatives. The Founder encourages the Board to support projects and initiatives that are aimed at furthering the Founder's charitable goals in the near and long-term future. Accordingly, the Board should seriously consider supporting proposals that are forward-thinking and futuristic, even though the benefits from such projects may not be fully appreciated and may not come to fruition until the future.

(c) Emphasis on Major Projects and Initiatives. The Founder anticipates that the Corporation will be funded with significant assets. Accordingly, the Founder believes that the most productive use of the Corporation's assets will be to support major projects and initiatives related to the Founder's charitable goals, as opposed to awarding grants to support the day-to-day operations of charitable donees or to fund general operating budgets.

(d) Methods of Proceeding. The Board periodically should invite for consideration a proposal for a project from each of the Named Institutions for major projects and initiatives that are intended to have a significant and positive long-term impact consistent with the Founder's charitable goals. The Founder intends that the Board will select from among these proposals one or more projects to fund. No Named Institution may propose more than one project at a time. The Board also may fund "think tank" activities at, or in conjunction with, each Named Institution to develop proposals or

ideas for future proposals. The Founder is interested in having the Corporation fund only those projects that have long-term objectives, that look to the future, that otherwise might not be funded due to the pressing nature of a Named Institution's immediate needs. However, a proposal is not forward-looking solely because it is futuristic or fanciful; the Founder intends to encourage projects funded that are practical and in the long-term promise a significant benefit to the Named Institutions.

(e) Board Member Qualities and Cooperation. The Founder anticipates that the Board will include individuals who are associated with the Named Institutions (either formally or informally at any time), and that the interests of the Named Institutions may at times diverge or even conflict. The Founder intends that the individual members of the Board act as peers cooperating to further the Founder's charitable goals, rather than as advocates for each of the Named Institutions. Accordingly, the Founder intends the members of the Board to be individuals capable of looking beyond the specific needs of the Named Institution with which he or she might be connected so that the directors will cooperate in a manner that will maximize the Corporation's ability to further the Founder's charitable goals. The members of the Board should each evince qualities that the Founder believes will promote the success of the Foundation. These qualities include an inquiring and critical mind, the ability for long-term strategic thought, creativity, open-mindedness, and respect for unconventional ideas and notions of futurism. The Founder does not request or encourage the Board to divide the Corporation's resources equally among the Founder's charitable goals or the Named Institutions. Rather, the Board should consider the merit of each project proposal in light of the Founder's charitable goals, without regard to whether a charitable goal or Named Institution has received a proportionate share of the Corporation's resources. By following this procedure, the Board will ensure that it receives from the Named Institutions the best and most thoughtful proposals. Although the Founder has confidence in the Named Institutions, he believes that the Corporation is likely to have the most impact by funding the most-worthwhile projects gleaned from the best proposals.

(f) Intended Duration of Charitable Activities. The Founder acknowledges that the Corporation is incorporated as a nonprofit corporation of perpetual duration under Minnesota law, and that following the Founder's death, the Board will have sole authority to continue the Corporation's activities, or alternatively to dissolve the Corporation in a manner consistent with applicable federal tax, state and local law. The Founder, however, believes that the Board will be able to satisfy the Corporation's charitable goals within approximately 20 years of the Founder's death. Accordingly, the Founder requests that the Board pursue a charitable program for the Corporation that will continue until roughly the 20th anniversary of the Founder's death, and that the Board consider this intended timeline in formulating a strategy that will maximize the impact of the Corporation's activities in furtherance of the Founder's charitable goals.

Section 4. Change to Mission Statement. The Board of Directors shall have the sole authority to change this Mission Statement in any manner that it determines appropriate pursuant to a change in these Bylaws described below. While the Founder acknowledges that the Board will have the authority to change this Mission Statement, the Founder requests the Board to adhere to the terms of the last Mission Statement approved by the Founder, unless circumstances

significantly change such that compliance with the Mission Statement becomes impossible or impracticable. Nonetheless, the Founder does not anticipate that circumstances will change in a manner that will require any change to the Founder's charitable goals. However, the Founder acknowledges that the policies, goals, practices or activities of any of the Named Institutions could change in a way that the Founder would not approve. If the Board determines that any of the Named Institutions has changed in a manner that the Founder would not approve, the Board should change the Named Institutions to reflect the Founder's charitable goals.

ARTICLE II

Offices

The principal office for the transaction of the business of the Corporation shall be located in Minneapolis, Minnesota, or such other location as may be determined by the Board of Directors. The Corporation may also have an office or offices within or without the State of Minnesota as the Board of Directors may from time to time establish.

ARTICLE III

Membership

The Corporation shall have no members with voting rights.

ARTICLE IV

Board of Directors

Section 1. Powers. Subject to any limitations contained in the Corporation's Articles of Incorporation or these Bylaws, and the limitations of the Minnesota Nonprofit Corporation Act, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of Directors of the Corporation shall be no fewer than three (3) and no more than seven (7), as determined by resolution of the Board.

Section 3. Qualification of Directors. Each Director must be an individual at least 18 years old and no more than age 79 at the time he or she is elected to the Board. A Director need not be a resident of Minnesota. While the Mission Statement contained in Article I of these Bylaws contemplates that the Founder's charitable goals and the interests of certain named charitable organizations will be considered by the Board, there is no requirement that any Director be formally affiliated with any of the charitable organizations specifically identified herein.

Section 4. Election and Term of Office of Directors. The Board of Directors shall elect one or more Directors at the annual meeting of the Board of Directors in any year in which a vacancy in a Directorship occurs. Each Director, including any Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The term of office for a Director shall be three (3) years and there is no limitation on the number of times that an individual may be elected Director; however, in electing Directors, the Board shall consider that the Founder believed Directors would be more productive if they served no more than three terms. The terms of the Directors shall be staggered.

Section 5. Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any Director, or (ii) if the authorized number of Directors is increased. Vacancies on the Board of Directors with respect to a seat held by Director or caused by an increase in the authorized number of Directors shall be filled by the Board of Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Board.

(b) The Board of Directors, may elect additional Directors in excess of the number of Directors permitted under Section 2 of this Article IV at any time after an amendment of these Bylaws is duly adopted authorizing an increase in the number of Directors.

(c) Any Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(d) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Removal of Directors. The Board may remove a Director from office at any time, with or without cause. The Board vote to remove a Director must be by affirmative vote of two-thirds or more of the Directors excluding the Director whose removal is being voted on.

Section 7. Place of Meetings. All meetings of the Directors shall be held at any place within or without the State of Minnesota as designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 8. Annual Meeting. The Board of Directors of the Corporation shall hold an annual meeting as determined by resolution. The purpose of the annual meeting is for organization, election of Directors, appointment of officers and the transaction of such other business as may properly be brought before the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held as frequently as necessary, at such dates, times and places as the Board of Directors shall specify; provided, however, that should said day fall upon a holiday observed by the Corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any officer or any two (2) Directors of the Corporation.

Section 11. Notice of Regular, Annual and Special Meetings. Regular meetings of the Board of Directors shall be held without notice at a designated time and place agreed to by a majority of the Board. Annual and Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by overnight mail, telephone, facsimile or electronic mail. Any such notice shall be addressed or delivered to each Director at his or her address, telephone or facsimile number or electronic mail address, as the case may be, appearing on the books of the Corporation, or at such other address, telephone or facsimile number or electronic mail address, as the case may be, as may be supplied by the Director for the purpose of notice. In the case of special meetings, the notice shall state the business to be transacted at the special meeting and no business other than that so stated shall be transacted at any such meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a courier for overnight deliver or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Directors entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting the lack of notice to the Director prior to, or at the commencement of, the meeting.

Section 13. Quorum; Act of Directors. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business except (a) to remove a Director as provided in Section 6 of Article IV or (b) to adjourn as provided in Section 16 of this Article IV. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 13, a meeting at which a quorum initially is present may

continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. Meetings Held Using Remote Communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given a reasonable time prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17. Fees and Compensation. The Directors and members of committees shall not receive any salary, wages, bonus, dividends or other compensation or expense reimbursement by virtue of serving as a Director or committee member unless such compensation or expense reimbursement is specifically disclosed to and approved by the Board of Directors.

ARTICLE V

Committees

Section 1. Committees Generally.

(a) The Board of Directors may, by resolution duly adopted by a majority of the Directors then in office, establish one or more committees. Members of all committees and all committee chairmen shall be appointed and may be removed by the Board of Directors. Committees are of two kinds, those having legal authority to act for the Corporation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. The Chair, by virtue of his or her office, shall be an ex-officio member of all committees. The Board may delegate to its committees all legal authority of the Board except with respect to:

- (i) The approval of any action for which applicable law or these Bylaws require approval of a majority of Directors;

- (ii) The filling of vacancies on the Board of Directors or on any committee;
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of Bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) The adoption or approval of a plan of merger or consolidation with another corporation;
- (vii) The authorization of the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (viii) The authorization of voluntary dissolution of the Corporation or revocation of proceedings therefor; or
- (ix) The appointment of other committees of the Board of Directors.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 2. Committees of the Board. Only Directors may be appointed to committees of the Board. Each committee of the Board shall consist of two (2) or more Directors.

Section 3. Standing Committees. Standing committees shall consist of such committees as the Board may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task. Except as otherwise provided in this Article and applicable law, standing committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members. Each such committee shall perform the duties the Board prescribes from time to time.

Section 4. Advisory Committees. The Board of Directors may appoint one or more advisory committees. Advisory committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 5. Term of Office. The chairman and each member of a standing committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until his or her prior death, resignation, or removal. The chairman and each member of a special committee shall serve for the life of the committee, or until his or her prior death, resignation, or removal.

Section 6. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, an Executive Director, and such other officers as shall be deemed necessary by the Board.

Section 2. Election and Term of Office. The officers shall be elected, or, in the case of the Executive Director, appointed by the Board of Directors. Except as otherwise provided in these Bylaws, officers shall serve at the pleasure of the Board and shall hold office until their successors shall be elected or appointed and qualified to serve or until the officer's prior death, resignation, or removal. Any two or more offices may be held by the same person.

Section 3. Other Officers. The Board of Directors may elect or authorize the appointment of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 4. Chair. The Chair shall, when present, preside at meetings of the Board of Directors, and shall have such other authority and duties as are usually vested in the office of Chair of a corporation and as from time to time may be prescribed by the Board and these Bylaws. At any time when the Corporation has no Executive Director in office, the Chair shall perform the duties of the Executive Director unless the Board of Directors designates another individual by resolution.

Section 5. Vice Chair. The Vice Chair shall have such authority and perform such duties as the Board of Directors may determine from time to time. Unless otherwise determined by the Board, during the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

Section 6. Secretary. The Secretary shall send or cause to be sent appropriate notices and prepare or cause to be prepared agendas for all meetings of the Board of Directors, shall act as custodian of all records and reports, and shall be responsible for keeping and reporting of adequate records of all meetings of the Board of Directors. The Secretary shall have such other authority and duties as are usually vested in the office of the Secretary and as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Directors or the Bylaws.

Section 8. Executive Director. The Executive Director shall, subject to the control of the Board of Directors, (a) have general supervision, direction, and control of the business and affairs of the Corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of the Corporation 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, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) such other authority and duties as are usually vested in the office of Executive Director of a corporation and as from time to time may be prescribed by the Board and these Bylaws.

Section 9. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the majority vote of the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

(b) Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Board under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII

General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares or memberships held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the Chair, the Secretary or

the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Inspection of Corporate Records. The accounting books and records and minutes of proceedings of the Board and committees of the Board shall be open to inspection upon written demand on the Corporation of any Director at any reasonable time for a purpose reasonably related to the Director's interests as a Director. The Corporation shall keep in its principal office in the State of Minnesota the original or a copy of its Articles of Incorporation and a copy of these Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Endorsement of Documents; Contracts. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation may be signed on behalf of the Corporation by the Executive Director, Chair, Vice Chair, or such other person or persons as may be designated from time to time by the Board of Directors. No Director, officer, agent or employee of the Corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Minnesota Nonprofit Corporation Act shall govern the construction of these Bylaws.

Section 5. No Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE VIII

Indemnification and Insurance

Section 1. Action Not By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person

reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Action By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation, unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3. Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or 2 or in defense of any claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Article VIII.

Section 4. Approval of Indemnification. Any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of the Board, none of the members of which are parties to the action, or (iii) by independent legal counsel in a written opinion. If a person is entitled to indemnification under Section 1 or 2 for a portion of expenses, including attorneys' fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5. Reimbursement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified as authorized in this

Article VIII. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. Continuation of Indemnification. The indemnification provided by this Article VIII shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or duty to indemnify the person against such liability under the provisions of this Article VIII.

Section 8. References. For purposes of this Article VIII, reference to the Corporation includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who was or is a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

Section 9. Contract Rights Not Affected. Nothing contained in this Article VIII shall affect any rights to indemnification or advancement of expenses to which persons may be entitled by contract or otherwise by law. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 10. Private Foundation Excise Taxes. In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction and further no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by the person in connection with such proceeding; (ii) the person is successful in such defense, or such proceeding is terminated by settlement and the person has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding anything apparently to the contrary in this Article VIII, the Corporation shall not indemnify any Director, officer, employee or agent of the corporation if such indemnification would violate the self-dealing prohibition described in Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IX

Amendments

Section 1. Amendments. These Bylaws, the Articles of Incorporation of the Corporation and any part thereof may be amended or repealed, and new Bylaws may be adopted only by the affirmative vote of two-thirds the Board of Directors of the Corporation at a duly called meeting at which a quorum is present, or by the written consent of all of the Directors.

Section 2. Record of Amendments. Whenever a new Bylaw or amendment thereto is adopted, it shall be included in the corporate minute book with the original Bylaws. If any Bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original Bylaws.

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**RESTATED BYLAWS OF
ROBINA FOUNDATION**

as of 8/28/07

ARTICLE I

Objectives, Purposes and Mission Statement

Section 1. Charitable Purposes. Robina Foundation (the "Corporation") is organized and operated exclusively for the purposes described in the Corporation's Articles of Incorporation, and all of the Corporation's activities described herein are subject to those purposes. Consistent with the purposes described in the Corporation's Articles of Incorporation, and to the extent permitted under applicable federal tax, state and local law, the Corporation may engage in direct or indirect charitable activities, including, without limitation, the awarding of grants; the conduct of direct charitable activities; joint ventures with other organizations; and the making of so-called "program-related investments."

Section 2. Mission Statement on Charitable Goals. The Corporation was founded to fulfill the various charitable goals of James H. Binger (the "Founder"). The Founder's charitable goals are divided into three broad categories described as follows, not in any order of priority:

(a) Support of Yale University and University of Minnesota Law School. The Founder intends the Corporation to engage in activities that support the educational activities of Yale University ("Yale"), of New Haven, Connecticut, and the University of Minnesota Law School ("U of MN"), of Minneapolis, Minnesota. For purposes of this Mission Statement, the term "educational activities" should be broadly construed to include, without limitation, the support of academic research by students and faculty; undergraduate, graduate and professional school teaching and training; scholarships, fellowships and academic prizes; the improvement of student life; libraries; laboratories; conferences and symposia; journals; faculty endowments; and building projects and capital campaigns related to any of the foregoing.

(b) Support of Abbott Northwestern Hospital. The Founder intends the Corporation to engage in activities that support medical research, treatment and patient care at Abbott Northwestern Hospital ("Abbott Hospital"), of Minneapolis, Minnesota. The Founder also intends to support the philanthropic activities of Abbott Northwestern Hospital Foundation, of Minneapolis, Minnesota, which for purposes of this Mission Statement shall be included within the definition of "Abbott Hospital." For purposes of this Mission Statement, the terms "medical research, treatment and patient care" should be broadly construed to include, without limitation, research into the causes, cure and treatment of diseases and disorders affecting the human body and mind; the teaching and training of medical students, physicians, and other medical personnel; the acquisition and upkeep of medical equipment; laboratories; medical journals; scholarships, fellowships and prizes; conferences and symposia; and building projects and capital campaigns related to any of the foregoing.

(c) Support of the Council on Foreign Relations. The Founder intends the Corporation to engage in International Relations Activities that support the Council on

Foreign Relations ("CFR"), of New York, New York. For purposes of this Mission Statement, the term "International Relations Activities" includes, without limitation, research and scholarship into the history of world affairs, political and geopolitical theory, diplomacy, international organizations or relations, war and the causes of war, terrorism, nuclear proliferation and political economy; the promotion of international cooperation and language education; cultural exchanges; conferences and symposia on any of these subjects, scholarships, fellowships and prizes; lectures and journals concerning these subjects; and building projects and capital campaigns related to any of the foregoing.

(d) Named Institutions. Yale, U of MN, Abbott Hospital, and CFR are each referred to below as a "Named Institution" and collectively as "Named Institutions."

Section 3. Mission Statement on Charitable Activities. The Corporation's Articles of Incorporation and this Mission Statement contemplate a broad range of charitable activities in which the Corporation may engage in furtherance of the Founder's charitable goals. The Corporation's Board of Directors (sometimes referred to herein as the "Board") retains ultimate authority to determine the exact manner in which the Corporation conducts its charitable activities. The Founder acknowledges that the Board of Directors has the ultimate responsibility for determining the Corporation's activities. However, the Founder requests that the Board consider the following principles when conducting the Corporation's activities:

(a) Encourage Innovation and Creativity. The Board should support charitable activities that evince innovative thinking and creativity or that promote innovation and creativity in furtherance of the Founder's charitable goals.

(b) Emphasis on Forward-Thinking Projects and Initiatives. The Founder encourages the Board to support projects and initiatives that are aimed at furthering the Founder's charitable goals in the near and long-term future. Accordingly, the Board should seriously consider supporting proposals that are forward-thinking and futuristic, even though the benefits from such projects may not be fully appreciated and may not come to fruition until the future.

(c) Emphasis on Major Projects and Initiatives. The Founder anticipates that the Corporation will be funded with significant assets. Accordingly, the Founder believes that the most productive use of the Corporation's assets will be to support major projects and initiatives related to the Founder's charitable goals, as opposed to awarding grants to support the day-to-day operations of charitable donees or to fund general operating budgets.

(d) Methods of Proceeding. The Board periodically should invite for consideration a proposal for a project from each of the Named Institutions for major projects and initiatives that are intended to have a significant and positive long-term impact consistent with the Founder's charitable goals. The Founder intends that the Board will select from among these proposals one or more projects to fund. No Named Institution may propose more than one project at a time. The Board also may fund "think tank" activities at, or in conjunction with, each Named Institution to develop proposals or

ideas for future proposals. The Founder is interested in having the Corporation fund only those projects that have long-term objectives, that look to the future, that otherwise might not be funded due to the pressing nature of a Named Institution's immediate needs. However, a proposal is not forward-looking solely because it is futuristic or fanciful; the Founder intends to encourage projects funded that are practical and in the long-term promise a significant benefit to the Named Institutions.

(e) Board Member Qualities and Cooperation. The Founder anticipates that the Board will include individuals who are associated with the Named Institutions (either formally or informally at any time), and that the interests of the Named Institutions may at times diverge or even conflict. The Founder intends that the individual members of the Board act as peers cooperating to further the Founder's charitable goals, rather than as advocates for each of the Named Institutions. Accordingly, the Founder intends the members of the Board to be individuals capable of looking beyond the specific needs of the Named Institution with which he or she might be connected so that the directors will cooperate in a manner that will maximize the Corporation's ability to further the Founder's charitable goals. The members of the Board should each evince qualities that the Founder believes will promote the success of the Foundation. These qualities include an inquiring and critical mind, the ability for long-term strategic thought, creativity, open-mindedness, and respect for unconventional ideas and notions of futurism. The Founder does not request or encourage the Board to divide the Corporation's resources equally among the Founder's charitable goals or the Named Institutions. Rather, the Board should consider the merit of each project proposal in light of the Founder's charitable goals, without regard to whether a charitable goal or Named Institution has received a proportionate share of the Corporation's resources. By following this procedure, the Board will ensure that it receives from the Named Institutions the best and most thoughtful proposals. Although the Founder has confidence in the Named Institutions, he believes that the Corporation is likely to have the most impact by funding the most-worthwhile projects gleaned from the best proposals.

(f) Intended Duration of Charitable Activities. The Founder acknowledges that the Corporation is incorporated as a nonprofit corporation of perpetual duration under Minnesota law, and that following the Founder's death, the Board will have sole authority to continue the Corporation's activities, or alternatively to dissolve the Corporation in a manner consistent with applicable federal tax, state and local law. The Founder, however, believes that the Board will be able to satisfy the Corporation's charitable goals within approximately 20 years of the Founder's death. Accordingly, the Founder requests that the Board pursue a charitable program for the Corporation that will continue until roughly the 20th anniversary of the Founder's death, and that the Board consider this intended timeline in formulating a strategy that will maximize the impact of the Corporation's activities in furtherance of the Founder's charitable goals.

Section 4. Change to Mission Statement. The Board of Directors shall have the sole authority to change this Mission Statement in any manner that it determines appropriate pursuant to a change in these Bylaws described below. While the Founder acknowledges that the Board will have the authority to change this Mission Statement, the Founder requests the Board to adhere to the terms of the last Mission Statement approved by the Founder, unless circumstances

significantly change such that compliance with the Mission Statement becomes impossible or impracticable. Nonetheless, the Founder does not anticipate that circumstances will change in a manner that will require any change to the Founder's charitable goals. However, the Founder acknowledges that the policies, goals, practices or activities of any of the Named Institutions could change in a way that the Founder would not approve. If the Board determines that any of the Named Institutions has changed in a manner that the Founder would not approve, the Board should change the Named Institutions to reflect the Founder's charitable goals.

ARTICLE II

Offices

The principal office for the transaction of the business of the Corporation shall be located in Minneapolis, Minnesota, or such other location as may be determined by the Board of Directors. The Corporation may also have an office or offices within or without the State of Minnesota as the Board of Directors may from time to time establish.

ARTICLE III

Membership

The Corporation shall have no members with voting rights.

ARTICLE IV

Board of Directors

Section 1. Powers. Subject to any limitations contained in the Corporation's Articles of Incorporation or these Bylaws, and the limitations of the Minnesota Nonprofit Corporation Act, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of Directors of the Corporation shall be no fewer than three (3) and no more than seven (7), as determined by resolution of the Board.

Section 3. Qualification of Directors. Each Director must be an individual at least 18 years old and no more than age 79 at the time he or she is elected to the Board. A Director need not be a resident of Minnesota. While the Mission Statement contained in Article I of these Bylaws contemplates that the Founder's charitable goals and the interests of certain named charitable organizations will be considered by the Board, there is no requirement that any Director be formally affiliated with any of the charitable organizations specifically identified herein.

Section 4. Election and Term of Office of Directors. The Board of Directors shall elect one or more Directors at the annual meeting of the Board of Directors in any year in which a vacancy in a Directorship occurs. Each Director, including any Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The term of office for a Director shall be three (3) years and there is no limitation on the number of times that an individual may be elected Director; however, in electing Directors, the Board shall consider that the Founder believed Directors would be more productive if they served no more than three terms. The terms of the Directors shall be staggered.

Section 5. Vacancies.

(a) A vacancy or vacancies in the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any Director, or (ii) if the authorized number of Directors is increased. Vacancies on the Board of Directors with respect to a seat held by Director or caused by an increase in the authorized number of Directors shall be filled by the Board of Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor by the Board.

(b) The Board of Directors, may elect additional Directors in excess of the number of Directors permitted under Section 2 of this Article IV at any time after an amendment of these Bylaws is duly adopted authorizing an increase in the number of Directors.

(c) Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a Director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(d) No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Removal of Directors. The Board may remove a Director from office at any time, with or without cause. The Board vote to remove a Director must be by affirmative vote of two-thirds or more of the Directors excluding the Director whose removal is being voted on.

Section 7. Place of Meetings. All meetings of the Directors shall be held at any place within or without the State of Minnesota as designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 8. Annual Meeting. The Board of Directors of the Corporation shall hold an annual meeting as determined by resolution. The purpose of the annual meeting is for organization, election of Directors, appointment of officers and the transaction of such other business as may properly be brought before the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held as frequently as necessary, at such dates, times and places as the Board of Directors shall specify; provided, however, that should said day fall upon a holiday observed by the Corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter which is a full business day.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any officer or any two (2) Directors of the Corporation.

Section 11. Notice of Regular, Annual and Special Meetings. Regular meetings of the Board of Directors shall be held without notice at a designated time and place agreed to by a majority of the Board. Annual and Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally, by overnight mail, telephone, facsimile or electronic mail. Any such notice shall be addressed or delivered to each Director at his or her address, telephone or facsimile number or electronic mail address, as the case may be, appearing on the books of the Corporation, or at such other address, telephone or facsimile number or electronic mail address, as the case may be, as may be supplied by the Director for the purpose of notice. In the case of special meetings, the notice shall state the business to be transacted at the special meeting and no business other than that so stated shall be transacted at any such meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a courier for overnight deliver or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 12. Consent to Meetings; Waiver of Notice. The transaction of business at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and if, either before or after the meeting, each of the Directors entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting the lack of notice to the Director prior to, or at the commencement of, the meeting.

Section 13. Quorum; Act of Directors. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business except (a) to remove a Director as provided in Section 6 of Article IV or (b) to adjourn as provided in Section 16 of this Article IV. The act of a majority of the Directors present at any time at which there is a quorum shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Notwithstanding the previous provisions of this Section 13, a meeting at which a quorum initially is present may

continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 14. Action By Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. Meetings Held Using Remote Communication. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 16. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given a reasonable time prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17. Fees and Compensation. The Directors and members of committees shall not receive any salary, wages, bonus, dividends or other compensation or expense reimbursement by virtue of serving as a Director or committee member unless such compensation or expense reimbursement is specifically disclosed to and approved by the Board of Directors.

ARTICLE V

Committees

Section 1. Committees Generally.

(a) The Board of Directors may, by resolution duly adopted by a majority of the Directors then in office, establish one or more committees. Members of all committees and all committee chairmen shall be appointed and may be removed by the Board of Directors. Committees are of two kinds, those having legal authority to act for the Corporation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board. The President, by virtue of his or her office, shall be an ex-officio member of all committees. The Board may delegate to its committees all legal authority of the Board except with respect to:

- (i) The approval of any action for which applicable law or these Bylaws require approval of a majority of Directors;

- (ii) The filling of vacancies on the Board of Directors or on any committee;
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of Bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) The adoption or approval of a plan of merger or consolidation with another corporation;
- (vii) The authorization of the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (viii) The authorization of voluntary dissolution of the Corporation or revocation of proceedings therefor; or
- (ix) The appointment of other committees of the Board of Directors.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article IV applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 2. Committees of the Board. Only Directors may be appointed to committees of the Board. Each committee of the Board shall consist of two (2) or more Directors.

Section 3. Standing Committees. Standing committees shall consist of such committees as the Board may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task. Except as otherwise provided in this Article and applicable law, standing committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members. Each such committee shall perform the duties the Board prescribes from time to time.

Section 4. Advisory Committees. The Board of Directors may appoint one or more advisory committees. Advisory committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and also may include nonvoting members and alternate members. Advisory committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 5. Term of Office. The chairman and each member of a standing committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until his or her prior death, resignation, or removal. The chairman and each member of a special committee shall serve for the life of the committee, or until his or her prior death, resignation, or removal.

Section 6. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be deemed necessary by the Board.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Directors at its annual meeting. Except as otherwise provided in these Bylaws, officers shall serve at the pleasure of the Board and shall hold office until their successors shall be elected and qualified to serve or until the officer's prior death, resignation, or removal. Any two or more offices may be held by the same person.

Section 3. Other Officers. The Board of Directors may elect or authorize the appointment of such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 4. President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, (a) have general supervision, direction, and control of the business and affairs of the Corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) have the authority to sign and deliver in the name of the Corporation 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, the Bylaws or the Board of Directors exclusively to one or more other persons; and (e) such other authority and duties as are usually vested in the office of President of a corporation and as from time to time may be prescribed by the Board and these Bylaws.

Section 5. Vice President. The Vice President (if any) shall have such authority and perform such duties as the Board of Directors may determine from time to time. Unless otherwise determined by the Board, during the absence or disability of the President, it shall be the duty of the highest ranking Vice President who is present at the time and able to act, to perform the duties of the President. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation of order of rank by the Board of Directors, be made on the basis of the earliest date of election, or, in the

event of simultaneous election, on the basis of the longest continuous service as an officer or Director of the Corporation.

Section 6. Secretary. The Secretary shall send or cause to be sent appropriate notices and prepare or cause to be prepared agendas for all meetings of the Board of Directors, shall act as custodian of all records and reports, and shall be responsible for keeping and reporting of adequate records of all meetings of the Board of Directors. The Secretary shall have such other authority and duties as are usually vested in the office of the Secretary and as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be dispersed the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Directors or the Bylaws.

Section 8. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the majority vote of the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment.

(b) Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Board under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VII

General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares or memberships held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the President, the Secretary or the Treasurer and, in such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Inspection of Corporate Records. The accounting books and records and minutes of proceedings of the Board and committees of the Board shall be open to inspection upon written demand on the Corporation of any Director at any reasonable time for a purpose reasonably related to the Director's interests as a Director. The Corporation shall keep in its principal office in the State of Minnesota the original or a copy of its Articles of Incorporation and a copy of these Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Endorsement of Documents; Contracts. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation may be signed on behalf of the Corporation by the President, any Vice President, or such other person or persons as may be designated from time to time by the Board of Directors. No Director, officer, agent or employee of the Corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

Section 4. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Minnesota Nonprofit Corporation Act shall govern the construction of these Bylaws.

Section 5. No Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE VIII

Indemnification and Insurance

Section 1. Action Not By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Action By or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation, unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 3. Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or 2 or in defense of any claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Article VIII.

Section 4. Approval of Indemnification. Any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of the Board, none of the members of which are parties to the action, or (iii) by independent legal counsel in a written opinion. If a person is entitled to indemnification under Section 1 or 2 for a portion of expenses, including attorneys' fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5. Reimbursement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified as authorized in this Article VIII. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 6. Continuation of Indemnification. The indemnification provided by this Article VIII shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power or duty to indemnify the person against such liability under the provisions of this Article VIII.

Section 8. References. For purposes of this Article VIII, reference to the Corporation includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who was or is a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

Section 9. Contract Rights Not Affected. Nothing contained in this Article VIII shall affect any rights to indemnification or advancement of expenses to which persons may be entitled by contract or otherwise by law. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 10. Private Foundation Excise Taxes. In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction and further no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by the person in connection with such proceeding; (ii) the person is successful in such defense, or such proceeding is terminated by settlement and the person has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding anything apparently to the contrary in this Article VIII, the Corporation shall not indemnify any Director, officer, employee or agent of the corporation if such indemnification would violate the self-dealing prohibition described in Section 4941 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax law.

ARTICLE IX

Amendments

Section 1. Amendments. These Bylaws, the Articles of Incorporation of the Corporation and any part thereof may be amended or repealed, and new Bylaws may be adopted only by the affirmative vote of two-thirds the Board of Directors of the Corporation at a duly called meeting at which a quorum is present, or by the written consent of all of the Directors.

Section 2. Record of Amendments. Whenever a new Bylaw or amendment thereto is adopted, it shall be included in the corporate minute book with the original Bylaws. If any Bylaw or amendment thereto is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original Bylaws.

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Extra copy

State of Minnesota

SECRETARY OF STATE

*For
Bylaws
Book*

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, 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: ROBINA FOUNDATION

Corporate Charter Number: 915622-5

Chapter Formed Under: 317A

This certificate has been issued on 05/21/2004.



Nancy
1 copy
in file drawer
w/ post-it saying
DO NOT REMOVE
either copy
w/ Bylaws
book

Mary Kiffmeyer
Secretary of State.



STATE OF MINNESOTA SECRETARY OF STATE

ARTICLES OF INCORPORATION Business and Nonprofit Corporations

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK.

Please read the directions on the reverse side before completing this form. All information on this form is public information.

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a (mark ONLY one):

☐ FOR-PROFIT BUSINESS CORPORATION (Chapter 302A)

☒ NONPROFIT CORPORATION (Chapter 317A)

ARTICLE I NAME

The name of the corporation is:

ROBINA FOUNDATION

(Business Corporation names must include a corporate designation such as Incorporated, Corporation, Company, Limited or an abbreviation of one of those words.)

ARTICLE II REGISTERED OFFICE ADDRESS AND AGENT

The registered office address of the corporation is:

CT Corporation System Inc., 405 Second Avenue South, Minneapolis, Minnesota 55401

(A complete street address or rural route and rural route box number is required; the address cannot be a P.O. Box) City State Zip

The registered agent at the above address is:

CT Corporation System Inc.

Name (Note: You are not required to have a registered agent.)

ARTICLE III SHARES AND MISCELLANEOUS PROVISIONS

A. The corporation is authorized to issue a total of zero shares.

(if you are a business corporation you must authorize at least one share. Nonprofit corporations are not required to have shares.)

ARTICLE IV INCORPORATORS

SEE ATTACHMENT

I (We), the undersigned incorporator(s) certify that I am (we are) authorized to sign these articles and that the information in these articles is true and correct. I (We) also understand that if any of this information is intentionally or knowingly misstated that criminal penalties will apply as if I (we) had signed these articles under oath. (Provide the name and address of each incorporator. Each incorporator must sign below. List the incorporators on an additional sheet if you have more than two incorporators.)

Richard L. Dees/ McDermott, Will & Emery 227 W. Monroe St. Chicago, IL 60606

Name	Street	City	State	Zip	Signature
Neil T. Kawashima/McDermott, Will & Emery	227 W. Monroe St.	Chicago	IL	60606	

Neil T. Kawashima/McDermott, Will & Emery 227 W. Monroe St. Chicago, IL 60606

Name	Street	City	State	Zip	Signature
Neil T. Kawashima					

Print name and phone number of person to be contacted if there is a question about the filing of these articles.

Neil T. Kawashima

Name

(312) 984-7640

Phone Number

Robina Foundation
c/o CT Corporation System, Inc.
Minneapolis, Minnesota 55401

ATTACHMENT TO ARTICLES OF INCORPORATION

Article III

Shares and Miscellaneous Provisions

B. The purpose or purposes for which the corporation is organized are:

The corporation is organized and operated solely for charitable, scientific, religious, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Internal Revenue Code"), and shall include, without limitation, providing financial support to organizations engaged in such activities.

All corporate property is irrevocably dedicated to the purposes set forth in this Article III. The activities of the corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual, except that the corporation may pay reasonable compensation for services rendered.

Notwithstanding any provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law, or by any corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in or intervene in (including the publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the corporation's remaining assets shall be conveyed or distributed to such organization or organizations created and operated for charitable purposes similar to those of the corporation as shall be determined by the members of the corporation, if any, otherwise by the board of directors of the corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Internal Revenue Code Section 501(c)(3). Any assets not so disposed of shall be distributed as determined by a court of competent jurisdiction in the county where the principal office of the corporation is located, exclusively for such charitable purposes as such court shall determine.

Robina Foundation
c/o CT Corporation System, Inc
Minneapolis, Minnesota 55401

ATTACHMENT TO ARTICLES OF INCORPORATION (Cont.)

Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the corporation may be invested, from time to time in such manner as the board of directors of the corporation may deem advantageous, provided, however: in any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), (a) the corporation shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); and (b) the corporation shall not make any investments in such manner as to subject it to tax under Internal Revenue Code Section 4944.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the corporation shall not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d).

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 21 2004

Mary Kiffmeyer
Secretary of State