

State of Minnesota

**SECRETARY OF STATE**

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, 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: Cheetah Development, Inc.

Corporate Charter Number: 3269474-2

Chapter Formed Under: 317A

This certificate has been issued on 03/25/2009.



*Mark Ritchie*  
Secretary of State.

NP OR



32694740002

**ARTICLES OF INCORPORATION  
OF**

**CHEETAH DEVELOPMENT, INC.**

The undersigned, for the purposes of forming a non-profit corporation pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A of Minnesota Statutes (the "Act"), and any amendments thereto, do hereby form a body corporate and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this Corporation shall be **Cheetah Development, Inc.** ✓

**ARTICLE II  
REGISTERED OFFICE ADDRESS**

The registered office address of the Corporation is 906 East First Street, Hastings, Minnesota 55033. ✓

**ARTICLE III  
PURPOSES AND POWERS**

3.1. This Corporation is organized and shall be operated exclusively for charitable purposes and to promote, foster and aid in the advancement of (i) religion, religious institutions and organizations; (ii) science, scientific institutions, organizations and foundations; (iii) charity, charitable institutions and organizations; and (iv) literary or educational institutions, organizations and foundations - all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or such other provisions of Minnesota or Federal law as may from time to time be applicable

3.2. This corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. All of the work of this Corporation, and all funds of this Corporation, whether income or principal or whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for the charitable, educational, religious or scientific purposes directly or indirectly benefiting this Corporation (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this Corporation will in any way inure to the benefit of any shareholder, member, officer, director, or any other individual (except that reasonable compensation may be paid for services rendered to or for this Corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious or scientific purposes in furtherance of the purposes of this Corporation which are otherwise permitted under the Code and regulations issued thereunder).

3.3 Provided, further, that no substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

3.4 This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, sexual orientation, disability or age.

3.5 This Corporation does not and shall not afford pecuniary gain incidentally or otherwise to its shareholders or members, if any (other than a member that is a nonprofit organization described in Section 501 (c)(3) of the Code) or any private individual.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

The purpose of this Corporation shall be carried on through a Board of Directors. The number of directors, the qualifications and method of electing/appointing directors and the terms of office of the directors shall be fixed by the Bylaws of this corporation.

**ARTICLE V**  
**INCORPORATOR**

The name and address of the incorporator is:

Raymond J. Menard  
906 East First Street  
Hastings, Minnesota 55033

**ARTICLE VI**  
**PERPETUAL EXISTENCE**

The existence of this Corporation shall commence with the issuance of a Certificate of Incorporation by the Minnesota Secretary of State and its duration shall be perpetual.

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

No member of the Board of Directors shall be personally liable for any of the debts or obligations of the Corporation.

**ARTICLE VIII**  
**BYLAWS**

The Board of Directors shall adopt Bylaws for the purposes of administering and regulating the affairs of the Corporation. The power to make and amend the Bylaws lies only with the Board of Directors. The Board of Directors may amend, make or repeal any provision of the Bylaws by an affirmative vote of the Board of Directors authorized and entitled to vote at a meeting called for that purpose.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES**

These Articles may be amended by the affirmative vote of the directors authorized and entitled to vote at a meeting only called for that purpose.

**ARTICLE X**  
**CAPITAL STOCK AND MEMBERS**

This Corporation shall have no capital stock and shall not have any members as defined by the Act.

**ARTICLE XI**  
**RESTRICTED ACTIVITIES**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities 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 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XII**  
**ACTION BY DIRECTORS**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or consented to by authenticated electronic communication to the extent permitted under the Act by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present. The acceptable format for an "authenticated electronic communication" shall be established by the Board of Directors from time to time and set forth in a resolution to be adopted by the Board of Directors or in the Corporation's Bylaws.

**ARTICLE XIII**  
**DISSOLUTION**

3.1 Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, except to the extent otherwise provided or required by law, the remaining property and assets of the Corporation shall be distributed as provided in the Bylaws.

3.2 Any such property or assets not so distributed shall be disposed of as the Board of Directors shall determine (after paying or making provisions for the payment of all of the liabilities of the Corporation), exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

3.3 If the Board of Directors shall fail to fully act, any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 24<sup>th</sup> day of March, 2009.

Incorporator:



Raymond J. Menard,  
Incorporator

KM: 4813-3036-8515, v. 1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

MAR 25 2009

*Mark Ritchie*  
Secretary of State

