



Minnesota State Zoological Board.
Zoo-Related Organizations Files.

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Revised

BYLAWS OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

ARTICLE I
Offices, Corporate Seal

Section 1.01. Registered Office. The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolution of the directors filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. The corporation may have such other offices, within the State of Minnesota, as the directors shall from time to time determine.

Section 1.03. Corporate Seal. The corporation shall have no corporate seal.

ARTICLE II
Members and Meetings of Members

Section 2.01. Members. The members of this corporation shall consist solely and exclusively of the persons who constitute the directors of this corporation from time to time. When a person becomes a director of this corporation he shall concurrently with becoming such a director, automatically become and be a member of this corporation, and when a person ceases to be a director of this corporation he shall, concurrently with ceasing to be such a director, automatically cease to be a member of this corporation.

Section 2.02. Property. No member shall have any right, title or interest in or to the property of the corporation.

Section 2.03. Annual Meetings. The first annual meeting of the members shall be held in November, 1975, on a day designated by the directors. Each subsequent meeting shall be held on the same date of the same month, or if that date shall fall upon a legal holiday, on the next succeeding business day.

Section 2.04. Special Meetings. A special meeting of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President or by the Board of Directors or by petition of not less than five (5) voting members.

Section 2.05. Place of Meeting. Each meeting of the members of the corporation shall be held at any place within or without the State of Minnesota, designated by the directors, and, in the absence of such designation, shall be held at the registered office of the corporation in the State of Minnesota.

Section 2.06. Notice of Meetings. Except as otherwise provided by statute and in these Bylaws, written notice of each meeting of the members, whether annual or special, shall be given not less than five (5) nor more than thirty (30) days before the day on which the meeting is to be held, to each member by mailing such notice in a postage prepaid envelope addressed to the member at the member's post office address as shown on the books of the corporation. Notice of any meeting of members shall not be required to be given to any member who shall attend such meeting in person or by proxy. Notice of any adjourned meeting of the members shall not be required to be given, except where expressly required by law.

Section 2.07. Quorum. At each meeting of the members, one-half (1/2) of the total number of voting members present in person or by proxy shall constitute a quorum for the transaction of business, except where a greater percentage may be required by statute.

Section 2.08. Voting. At each meeting of members, each member shall be entitled to one (1) vote in person or by proxy on each matter to be voted upon at the meeting. At all meetings of the members, all matters (except in special cases where other provision may be made by statute or by the Articles of Incorporation of the corporation) shall be decided by a majority of the votes cast by the voting members present in person or by proxy, a quorum being present. Voting shall not be cumulative. Unless demanded by a voting member present in person or by proxy at any meeting, the vote on any question need not be by ballot.

ARTICLE III
Board of Directors

Section 3.01. General Powers. The property, affairs and business of the corporation shall be managed by its Board of Directors.

Section 3.02. Number, Qualifications, and Term of Office. Until such time as the number of directors of this corporation has been changed by amendment to these Bylaws, the Board of Directors shall consist of twenty-five (25) persons. The first four (4) of the twenty-five (25) directors named in the Articles of Incorporation shall be referred to as "Appointed Directors", and shall serve until his or her successors are appointed in the following manner: In June of each year, commencing in 1976, the then chairman of the Minnesota Zoological Board created under Chapter 85A of the Minnesota Statutes shall appoint the successors to these four (4) Appointed Director positions and these successor Appointed Directors shall serve for a period of one (1) year, to be succeeded by four (4) Appointed Directors appointed in the same manner by the chairman of the Minnesota Zoological Board for succeeding one-year terms. Appointed Directors may serve as many one year terms as they are appointed to by the Minnesota Zoological Board Chairman. The remaining twenty-one (21) directors,

referred to in the Articles of Incorporation as "Elected Directors" shall hold office until the annual meeting of the members occurring in the year in which his or her term expires, as set forth opposite his or her name in the Articles of Incorporation, or until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she shall resign. At each annual meeting of the members, commencing with the first annual meeting held in 1975, successors to the directors whose terms expire in the year of such annual meeting shall be elected for three (3) year terms and each successor shall hold office until his or her term expires and until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she resigns. No Elected Director may serve for more than two (2) consecutive full three (3) year terms, but after an absence of one (1) year from the Board, a person shall again become eligible to be an Elected Director.

Section 3.03. Organization. At each meeting of the Board of Directors, the President of the corporation or, in his or her absence, such person as is chosen by a majority of the directors present, shall preside as chairperson of such meeting.

Section 3.04. Resignation. Any director of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, may be filled for the unexpired term by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the

expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

Section 3.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07. Annual Meeting. As soon as practicable after each annual election of Elected Directors, and preferably on the same day, the Board of Directors shall meet, at the place where such annual election of directors is held, or at such other place within the State of Minnesota as may be designated by the Board of Directors, for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting need not be given if it is held at the place where the annual election of directors is held, but if such annual meeting of the directors is to be held at any other place, such other place shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 3.08. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly in November (concurrently with the annual meeting), February, May, and August of each year, in each instance on such day and at such time and place within the State of Minnesota as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of regular meetings need not be given.

Section 3.09. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the directors. Notice of each such special meeting shall be mailed to

each director, addressed to the director's residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or be delivered personally or by telephone, not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Notice of any meeting of the Board need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors of the corporation then in office shall be present thereat.

Section 3.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-third (1/3) of the total number of directors (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.11. Compensation. No director shall receive any compensation for any service that he or she may render to the corporation in his or her capacity as such director.

Section 3.12. Minnesota Zoological Board Director. The Director of the Minnesota Zoological ^{Board} created under Chapter 85 A of the Minnesota Statutes shall at all times be an ex-officio member, without voting rights, of the Board of Directors of this corporation, ~~and he, or his designate, shall be an ex-officio member, without voting rights, to each committee of this corporation.~~ ^{except for the audit committee.} Said Director ~~or his designate~~ shall be entitled to attend all

of Board
meetings and receive notice thereof. At such time as the Director of the Minnesota Zoological ^{Garden} Board shall change, the outgoing Director shall cease to be a member of the Board of Directors of this corporation, ~~and he or his designate shall cease to be a member of each committee of this corporation,~~ and the new Director shall immediately become a non-voting ex-officio member of the Board of Directors of this corporation, ~~and he or his designate shall immediately become a non-voting ex-officio member of all committees of this corporation.~~

ARTICLE IV
Officers

Section 4.01. Number. The officers of the corporation shall be a President, one or more Vice Presidents (if elected by the Board of Directors), a Secretary, a Treasurer, and, if the Board shall so elect, such other officers as may be appointed by the Board of Directors. No two (2) offices except that of Secretary and Treasurer may be held by the same person.

Section 4.02. Election, Term of Office, and Qualifications. The officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 4.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any officer may be removed, either with or without cause, by a vote of the Board of Directors at a meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the corporation shall be present thereat.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 4.06. President. The President shall be the chief executive officer of the corporation and shall have general active management of the business of the corporation. The President shall, when present, preside at all meetings of the members and directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation any contracts or other instruments pertaining to the business of the corporation, including, without limitation, any instruments necessary or appropriate to enable the corporation to donate income or principal of the corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the corporation as the corporation was organized to support; shall have such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of President.

Section 4.07. Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President; and in the event of a vacancy in the

office of the President, such vacancy shall be filled by the Vice President assuming such office. In the event of absence or disability but not a vacancy in the office of any other officer, the Vice President shall succeed to the powers and duties of such other officer.

Section 4.08. Secretary. The Secretary shall be secretary of, and, when present, shall record proceedings of meetings of the members and Board of Directors; shall, when directed to do so, give proper notice of meetings of members and directors; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties incident to the office of Secretary.

Section 4.09. Treasurer. The Treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed; shall deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the whole Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by the corporation; shall disburse the funds of the corporation as ordered by the Board of Directors, making proper vouchers therefor; shall render to the President, the directors, and the members, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties incident to the office of Treasurer.

Section 4.10. Other Officers. The corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.11. Compensation. No officer shall receive compensation for any service that he or she may render to the corporation in his or her capacity as such officer.

ARTICLE V
Books and Records, Audit, Fiscal Year

Section 5.01. Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) records of all proceedings of members and directors;
and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) records of all proceedings of members and directors;
and
- (2) Articles of Incorporation and Bylaws of the corporation and all amendments thereto.

Section 5.03. Audit. The Board of Directors may, but shall not be required to, cause the records and books of account of the corporation to be audited each fiscal year and at such other times as it may deem necessary or appropriate.

Section 5.04. Fiscal Year. The fiscal year of the corporation shall end on the last day of June in each year, the first fiscal year ending on June 30, 1975.

ARTICLE VI
Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the corporation or any of the

corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein or before, at or after the meeting.

ARTICLE VII
Authorization Without a Meeting

Any action that may be taken at a meeting of the voting members may be taken without a meeting if authorized in writing and signed by all the voting members who are entitled to notice of the meeting for such purpose. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

ARTICLE VIII
Committees

Section 8.01. Executive Committee. There shall be an Executive Committee of the President and not less than four (4) members of the Board of Directors who shall be designated by the Board of Directors, providing that at least one (1) member of the Executive Committee shall at all times be an Appointed Director, as that term is used in the Bylaws. The Executive Committee shall have full power and authority of the Board of Directors in the management of the property, affairs and business of the corporation, provided, however, that the Executive Committee shall act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

Section 8.02. Nominating Committee. The persons who are, on the first day of November in each year, commencing in 1975, members of the Executive Committee, together with such two (2) non-officer members of the Board of Directors as the President shall appoint, shall constitute the Nominating Committee of the corporation. The Nominating Committee shall, at each annual

meeting of the members of the corporation, commencing in 1975, nominate one (1) candidate as a successor to each elected director whose term expires in the year of such meeting, and also shall have and perform such other related duties as may from time to time be prescribed by the Board of Directors.

Section 8.03. Other Committees. The corporation may have such additional committees, with such membership, authorities and duties, as may from time to time be prescribed by the Board of Directors.

ARTICLE IX Amendments

These Bylaws may be amended or altered by a vote of the majority of the whole Board of Directors at any meeting provided that notice of such proposed amendment shall have been given in the notice given to the directors of such meeting. Such authority in the Board of Directors is subject to the power of the voting members to change or repeal such Bylaws by a majority vote of the voting members present in person or by proxy at any annual or special meeting of voting members called for such purpose, and the Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, term of office, or number, except that the Board of Directors may make or alter any Bylaw to increase their number.

ARTICLE X Indemnification of Directors, Officers, and Employees

Section 10.01. Actions Not By Corporation. Except as otherwise provided in Section 10.04, this corporation shall indemnify each present or future director, officer, and employee of this corporation who now or hereafter is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, other than an action by or in the right of this corporation, by reason of the fact that he or she is or

was a director, officer, or employee of this corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her 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 he or she 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 his or her conduct was unlawful.

Section 10.02. Actions By Corporation. This corporation shall indemnify each present or future officer, director, or employee of this corporation who now or hereafter is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, wherever brought, by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or employee of this corporation, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this corporation, unless and only to the extent that

the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 10.03. Successful Defense. To the extent that such present or future director, officer, or employee of this corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 10.01 or 10.02, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 10.04. Unsuccessful Defense. Any indemnification under Section 10.01, unless ordered by a court, shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.01. Such determination shall be made (1) 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 (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Any indemnification under Section 10.02 must be ordered by a court.

Section 10.05. Advance Payments. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by this corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 10.04 upon receipt of an undertaking by or on behalf of the director, officer, or

employee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article X.

Section 10.06. Extended Application. The indemnification provided by this Article X shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 10.07. Insurance. This corporation may, by resolution of its Board of Directors, purchase and maintain insurance on behalf of any person who now or hereafter is a director, officer, or employee of this corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, provided, that no indemnification shall be made under any policy of insurance for any act which could not be indemnified by this corporation under this Article X.

Section 10.08. Court Approval. Where court approval is required by this Article X, application therefor shall be made by this corporation in such manner and form as is required by Section 300.082, Subd. 8, of the Minnesota Statutes of 1973, as now enacted or as hereafter amended.

Section 10.09. Overriding Provisions. Notwithstanding anything apparently or expressly to the contrary contained in this Article X, no indemnification, advancement, or allowance shall be made under this Article X in any circumstance

(1) if or to the extent that such indemnification, advancement, or allowance would violate the provisions of Section 317.165 of the Minnesota Statutes of 1973, as now enacted or as hereafter amended;

(2) if the indemnification, advancement, or allowance would be inconsistent with any provision of the Articles of Incorporation or

Bylaws, a resolution of the Board of Directors or of the members of this corporation, or an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(3) in the event there has been a settlement approved by the court, if the indemnification would be inconsistent with any condition with respect to indemnification expressly imposed by the court in approving the settlement.

Revised

ARTICLES OF INCORPORATION
OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Minnesota Zoological Garden Foundation.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes and, in limitation of the foregoing, this corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Minnesota Zoological Garden in the accomplishment of its purposes through the rendering of financial assistance, performing of services, and such other acts and benefits as are appropriate and helpful to further the authorized objectives of the Minnesota Zoological Garden and to assist the Minnesota Zoological Board which has been created to supervise and control the Minnesota Zoological Garden. For such purposes and not otherwise, and subject always to the limitations contained in Article III hereof, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose

of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the name, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

(a) This corporation shall, with respect to each of its taxable years, make distributions in furtherance of its purposes as set forth in Article II hereof, at such times and in such manner and in sufficient amounts that this corporation is not subjected to any taxes imposed by Section 4942 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

(b) This corporation shall not engage in any act of "self-dealing" (as such term is defined in Section 4941(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) with any "disqualified person" (as such term is defined in Section 4946(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) or "government official" (as such term is defined in Section 4946(c) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended).

(c) This corporation shall not engage in any act, or purchase or hold any property, or make any expenditure of its funds, or otherwise, which subjects this corporation to any tax imposed by Section 4943, or Section 4944, or Section 4945 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE IV

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to, its members, directors or officers; provided that,

subject always to the limitations contained in Article III hereof, this corporation may pay reasonable compensation for services rendered to or for the corporation affecting, and to make payments and distributions in furtherance of, one or more of its purposes as set forth in Article II hereof. No part of the property or the net earnings of this corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer, or any other person having a personal and private interest in the activities of the corporation. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE V

The period of duration of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation in the State of Minnesota shall be located in the City of St. Paul, County of Ramsey.

ARTICLE VII

(a) In the event of dissolution of this corporation, and subject always to the limitations contained in Article III hereof, all of its then assets shall be distributed as follows:

(i) The dissolution shall be conducted under court supervision if required or permitted under the Statutes of the State of Minnesota, as now enacted or hereafter amended, and the assets of this corporation shall be distributed (to the Minnesota Zoological Board created under Chapter 85 A of the Minnesota Statutes for the benefit of the Minnesota Zoological Garden created under said chapter, or their successor organization or organizations, or, in the event that at the time of such dissolution, such organization or successor organization or organizations do not then exist, the assets of this corporation shall be distributed in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Court will accomplish the general purposes for which this corporation is organized.

(ii) If the dissolution under Court supervision is not required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed ^{to the} in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Board of Directors of this corporation will accomplish the general purposes for which this corporation was organized, provided that such organizations must be

organizations to which gifts must be deductible from the income of a donor under the Internal Revenue Code of 1954, as now enacted or as hereafter amended. If the Internal Revenue Code, as hereafter amended, does not provide for such a deduction, then the distribution shall be made to such one or more state or local governments, for a public purpose, as the Board of Directors of the corporation shall determine.

(b) In the event of dissolution of this corporation, none of its assets will directly or indirectly be transferred to or in any other respect whatsoever inure to or for the benefit of any member, director, or officer of the corporation.

ARTICLE VIII

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

Name

Address

ARTICLE IX

(a) The members of this corporation shall consist solely and exclusively of the persons who constitute the directors of this corporation from time to time. When a person becomes a director of this corporation he shall concurrently with becoming such a director, automatically become and be a member of this corporation, and when a person ceases to be a director of this corporation he shall, concurrently with ceasing to be such a director, automatically cease to be a member of this corporation.

(b) The first Board of Directors of this corporation shall consist of twenty-five (25) persons, and the name, address, type of director (whether "Appointed Director" or "Elected Director", as those terms are used in the corporation bylaws) and the month of expiration of the term of office of each of them are:

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Appointed Director	June 1976
		Appointed Director	June 1976
		Appointed Director	June 1976
		Appointed Director	June 1976
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975

The term of office of the first Board of Directors shall be until successor directors shall have been elected and shall qualify.

(c) The successor directors to the first Board of Directors shall be elected in the manner and by the terms provided for in the Bylaws of this corporation.

(d) From time to time, the number of directors of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

ARTICLE X

Members, directors, and officers of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE XI

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

IN TESTIMONY WHEREOF, The undersigned incorporators have hereunto set their hands this ___ day of _____, 1975.

In the Presence of:

STATE OF MINNESOTA)

COUNTY OF)

On this _____ day of _____, 1975, before me, a notary public within and for said county, personally appeared _____, _____, _____, and _____, to me known to be persons named as incorporators and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

(Notarial Seal)

5/8/75

BYLAWS OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

ARTICLE I
Offices, Corporate Seal

Section 1.01. Registered Office. The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolution of the directors filed with the Secretary of State of Minnesota charging the registered office.

Section 1.02. Other Offices. The corporation may have such other offices, within the State of Minnesota, as the directors shall from time to time determine.

Section 1.03. Corporate Seal. The corporation shall have no corporate seal.

ARTICLE II
Members and Meetings of Members

Section 2.01. Members. The members of this corporation shall consist solely and exclusively of the persons who constitute the directors of this corporation from time to time. When a person becomes a director of this corporation he shall concurrently with becoming such a director, automatically become and be a member of this corporation, and when a person ceases to be a director of this corporation he shall, concurrently with ceasing to be such a director, automatically cease to be a member of this corporation.

Section 2.02. Property. No member shall have any right, title or interest in or to the property of the corporation.

Section 2.03. Annual Meetings. The first annual meeting of the members shall be held in November, 1975, on a day designated by the directors. Each subsequent meeting shall be held on the same date of the same month, or if that date shall fall upon a legal holiday, on the next succeeding business day.

Section 2.04. Special Meetings. A special meeting of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President or by the Board of Directors or by petition of not less than five (5) members.

Section 2.05. Place of Meetings. Each meeting of the members of the corporation shall be held at any place within or without the State of Minnesota, designated by the directors, and, in the absence of such designation, shall be held at the registered office of the corporation in the State of Minnesota.

Section 2.06. Notice of Meetings. Except as otherwise provided by statute and in these Bylaws, written notice of each meeting of the members, whether annual or special, shall be given not less than five (5) nor more than thirty (30) days before the day on which the meeting is to be held, to each member by mailing such notice in a postage prepaid envelope addressed to the member at the member's post office address as shown on the books of the corporation. Notice of any meeting of members shall not be required to be given to any member who shall attend such meeting in person or by proxy. Notice of any adjourned meeting of the members shall not be required to be given, except where expressly required by law.

Section 2.07. Quorum. At each meeting of the members, one-half (1/2) of the total number of voting members present in person or by proxy shall constitute a quorum for the transaction of business, except where a greater percentage may be required by statute.

Section 2.08. Voting. At each meeting of members, each member shall be entitled to one (1) vote in person or by proxy on each matter to be voted upon at the meeting. At all meetings of the members, all matters (except in special cases where other provision may be made by statute or by the Articles of Incorporation of the corporation) shall be decided by a majority of the votes cast by the voting members present in person or by proxy, a quorum being present. Voting shall not be cumulative. Unless demanded by a voting member present in person or by proxy at any meeting, the vote on any question need not be by ballot.

ARTICLE III
Board of Directors

Section 3.01. General Powers. The property, affairs and business of the corporation shall be managed by its Board of Directors.

Section 3.02. Number, Qualifications, and Term of Office. Until such time as the number of directors of this corporation has been changed by amendment to these Bylaws, the Board of Directors shall consist of twenty-six (26) persons. The first eleven (11) of the twenty-six (26) directors named in the Articles of Incorporation shall be referred to as "Appointed Directors", and shall serve until his or her successors are appointed in the following manner: In July of each year, commencing in 1976, the then chairman of the Minnesota Zoological Board created under Chapter 85 A of the Minnesota Statutes shall appoint the successors to these eleven (11) Appointed Director positions and these successor Appointed Directors shall serve for a period of one (1) year, to be succeeded by eleven (11) successive Appointed Directors appointed in the same manner by the chairman of the Minnesota Zoological Board for succeeding one-year terms. Appointed Directors may serve as many one-year terms as they are appointed to by the Minnesota Zoological Board Chairman. The remaining fifteen (15) directors referred to in the Articles of Incorporation as "Elected Directors", shall hold office until the

annual meeting of the members occurring in the year in which his or her term expires, as set forth opposite his or her name in the Articles of Incorporation, or until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she shall resign. At each annual meeting of the members, commencing with the first annual meeting held in 1975, successors to the Elected Directors whose terms expire in the year of such annual meeting shall be elected for three (3) year terms and each successor shall hold office until his or her term expires and until his or her successor shall have been elected and shall qualify, or until his or her death, or until he or she resigns. No Elected Director may serve for more than two (2) consecutive full three (3) year terms, but after an absence of one (1) year from the Board, a person shall again become eligible to be an Elected Director.

Section 3.03. Organization. At each meeting of the Board of Directors, the President of the corporation or, in his or her absence, such person as is chosen by a majority of the directors present, shall preside as chairperson of such meeting.

Section 3.04. Resignation. Any director of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, may be filled for the unexpired term by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the

expiration of the unexpired term for which he or she was so chosen and until his or her successor shall have been duly elected and shall qualify.

Section 3.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07. Annual Meeting. As soon as practicable after each annual election of Elected Directors, and preferably on the same day, the Board of Directors shall meet, at the place where such annual election of directors is held, or at such other place within the State of Minnesota as may be designated by the Board of Directors, for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting need not be given if it is held at the place where the annual election of directors is held, but if such annual meeting of the directors is to be held at any other place, such other place shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 3.08. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly in November (concurrently with the annual meeting), February, May, and August of each year, in each instance on such day and at such time and place within the State of Minnesota as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of regular meetings need not be given.

Section 3.09. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the directors. Notice of each such special meeting shall be mailed to

each director, addressed to the director's residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or be delivered personally or by telephone, not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Notice of any meeting of the Board need not be given to any director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors of the corporation then in office shall be present thereat.

Section 3.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-third (1/3) of the total number of directors (but not less than two (2)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.11. Compensation. No director shall receive any compensation for any service that he or she may render to the corporation in his or her capacity as such director.

Section 3.12. Minnesota Zoological Garden Director. The Director of the Minnesota Zoological Garden created under Chapter 85 A of the Minnesota Statutes shall at all times be an ex-officio member, without voting rights, of the Board of Directors of this corporation. Said Director shall be entitled to attend all meetings of the Board of Directors of this corporation and receive

notice thereof. At such time as the Director of the Minnesota Zoological Garden shall change, the outgoing Director shall cease to be a member of the Board of Directors of this corporation and the new Director shall immediately become a non-voting ex-officio member of the Board of Directors of this corporation.

ARTICLE IV Officers

Section 4.01. Number. The officers of the corporation shall be a President, one or more Vice Presidents (if elected by the Board of Directors), a Secretary, a Treasurer, and, if the Board shall so elect, such other officers as may be appointed by the Board of Directors. No two (2) offices except that of Secretary and Treasurer may be held by the same person.

Section 4.02. Election, Term of Office, and Qualifications. The officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 4.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any officer may be removed, either with or without cause, by a vote of the Board of Directors at a meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the corporation shall be present thereat.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 4.06. President. The President shall be the chief executive officer of the corporation and shall have general active management of the business of the corporation. The President shall, when present, preside at all meetings of the members and directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation any contracts or other instruments pertaining to the business of the corporation, including, without limitation, any instruments necessary or appropriate to enable the corporation to donate income or principal of the corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the corporation as the corporation was organized to support; shall have such other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of President.

Section 4.07. Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the powers and duties of the President; and in the event of a vacancy in the

office of the President, such vacancy shall be filled by the Vice President assuming such office. In the event of absence or disability but not a vacancy in the office of any other officer, the Vice President shall succeed to the powers and duties of such other officer.

Section 4.08. Secretary. The Secretary shall be secretary of, and, when present, shall record proceedings of meetings of the members and Board of Directors; shall, when directed to do so, give proper notice of meetings of members and directors; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties incident to the office of Secretary.

Section 4.09. Treasurer. The Treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed; shall deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the whole Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by the corporation; shall disburse the funds of the corporation as ordered by the Board of Directors, making proper vouchers therefor; shall render to the President, the directors, and the members, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties incident to the office of Treasurer.

Section 4.10. Other Officers. The corporation may have such other officers and agents as may be deemed necessary by the Board of Directors, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.11. Compensation. No officer shall receive compensation for any service that he or she may render to the corporation in his or her capacity as such officer.

ARTICLE V
Books and Records, Audit, Fiscal Year

Section 5.01. Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) records of all proceedings of members and directors;
and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 5.02. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation originals or copies of:

- (1) records of all proceedings of members and directors;
and
- (2) Articles of Incorporation and Bylaws of the corporation and all amendments thereto.

Section 5.03. Audit. The Board of Directors may, but shall not be required to, cause the records and books of account of the corporation to be audited each fiscal year and at such other times as it may deem necessary or appropriate.

Section 5.04. Fiscal Year. The fiscal year of the corporation shall end on the last day of June in each year, the first fiscal year ending on June 30, 1975.

ARTICLE VI
Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation of the corporation or any of the

corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein or before, at or after the meeting.

ARTICLE VII
Authorization Without a Meeting

Any action that may be taken at a meeting of the voting members may be taken without a meeting if authorized in writing and signed by all the voting members who are entitled to notice of the meeting for such purpose. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

ARTICLE VIII
Committees

Section 8.01. Executive Committee. There shall be an Executive Committee of the President and not less than four (4) members of the Board of Directors who shall be designated by the Board of Directors, provided that at least two (2) members of the Executive Committee shall at all times be Appointed Directors, as that term is used in the Bylaws. The Executive Committee shall have full power and authority of the Board of Directors in the management of the property, affairs and business of the corporation, provided, however, that the Executive Committee shall act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

Section 8.02. Nominating Committee. The persons who are, on the first day of November of each year, commencing in 1975, members of the Executive Committee, together with such two (2) non-officer members of the Board of Directors as the President shall appoint, shall constitute the Nominating Committee of the corporation, provided that at least one (1) member of the

Nominating Committee shall at all times be an Appointed Director, as that term is used in the Bylaws. The Nominating Committee shall, at each annual meeting of the members of the corporation, commencing in 1975, nominate one (1) candidate as a successor to each Elected Director whose term expires in the year of such meeting, and also shall have and perform such other related duties as may from time to time be prescribed by the Board of Directors.

Section 8.03. Other Committees. The corporation may have such additional committees, with such membership, authorities and duties, as may from time to time be prescribed by the Board of Directors, provided that at least one (1) member of each such committee shall at all times be an Appointed Director, as that term is used in the Bylaws.

ARTICLE IX Amendments

These Bylaws may be amended or altered by a vote of the majority of the whole Board of Directors at any meeting provided that notice of such proposed amendment shall have been given in the notice given to the directors of such meeting. Such authority in the Board of Directors is subject to the power of the voting members to change or repeal such Bylaws by a majority vote of the voting members present in person or by proxy at any annual or special meeting of voting members called for such purpose, and the Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, term of office, or number, except that the Board of Directors may make or alter any Bylaw to increase their number.

ARTICLE X Indemnification of Directors, Officers, and Employees

Section 10.01. Actions Not By Corporation. Except as otherwise provided in Section 10.04, this corporation shall indemnify each present or future director, officer, and employee of this corporation who now or hereafter

is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, other than an action by or in the right of this corporation, by reason of the fact that he or she is or was a director, officer, or employee of this corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her 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 he or she 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 his or her conduct was unlawful.

Section 10.02. Actions by Corporation. This corporation shall indemnify each present or future officer, director, or employee of this corporation who now or hereafter is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, wherever brought, by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, or employee of this corporation, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person

shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 10.03. Successful Defense. To the extent that such present or future director, officer, or employee of this corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 10.01 or 10.02, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 10.04. Unsuccessful Defense. Any indemnification under Section 10.01, unless ordered by a court, shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.01. Such determination shall be made (1) 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 (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Any indemnification under Section 10.02 must be ordered by a court.

Section 10.05. Advance Payments. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by this corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 10.04 upon receipt of an undertaking by or on behalf of the director, officer, or

employee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article X.

Section 10.06. Extended Application. The indemnification provided by this Article X shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 10.07. Insurance. This corporation may, by resolution of its Board of Directors, purchase and maintain insurance on behalf of any person who now or hereafter is a director, officer, or employee of this corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, provided, that no indemnification shall be made under any policy of insurance for any act which could not be indemnified by this corporation under this Article X.

Section 10.08. Court Approval. Where court approval is required by this Article X, application therefor shall be made by this corporation in such manner and form as is required by Section 300.082, Subd. 8, of the Minnesota Statutes of 1973, as now enacted or as hereafter amended.

Section 10.09. Overriding Provisions. Notwithstanding anything apparently or expressly to the contrary contained in this Article X, no indemnification, advancement, or allowance shall be made under this Article X in any circumstance

(1) if or to the extent that such indemnification, advancement, or allowance would violate the provisions of Section 317.165 of the Minnesota Statutes of 1973, as now enacted or as hereafter amended;

(2) if the indemnification, advancement, or allowance would be inconsistent with any provision of the Articles of Incorporation or

Bylaws, a resolution of the Board of Directors or of the members of this corporation, or an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action or proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(3) in the event there has been a settlement approved by the court, if the indemnification would be inconsistent with any condition with respect to indemnification expressly imposed by the court in approving the settlement.

5/8/75
Revised

ARTICLES OF INCORPORATION
OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Minnesota Zoological Garden Foundation.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes and, in limitation of the foregoing, this corporation is organized and shall be operated exclusively for the benefit of the Minnesota Zoological Garden in the accomplishment of its purposes through the rendering of financial assistance, performing of services, and such other acts and benefits as are appropriate and helpful to further the authorized objectives of the Minnesota Zoological Garden and to assist the Minnesota Zoological Board which has been created to supervise and control the Minnesota Zoological Garden. For such purposes and not otherwise, and subject always to the limitations contained in Article III hereof, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose

of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the name, and such other powers which are consistent with the foregoing purposes of this corporation and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

(a) This corporation shall, with respect to each of its taxable years, make distributions in furtherance of its purposes as set forth in Article II hereof, at such times and in such manner and in sufficient amounts that this corporation is not subjected to any taxes imposed by Section 4942 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

(b) This corporation shall not engage in any act of "self-dealing" (as such term is defined in Section 4941(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) with any "disqualified person" (as such term is defined in Section 4946(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) or "government official" (as such term is defined in Section 4946(c) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended).

(c) This corporation shall not engage in any act, or purchase or hold any property, or make any expenditure of its funds, or otherwise, which subjects this corporation to any tax imposed by Section 4943, or Section 4944, or Section 4945 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE IV

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to, its members, directors or officers; provided that,

subject always to the limitations contained in Article III hereof, this corporation may pay reasonable compensation for services rendered to or for the corporation affecting, and to make payments and distributions in furtherance of, one or more of its purposes as set forth in Article II hereof. No part of the property or the net earnings of this corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer, or any other person having a personal and private interest in the activities of the corporation. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE V

The period of duration of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation in the State of Minnesota shall be located in the City of St. Paul, County of Ramsey.

ARTICLE VII

(a) In the event of dissolution of this corporation, and subject always to the limitations contained in Article III hereof, all of its then assets shall be distributed as follows:

(i) The dissolution shall be conducted under court supervision if required or permitted under the Statutes of the State of Minnesota, as now enacted or hereafter amended, and the assets of this corporation shall be distributed to the Minnesota Zoological Board created under Chapter 85 A of the Minnesota Statutes for the benefit of the Minnesota Zoological Garden created under said chapter, or their successor organization or organizations, or, in the event that at the time of such dissolution, such organization or successor organization or organizations do not then exist, the assets of this corporation shall be distributed in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Court will accomplish the general purposes for which this corporation is organized.

(ii) If the dissolution under Court supervision is not required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed to the Minnesota Zoological Board created under Chapter 85 A of the Minnesota Statutes for the benefit of the Minnesota Zoological Garden created under said chapter, or their

successor organization or organizations, or, in the event that at the time of such dissolution, such organization or successor organization or organizations do not then exist, the assets of this corporation shall be distributed in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Board of Directors of this corporation will accomplish the general purposes for which this corporation was organized, provided that such organizations must be organizations to which gifts must be deductible from the income of a donor under the Internal Revenue Code of 1954, as now enacted or as hereafter amended. If the Internal Revenue Code, as hereafter amended, does not provide for such a deduction, then the distribution shall be made to such one or more state or local governments, for a public purpose, as the Board of Directors of the corporation shall determine.

(b) In the event of dissolution of this corporation, none of its assets will directly or indirectly be transferred to or in any other respect whatsoever inure to or for the benefit of any member, director, or officer of the corporation.

ARTICLE VIII

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

<u>Name</u>	<u>Address</u>
Firmin L. Alexander	1355 Lincoln Avenue St. Paul, Minnesota 55105

<u>Name</u>	<u>Address</u>
Robert H. Engels	1921 Humboldt Avenue South Minneapolis, Minnesota 55403
John E. Tilton	5320 Malibu Drive Minneapolis, Minnesota 55436
Adolf Tobler	915 Edmund St. Paul, Minnesota 55104
James D. Weiler	2413 Hayes Court Burnsville, Minnesota 55337
Larry S. Freeman	2581 Quebec Avenue South St. Louis Park, Minnesota 55426

ARTICLE IX

(a) The members of this corporation shall consist solely and exclusively of the persons who constitute the directors of this corporation from time to time. When a person becomes a director of this corporation he shall concurrently with becoming such a director, automatically become and be a member of this corporation, and when a person ceases to be a director of this corporation he shall, concurrently with ceasing to be such a director, automatically cease to be a member of this corporation.

(b) The first Board of Directors of this corporation shall consist of twenty-six (26) persons, and the name, address, type of director (whether "Appointed Director" or "Elected Director", as those terms are used in the corporation Bylaws) and the month of expiration of the term of office of each of them are:

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Appointed Director	July 1976
		Appointed Director	July 1976

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1976
		Elected Director	November 1976

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977

The term of office of the first Board of Directors shall be until successor directors shall have been elected and shall qualify.

(c) The successor directors to the first Board of Directors shall be elected or appointed in the manner and by the terms provided for in the Bylaws of this corporation.

(d) From time to time, the number of directors of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

ARTICLE X

Members, directors, and officers of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE XI

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

IN TESTIMONY WHEREOF, The undersigned incorporators have hereunto set their hands this _____ day of _____, 1975.

In the Presence of:

Firmin L. Alexander

Robert H. Engels

John E. Tilton

Adolf Tobler

James D. Weiler

Larry S. Freeman

STATE OF MINNESOTA)
)
COUNTY OF)

On this _____ day of _____, 1975, before me, a notary public within and for said county, personally appeared Firmin L. Alexander, Robert H. Engels, John E. Tilton, Adolf Tobler, James D. Weiler and Larry S. Freeman, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

(Notarial Seal)

Revised

ARTICLES OF INCORPORATION
OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Minnesota Zoological Garden Foundation.

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes and, in limitation of the foregoing, this corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the Minnesota Zoological Garden in the accomplishment of its purposes through the rendering of financial assistance, performing of services, and such other acts and benefits as are appropriate and helpful to further the authorized objectives of the Minnesota Zoological Garden and to assist the Minnesota Zoological Board which has been created to supervise and control the Minnesota Zoological Garden. For such purposes and not otherwise, and subject always to the limitations contained in Article III hereof, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose

of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the name, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III

(a) This corporation shall, with respect to each of its taxable years, make distributions in furtherance of its purposes as set forth in Article II hereof, at such times and in such manner and in sufficient amounts that this corporation is not subjected to any taxes imposed by Section 4942 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

(b) This corporation shall not engage in any act of "self-dealing" (as such term is defined in Section 4941(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) with any "disqualified person" (as such term is defined in Section 4946(a) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended) or "government official" (as such term is defined in Section 4946(c) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended).

(c) This corporation shall not engage in any act, or purchase or hold any property, or make any expenditure of its funds, or otherwise, which subjects this corporation to any tax imposed by Section 4943, or Section 4944, or Section 4945 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE IV

This corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to, its members, directors or officers; provided that,

subject always to the limitations contained in Article III hereof, this corporation may pay reasonable compensation for services rendered to or for the corporation affecting, and to make payments and distributions in furtherance of, one or more of its purposes as set forth in Article II hereof. No part of the property or the net earnings of this corporation or any other pecuniary gain or profit shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director, or officer, or any other person having a personal and private interest in the activities of the corporation. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

ARTICLE V

The period of duration of this corporation shall be perpetual.

ARTICLE VI

The registered office of this corporation in the State of Minnesota shall be located in the City of St. Paul, County of Ramsey.

ARTICLE VII

(a) In the event of dissolution of this corporation, and subject always to the limitations contained in Article III hereof, all of its then assets shall be distributed as follows:

(i) The dissolution shall be conducted under court supervision if required or permitted under the Statutes of the State of Minnesota, as now enacted or hereafter amended, and the assets of this corporation shall be distributed to the Minnesota Zoological Board created under Chapter 85 A of the Minnesota Statutes for the benefit of the Minnesota Zoological Garden created under said chapter, or their successor organization or organizations, or, in the event that at the time of such dissolution, such organization or successor organization or organizations do not then exist, the assets of this corporation shall be distributed in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Court will accomplish the general purposes for which this corporation is organized.

(ii) If the dissolution under Court supervision is not required or permitted under the Statutes of the State of Minnesota, as now enacted or as hereafter amended, the assets of this corporation shall be distributed in such manner and to or for such benefit of such organizations, causes, or projects as in the judgment of the Board of Directors of this corporation will accomplish the general purposes for which this corporation was organized, provided that such organizations must be

organizations to which gifts must be deductible from the income of a donor under the Internal Revenue Code of 1954, as now enacted or as hereafter amended. If the Internal Revenue Code, as hereafter amended, does not provide for such a deduction, then the distribution shall be made to such one or more state or local governments, for a public purpose, as the Board of Directors of the corporation shall determine.

(b) In the event of dissolution of this corporation, none of its assets will directly or indirectly be transferred to or in any other respect whatsoever inure to or for the benefit of any member, director, or officer of the corporation.

ARTICLE VIII

The names and addresses of the incorporators, each of whom is a natural person of full age, are:

Name

Address

ARTICLE IX

(a) The members of this corporation shall consist solely and exclusively of the persons who constitute the directors of this corporation from time to time. When a person becomes a director of this corporation he shall concurrently with becoming such a director, automatically become and be a member of this corporation, and when a person ceases to be a director of this corporation he shall, concurrently with ceasing to be such a director, automatically cease to be a member of this corporation.

(b) The first Board of Directors of this corporation shall consist of twenty-five (25) persons, and the name, address, type of director (whether "Appointed Director" or "Elected Director", as those terms are used in the corporation bylaws) and the month of expiration of the term of office of each of them are:

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Appointed Director	June 1976
		Appointed Director	June 1976
		Appointed Director	June 1976
		Appointed Director	June 1976
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975
		Elected Director	November 1975

The term of office of the first Board of Directors shall be until successor directors shall have been elected and shall qualify.

(c) The successor directors to the first Board of Directors shall be elected in the manner and by the terms provided for in the Bylaws of this corporation.

(d) From time to time, the number of directors of this corporation may be increased or diminished by vote of the members or of the Board of Directors of this corporation in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

ARTICLE X

Members, directors, and officers of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE XI

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

IN TESTIMONY WHEREOF, The undersigned incorporators have hereunto set their hands this ___ day of _____, 1975.

In the Presence of:

STATE OF MINNESOTA)

COUNTY OF)

On this _____ day of _____, 1975, before me, a notary public within and for said county, personally appeared _____, _____, _____, and _____, to me known to be persons named as incorporators and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their free act and deed for the uses and purposes therein expressed.

(Notarial Seal)

<u>Name</u>	<u>Address</u>	<u>Type of Director</u>	<u>Term Expires</u>
		Appointed Director	July 1976
		Appointed Director	July 1976
		Appointed Director	July 1976
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1976
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1977
		Elected Director	November 1978
		Elected Director	November 1978
		Elected Director	November 1978
		Elected Director	November 1978
		Elected Director	November 1978

BE IT FURTHER RESOLVED, That consistent with Section 3.02 of the Bylaws of this corporation, the Secretary of this corporation shall and will be instructed to complete Exhibit A to the Bylaws of this corporation, consistent with the foregoing preambles and resolution.

RESOLUTIONS TO BE ADOPTED
BY BOARD OF DIRECTORS OF
MINNESOTA ZOOLOGICAL GARDEN FOUNDATION

BE IT RESOLVED, That the following persons are elected to hold the offices set opposite their respective names until the next annual meeting or until their successors shall be elected and shall qualify:

John McKay	-	President
David Onan	-	Vice President
G. Richard Palen	-	Secretary
G. Richard Palen	-	Treasurer

BE IT FURTHER RESOLVED, That the Bylaws which have been marked for identification by the Secretary are hereby adopted as the Bylaws of this corporation, and the Secretary is to file them with the records of this corporation.

BE IT FURTHER RESOLVED, That this corporation shall file with the Internal Revenue Service a Federal Form 1023, Application for Recognition of Exemption, and, after receiving a federal income tax exemption, the corporation shall file a similar Minnesota exemption application form; the President and Secretary of this corporation are authorized to sign such documents and take all other steps necessary to implement this corporate resolution.

BE IT FURTHER RESOLVED, That the First National Bank of Saint Paul is hereby designated as a depository for the funds of this corporation, and any officer or other person hereinafter named is hereby authorized for and on behalf of this corporation to open or continue an account or accounts with said Bank and to execute and deliver to said Bank signature card or cards supplied by said Bank containing specimen signatures of officers or other persons hereinafter named and assenting to said Bank's Rules and Regulations Governing Bank Accounts, and that any officer or other person hereinafter named is hereby authorized for and on behalf of this corporation to endorse or cause to be endorsed (whether for payment or deposit) and to deposit or cause to be deposited in such account or accounts from time to time checks, drafts, certificates of deposit, cashier's checks and other instruments and funds payable to or held by this corporation including any issued by said Bank.

BE IT FURTHER RESOLVED, That checks, drafts and other withdrawal orders and any and all other directions and instructions of any character with respect to funds of this corporation now or hereafter with said Bank may be signed by any one of the following:

Dave Onan
~~John Tilton~~
Firmin L. Alexander

John McKay
G. R. Paley

and said Bank is hereby fully authorized to pay and charge to such account or accounts any checks, drafts and other withdrawal orders so signed, and to honor any directions or instructions so signed, whether or not payable to the individual order of or deposited to the individual account of or inuring to the individual benefit of any of the foregoing officers or persons.

BE IT FURTHER RESOLVED, That any two of the following:

Dave Onan
~~John Tilton~~
Firmin L. Alexander

John McKay
G. R. Paley

hereby is or are authorized, for and on behalf of this corporation, at any time or from time to time to borrow money from said Bank in such amounts, for such times, at such rate or rates of interest and upon such terms as he or they may see fit; to execute and deliver notes or other evidences of indebtedness of this corporation therefor, and extensions and renewals thereof; to sell, assign, transfer, mortgage, pledge or otherwise hypothecate (by granting a Security Interest or in any other manner) to said Bank any bills receivable, accounts, contracts, warehouse receipts, bills of lading, stocks, bonds, chattels, real estate or other property of this corporation as security; to give guaranties and other undertakings to said Bank; to discount with said Bank bills receivable of this corporation and to authorize modifications and extensions with respect thereto and to waive demand, presentment, protest and notice of dishonor; and to do, authorize and agree to any and all other things at any time or from time to time in connection with any of the foregoing as he or they may deem appropriate.

BE IT FURTHER RESOLVED, That any acts or instruments of the kind mentioned in any of the preceding paragraphs heretofore done or executed by any of said officers on behalf of this corporation are hereby adopted, ratified and confirmed.

BE IT FURTHER RESOLVED, That said Bank shall be entitled to rely upon a certified copy of these resolutions until written notice of modification or rescission has been furnished to and received by said Bank.