

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF WELLS MEMORIAL INCORPORATED,

ADOPTED AS OF NOVEMBER 2006
AMENDED AS OF NOVEMBER 2007
UPDATED AS OF MARCH 2010
AMENDED AND RESTATED AS OF JUNE 21, 2017
AMENDED AND RESTATE AS OF OCTOBER 22, 2018

ARTICLE I

Name; Purpose

1. The name of this corporation shall be “Wells Memorial Incorporated” (hereinafter referred to as “the Corporation”). The Corporation’s registered office shall be 519 Oak Grove Street, Minneapolis, Minnesota 55403.
2. The exclusive purposes of the Corporation shall be to engage in, advance, promote, and administer religious and charitable activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and to assist and contribute to the support of corporations, associations, and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code (relating to tax-exempt organizations), as now enacted or as hereafter amended. For said purposes, and not otherwise, the Corporation shall have such powers as are required by and are consistent with those purposes, including the powers:
 - to acquire, solicit, and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise;
 - 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 the Corporation as stated herein, or any of them, and to lease, mortgage, encumber, and use the same; and

- such other powers that are consistent with the foregoing purposes and that are afforded to the Corporation by the Minnesota Nonprofit Corporation Act and any further laws amendatory thereof or supplementary thereto.

All such powers of the corporation shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code, as now enacted or as hereafter amended.

3. No part of the property or the income of the Corporation shall ever be used or employed directly or indirectly by the Corporation for the purpose of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Corporation participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements by or on behalf of any such candidate.

4. One responsibility of the Corporation shall be to distribute monies held in its name in trust or endowment. If the terms of any document by which any property was donated to the Corporation place restrictions on the use or purposes of such monies or the income derived therefrom, the Corporation shall honor and observe such restrictions when disbursing the income or principal from that property in perpetuity or until such restrictions have been removed.

ARTICLE II

Members; No Pecuniary Gain

The Corporation shall have no members and shall issue no capital stock. No pecuniary gain shall be afforded to any member of the Board of Directors, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more

of its purposes. Except as permitted by in the immediately preceding sentence, no part of the property or the income of the corporation shall issue to any member of the Board of Directors.

ARTICLE III

Directors

The management and control of the property and affairs of the Corporation shall be vested in a Board of Directors of from 9-11 members, including the Dean of the Cathedral Church of St. Mark (“the Cathedral”). The Dean shall be a permanent member, except that the Dean may designate from time to time a member of the staff of the Cathedral to serve as his or her representative. The other Directors shall be members in good standing of the congregation of the Cathedral, and a majority of them must be adults. Said congregational Directors shall be elected to terms of three years, with the elections being staggered so that one-third of the Directors shall be elected each year. Directors shall be elected by **the** Council of the Cathedral Church of St. Mark (or such other body as may be the successor in interest thereto), upon recommendation of a list of nominees submitted by the Board of Directors in accordance with the Bylaws. Vacancies in the office of Director occurring during a director’s term shall be filled as provided in the Corporation’s Bylaws.

No appointed or elected member of the Board of Directors may serve more than two consecutive terms; provided however that, if a person is appointed or elected to serve an unexpired term of less than one and one-half years, such person may be reappointed or re-elected to two full three-year terms.

ARTICLE IV

Duration and Dissolution of Corporation

1. The period of duration of the Corporation shall be perpetual.

2. In the event of liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary or by operation of law, and except as and to the extent otherwise provided or required by law, all of the Corporation's then assets shall be distributed:

a. to the Cathedral; provided that if the Cathedral is no longer a cathedral church of the Episcopal Diocese of Minnesota, or is not then an exempt organization under Section 501(c)(3) of the Internal Revenue Code, then

b. to the Rector, Church Wardens and Vestrymen of St. Mark's Church in the City of Minneapolis, or its legally constituted successor; provided that if said Church is not then a nonprofit religious corporation in good standing under the laws of the State of Minnesota, or not then an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or is not then a parish church in good standing under the Constitution and Canons of the Episcopal Diocese of Minnesota, then

c. to or for the benefit of organizations, causes, or projects for and to which gifts are deductible from income of a donor under the United States Internal Revenue Code and the laws of the State of Minnesota, as enacted and existing at the time of such distribution, as shall be determined by a majority of the members of the Board of Directors; provided that any property or assets held by the Corporation in trust or endowment subject to restrictions on the use and purpose of such property shall be distributed to an organization that is willing to accept the property subject to the same restrictions in perpetuity or until such restrictions have been removed.

ARTICLE V

Personal Liability

Directors, officers, and employees of the Corporation shall not be personally liable to any extent whatsoever for obligations of the Corporation.

ARTICLE VI

Amendment of Articles

The Articles of the Corporation may be amended by a two-thirds majority of the Board of Directors; provided, however, that no amendment shall be effective unless and until it is approved by a two-thirds majority of the Council of the Cathedral Church of St. Mark or of such other body as may be the successor in interest thereto.

ARTICLE VII

Written Actions

An 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, by a majority of the directors, or such greater number as is required by law or by the corporation's articles of incorporation or bylaws.

IN WITNESS WHEREOF, the undersigned here certify that the above Amended and Restated Articles of Incorporation have been duly adopted by the Wells Memorial Board of Directors as of October 22, 2018.

Title: _____

Title: _____

