

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

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

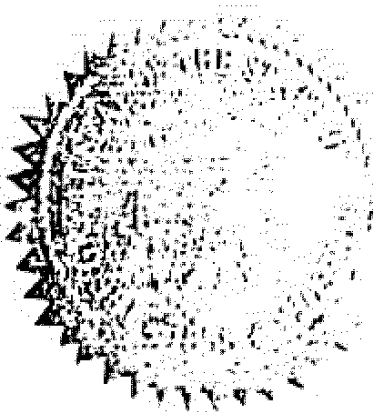
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Health Care Auxiliary of Minnesota

Corporate Charter Number: 13-8

Chapter Formed Under: 317A

This certificate has been issued on 04/12/1991.



Joan Anderson Grove
Secretary of State.

16-8

**ARTICLES OF INCORPORATION
HEALTH CARE AUXILIARY OF MINNESOTA**

**ARTICLE I
NAME**

The name of the corporation shall be the Health Care Auxiliary of Minnesota.

**ARTICLE II
REGISTERED OFFICE**

The registered office of the Health Care Auxiliary of Minnesota shall be in Hennepin County at 2221 University Avenue SE, Suite 425, Minneapolis, Minnesota 55414.

**ARTICLE III
ORGANIZATION**

The Health Care Auxiliary of Minnesota is organized under Minnesota Statute Chapter 317A.

**ARTICLE IV
PURPOSE**

The Health Care Auxiliary of Minnesota shall be a not for profit, charitable organization dedicated to the following purposes:

1. To educate, support and vitalize the members of the Health Care Auxiliary of Minnesota.
2. To encourage contributions which individual auxiliaries can make in activities directed towards improved health care service.
3. To inform its members of state and national trends and legislation concerning health and welfare.

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4. To engage in other lawful, charitable and philanthropic activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, that support and encourage the activities and goals of the Health Care Auxillary of Minnesota.

To this end, the Health Care Auxillary of Minnesota shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE V I.R.S. EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Health Care Auxillary of Minnesota:

1. No part of the net earnings of the Health Care Auxillary of Minnesota shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Health Care Auxillary of Minnesota, nor to any other private person, excepting such reasonable compensation that the Health Care Auxillary of Minnesota shall pay for services actually rendered to the Health Care Auxillary of Minnesota, or allowed by the Health Care Auxillary of Minnesota as a reasonable allowance for authorized expenditures incurred on behalf of the Health Care Auxillary of Minnesota;

2. No substantial part of the activities of the Health Care Auxillary of Minnesota shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Health Care Auxillary of Minnesota shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, and candidate for public office, including by publication or distribution of statements;

3. Notwithstanding any other provision of these articles, the Health Care Auxillary of Minnesota shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VI
INCORPORATORS

We, the undersigned Incorporators certify that we are authorized to execute these articles of Incorporation and further certify that we understand that by signing these articles, we are subject to the penalties of perjury as set forth in section 609.48 as if we had signed these articles under oath.

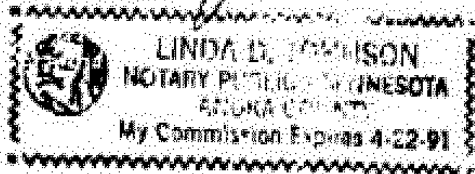
Karen Jupanich 2/5/91

820 East White Street
Ely, MN 55731

Mary Jo K... ..
1. 24. 1991

6135 Birchwood Hills
Brainerd, MN 56401

Linda S. Johnson



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 12 1991

Jean Anderson Howe
Secretary of State