

**ARTICLES OF INCORPORATION  
OF  
ECHO MINNESOTA**

The undersigned, being of full age and for the purpose of forming a nonprofit corporation under Minnesota Statutes 317A, the Minnesota Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.  
NAME**

This Corporation shall be called ECHO Minnesota.

**ARTICLE II.  
ORGANIZATION**

This Corporation is organized under Minnesota Statutes Chapter 317A, the Minnesota Nonprofit Corporation Act (“Act”).

**ARTICLE III.  
REGISTERED OFFICE**

This Corporation’s registered office in this state shall be located at c/o Association of Minnesota Counties, 125 Charles Avenue, St. Paul, Minnesota 55103.

**ARTICLE IV.  
MISSION; PURPOSE**

4.1 “The mission of the Corporation is to develop and communicate educational and emergency information about issues affecting the health and safety of limited-English proficient populations.”

The purpose for which the Corporation is formed is:

1. To develop and maintain the necessary staffing, operational systems and resources to achieve the mission of ECHO Minnesota and other such means as afforded to corporations established for the purposes permitted pursuant to Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code)(“IRC”).

4.2 Except as otherwise limited herein, the Corporation shall have all power necessary or convenient to effect or transact any or all of the business or purposes for which the Corporation is organized and shall likewise have all the powers provided by the Minnesota Non-Profit Corporation Act.

4.3 The Corporation is organized exclusively for charitable and educational purposes, 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 (or the corresponding provisions of any future United States Internal Revenue Code) (“IRC”).

4.4 Notwithstanding any other provisions of these Articles, all of the work of this Corporation shall be carried on, and all funds of this Corporation, whether revenue or principal and whether acquired by gift or contribution or otherwise, shall be used exclusively for charitable and educational programs 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). The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors, officers or other private persons; no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, grants, scholarships and distributions in furtherance of the purposes set forth in these Articles which are otherwise permitted under the IRC. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 IRC or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

#### ARTICLE V. INDEMNIFICATION

To the fullest extent permitted by the Act, as amended from time to time, and other applicable law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, wherever and by whomsoever brought (including any such proceeding brought by or on behalf of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member, director, or officer of the Corporation, shall be indemnified by the Corporation upon the affirmative vote of the Board at a duly held meeting of the Board called for such purpose, against expenses, including reasonable attorneys’ fees, judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred by such person.

ARTICLE VI.  
LIMITATION ON DIRECTOR'S LIABILITY

A director of the Corporation shall not be civilly liable for an act or omission if the act or omission was in good faith, and within the scope of the person's responsibilities except for (i) willful or reckless misconduct; (ii) an action or proceedings by the attorney general for breach of fiduciary duty as a director; (iii) a cause of action to the extent it is based on federal law; (iv) a cause of action based on the person's express contractual obligations; or (v) an action or proceeding based on a breach of public pension plan fiduciary responsibility. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation in addition to the limitations on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Act. Any repeal or modification of this Article by the directors of the Corporation shall be prospective only and shall not adversely affect effect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII.  
NO MEMBERS

This Corporation shall have no members.

ARTICLE VIII.  
WRITTEN ACTION

An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors. An action may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE IX.  
AMENDMENTS

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE X.  
INCORPORATOR

The name and address of the incorporator of the Corporation is: Lillian McDonald, 125 Charles Avenue, St. Paul, Minnesota 55430.

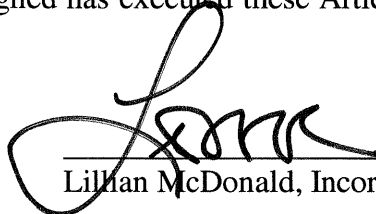
ARTICLE XI.  
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to such other organization or organizations which is or are exempt and qualified as an exempt organization under Section 501(c)(3) of the IRC as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of the city or 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.

XI.  
PROTECTIVE PROVISIONS

In the event that the Corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the IRC (or the corresponding provision of any future United States Internal Revenue Law), and only during the period during which such determination applied, notwithstanding any other provision of these Articles of Incorporation, this Article XI shall apply, and the Corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4945(d) of the Internal Revenue Code; (2) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4942 of the Internal Revenue Code. Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29<sup>th</sup> day of AUGUST, 2007.

  
\_\_\_\_\_  
Lillian McDonald, Incorporator