

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IMMIGRANT LAW CENTER OF MINNESOTA, INC.
FORMERLY KNOWN AS
LEGAL ASSISTANCE OF RAMSEY COUNTY, INC.

WHEREAS, pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, as amended, the Articles of Incorporation of Legal Assistance Of Ramsey County, Inc. are amended and restated as follows:

ARTICLE I.

The name of this corporation, upon recording of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Minnesota, shall be **Immigrant Law Center of Minnesota, Inc.**

ARTICLE II.

It is and shall be the purpose of this Corporation to have the general power to engage in any lawful activity granted to corporations by the provisions of Minnesota Statutes, Chapter 317A, as amended from time to time, and to engage in all lawful activities as an organization whose purpose is the pursuit of charitable purposes as provided herein.

The primary purpose of this corporation is to organize, administer and conduct a program of providing legal assistance for low income and indigent persons generally specializing in the area of immigration legal matters, which may include, but not be limited to, providing legal and related services in the areas of family, housing and governmental benefits for such low-income and indigent individuals.

This Corporation is organized and at all times shall be operated exclusively for charitable purposes within the meaning of that term as used in Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as now enacted or as hereinafter amended. This Corporation may not engage in activities deemed impermissible under Section 501(c)(3) of the Code for the influence of legislation. This Corporation may not engage in any activities, which may be inconsistent with the characterization of this Corporation as a nonprofit corporation under the provisions of Minnesota law.

For such purposes and not otherwise, this Corporation shall have only such powers as are required by and are consistent with the foregoing charitable purposes, which shall include the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, interest earned, conveyance, lease, gift, grant, loan, bequest, legacy, devise, or otherwise and to own, hold, expend, make gifts, grants, and contributions of, and to convey, encumber, transfer and dispose of funds and property and the income therefrom for the

furtherance of the purposes of this Corporation hereinabove set forth, or any of them, to lease, encumber, and use the same, and such other powers as are consistent with the foregoing purposes and which are not denied to this Corporation by the Minnesota Nonprofit Corporation Act, and any further laws amendatory thereof and supplementary thereto.

ARTICLE III.

This Corporation does not and shall not, incidentally or otherwise, afford pecuniary gain to its Members, Directors or Officers provided that this Corporation may pay reasonable compensation for services and expenses rendered to or for the Corporation in the performance of its purposes as set forth in Article II thereof. The Corporation may make payments and distributions in furtherance of one or more of its purposes as set forth in Article II hereof. The Corporation shall indemnify such persons for such expenses and liabilities in such manner, under such circumstances, and to the full extent permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

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, except for the limited provisions of the preceding paragraph.

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 1986, as amended, or
- B. By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV.

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code, nor retain any excess business holdings as defined in the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under the Internal Revenue Code, nor make any taxable expenditures as defined in the Internal Revenue Code.

ARTICLE V.

The duration of the Corporation shall be perpetual.

ARTICLE VI.

The registered office of the Corporation in the State of Minnesota shall be located at: 179 East Robie Street, St. Paul, Minnesota 55107.

ARTICLE VII.

At the time of dissolution of the Corporation, whether voluntary, involuntary or supervised, all of its assets shall be distributed, pursuant to the provisions of Minnesota Statutes, Section 317A.735, as amended, or any successor law to one or more educational or charitable organizations within the State of Minnesota, such organizations to be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor law.

ARTICLE VIII.

For purposes of these Amended and Restated Articles of Incorporation, the name and address of the Incorporator, who is a natural person of full age, is:

Name	Address
William M. Mahlum	444 Cedar Street, Suite 1020 St. Paul, Minnesota 55101

ARTICLE IX.

The Members of this Corporation shall consist solely and exclusively of the persons from time to time nominated and serving as Members of the Board of Directors of this Corporation.

ARTICLE X.

- A. The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9). The term of Members of the Board of Directors, other than the initial Board Members, shall be determined from time to time by the Board of Directors.
- B. The initial Board of Directors of this Corporation shall be as follows:

Name/Address	Term Expires
William M. Mahlum 444 Cedar Street, Suite 1020 St. Paul, Minnesota 55101 Telephone: (612) 292-1995 Facsimile: (612) 292-9709	December 31, 2001

Sergio Andrade
Hennepin County Public Defenders Office
317 2nd Avenue South, Suite 200
Minneapolis, Minnesota 55401-0809
Telephone: (612) 348-7530
Facsimile: (612) 348-2025

December 31, 2001

Sharon Jacks
State Public Defenders Office
2829 University Avenue SE, Suite 600
Minneapolis, Minnesota 55414-3220
Telephone: (612) 627-6992
Facsimile: (612) 627-7979

December 31, 2001

- C. From time to time, the number of Directors of this Corporation may be increased or diminished and the term of service as a Director set by vote of the members of the Board of Directors of this Corporation in accordance with the Bylaws of this Corporation, but shall be not less than three (3) in number. Any individual named as a Director herein or nominated and approved as a Member by the Board of Directors within one (1) year of the filing of these Amended and Restated Articles of Incorporation shall be deemed a Charter Member of this Corporation.
- D. Notwithstanding any other provisions set forth herein, the Directors may nominate from their Membership an Executive Committee consisting of not less than three (3) Members of the Board of Directors. The Executive Committee of the Corporation shall enjoy the full powers of the Members and Directors of the Corporation to act on the Corporation's behalf at any time by a majority vote of the Executive Committee and said Executive Committee shall have the full authority to bind the Corporation as if the action were taken by the full Membership and/or Board of Directors.

ARTICLE XI.

Members, Directors and Officers of this Corporation shall not be personally liable to any extent whatsoever for obligations of this Corporation.

ARTICLE XII.


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

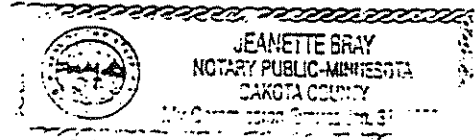
IN TESTIMONY WHEREOF, the undersigned Incorporator has hereunto set his hand
this 25th day of June, 1998.


William M. Mahlum

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 25th day of June, 1998, before me, a Notary Public within and for said county,
personally appeared William M. Mahlum, to me known to be the person named as Incorporator
and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed
the same as his free act and deed for the uses and purposes therein expressed.


Notary Public



AMENDED AND RESTATED
BYLAWS

OF
IMMIGRANT LAW CENTER OF MINNESOTA, INC.

ARTICLE I.
OFFICES AND CORPORATE SEAL

Section 1.1 Offices. The address of the registered office of Immigrant Law Center of Minnesota, Inc. (hereinafter "Corporation") shall be designated in the Amended and Restated Articles of Incorporation, as amended from time to time. The principal office of the Corporation shall initially be located at 179 East Robie Street, St. Paul, Minnesota 55107. The Corporation may have offices at such other places within or without the State of Minnesota as the Board of Directors shall from time to time determine or the business of the Corporation requires.

Section 1.2 Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE II.
MEMBERS, ELIGIBILITY AND NUMBER

Section 2.1 Members. Members shall be those who subscribe to the tenets of the Corporation and who serve on the Corporation Board of Directors. **Every Member is a Member of the Board of Directors.** There shall be no more than nine (9) Members. Other than the Charter Members, the term of membership shall be no more than three (3) years, as designated by the Members or the Board of Directors. Members may attend annual and special meetings of the Corporation and shall receive notice of those meetings. Members shall be entitled to vote in person on all matters on which they have the right to vote as provided herein.

Section 2.2 Voting. Each Member of the Corporation shall have one vote for any matter on which Members of the Corporation have the right to vote under the terms of the Amended and Restated Articles of Incorporation, these Amended and Restated Bylaws or any applicable statute or rule of law. There shall be no cumulative voting.

Section 2.3 Transferability. A Member may not voluntarily or involuntarily transfer a membership or any right arising therefrom.

ARTICLE III
MEETINGS OF MEMBERS

Section 3.1 Schedule of Meetings. The Annual Meeting of the Members of the Corporation shall be held on such day and at such time as shall be determined by the Board of Directors or, if they fail to act in a timely manner, by an existing Executive Committee. The Annual Meeting shall be held at such place, within or without the State of Minnesota, as is designated by the Board of Directors or by written consent of all of the Members entitled to vote thereat. At the Annual Meeting, the Members, voting as provided in these Bylaws, shall elect

Directors and shall transact such other business as shall properly come before the meeting. Special meetings of the Members may be called for any purpose at any time, upon the written request of the President or any two members of the Board of Directors. Such meeting shall then be called by the Secretary of the Corporation. The Annual Meeting of the Board of Directors will constitute the Annual Meeting of the Members.

Section 3.2 Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation, or at such other place as may be designated by the Board of Directors.

Section 3.3 Notice of Meetings. The Secretary shall give to each Member, at that address shown on the books of the Corporation, written notice of each annual or other meeting of Members, and of a membership vote by mail on any issue, at least five (5) days prior to the date thereof. Such notice shall state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof. Notice of any meeting of the Members may be waived in writing either before, during or after such meeting.

Section 3.4 Waiver of Notice. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting, each of the Members not present thereat shall give a waiver of notice as provided in Section 3.3 of these Bylaws. All such waivers of notice shall be made a part of the minutes of said meeting.

Section 3.5 Quorum. One-third of the total number of Members present shall constitute a quorum for the transaction of business at any meeting of Members. Where the voting is by mail, fifty percent (50%) of the total membership shall be required for a quorum. If a quorum is not present at a meeting, those Members present may adjourn the meeting until such time as a quorum may be present. At such adjourned meeting, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting which was adjourned.

Section 3.6 Voting. At each meeting of the Members, every Member may vote in person. Each Member shall have one vote on any matter on which Members have the right to vote. Members may vote by voice, by ballot, or by mail. When determined to be advisable by the Board of Directors, the entire vote on any single issue may be by mail. In such a case, the notice of meeting or voting shall state each issue to be voted on by mail, and shall be accompanied by a written form of ballot covering each issue which a mail vote is to be had. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all elections and questions shall be decided by a majority vote of the Members represented at any meeting at which a quorum is present.

Section 3.7 Board of Directors Meeting. Any meeting of the Board of Directors of this Corporation may be deemed a meeting of the Members.

Drc

ARTICLE IV.
BOARD OF DIRECTORS

Section 4.1 General Powers. The business, property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors will have all powers that may be exercised by the Corporation.

Section 4.2 Number and Qualification. The number of Directors shall not be fewer than three (3) nor more than nine (9). The Members shall determine, at their annual meeting of the Corporation, within the limits herein prescribed, the number of Directors to be elected for the upcoming year. Directors shall be Members of the Corporation. Ramsey County Citizens Committee for Economic Opportunity, Inc., now known as Ramsey Action Programs, a Minnesota nonprofit corporation, and the Ramsey County Bar Association, a Minnesota nonprofit corporation, each shall have a right to name, in writing, a member of the Board of Directors of this Corporation

Section 4.3 Election of Directors. Other than Charter Members, Directors shall serve for terms of three (3) years, and they shall be staggered so that approximately one-third of the terms expire each year. The lengths of terms for any new Directors shall be staggered so that one-third of all terms expire each year. At the annual meeting of the Members shall elect Directors in the number previously determined hereunder, who shall hold office until their successors are elected and qualified, or until their death, resignation, removal or disqualification, as provided herein.

Section 4.4 Resignation. Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein. If any Director should tender a resignation to take effect at the future time, the Members shall have power to elect a successor to take office at such time as the resignation shall become effective.

Section 4.5 Removal. In addition to the removal procedure established by Minnesota Statutes, Section 317A.223, which permits a majority of the Members of the Corporation to remove a Director, a Director may be removed by a majority vote of the other Directors in attendance at a special meeting called for that purpose. Removal of a Director shall be effective upon the mailing of a written notice to the Director who is removed. An individual who is removed as a Director of the Corporation shall also be deemed to have been removed as a Member of the Corporation.

Section 4.6 Vacancies. Any vacancy in the Board of Directors resulting from any cause may be filled by a majority of the Directors, though less than a quorum, at any meeting thereof. A person so elected to fill a vacancy shall serve as a Director for the remainder of the term of office of the Director who has been replaced and until a successor is elected by the Members of the Corporation and has qualified.

Section 4.7 Schedule of Meetings. The annual meeting of the Board of Directors shall be held for the purpose of election of officers and the transaction of any other business properly coming before it, as soon as practicable after the annual meeting of the Members. Regular

meetings shall be held at least quarterly, and there may be such other regular meeting as may from time to time be scheduled by a majority of the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Secretary of the Corporation, upon written request by the President or not less than one-third of the Directors.

Section 4.8 Notice of Meetings. The Secretary shall give to each Director by mail, in person or electronically, written notice of the time and place of each annual meeting at least five (5) days prior to the date thereof. No notice of any regular meeting need be given. Notice of any special meeting shall be given by the Secretary at least ten (10) days prior to the date thereof by written notice to each Director by mail, in person or electronically. Notice in each case shall specify the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof. Any Directors may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.9 Place of Meetings. Meetings of the Directors shall be held at such place as may be designated by the Board of Directors.

Section 4.10 Waiver of Notice. The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting each of the Directors not present thereat shall give a waiver of notice as provided in these Bylaws. All such waivers of notice shall be made a part of the minutes of said meeting.

Section 4.11 Quorum. One-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4.12 Compensation. A Director may receive reasonable compensation for service as a Director. Directors may be reimbursed for any expenses arising from attendance at a meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 4.13 Action Without a Meeting. Any action which might be taken at a meeting of the Board of Directors may be validly taken without a meeting if all of the Directors shall sign a consent in writing to such action. Any such consent shall be filed with the Secretary of the Corporation.

Section 4.14 Conference Communications. Directors may participate in any meeting of the Board of Directors, or of any duly constituted committee thereof, by means of a conference telephone conversation or other comparable communication technique whereby all persons participating in the meeting can communicate to each other. For the purpose of establishing a quorum and taking any action at the meeting, such Directors participating pursuant to this Section 4.14 shall be deemed present in person at the meeting, and the place of the

meeting shall be the place of origination of the conference telephone conversation or other comparable communication technique.

ARTICLE V. OFFICERS

Section 5.1 Number. The officers of the Corporation shall be a Chairperson/President, a Vice Chairperson, a Secretary and/or a Treasurer and such other officers as may from time to time be elected by the Board of Directors. Any two offices, except those of Chairperson/President and the Secretary may be held by the same person.

Section 5.2 Election, Term of Office and Qualifications. At the annual meeting of the Board of Directors, the Board shall elect the officers. Each officer shall hold office until the next annual meeting and until his/her successor is elected and has qualified, or until such officer has been approved in the manner hereinafter provided.

Section 5.3 Chairperson/President. The Chairperson/President shall preside at all meetings of the Members and of the Directors. The Chairperson/President shall be an ex-officio member of all standing committees. The Chairperson/President may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation and in general shall perform all duties incident to the office of Chairperson/President, and such other duties as may from time to time be prescribed by the Board of Directors.

Section 5.4 Vice Chairperson/Vice President. The Vice Chairperson/Vice President shall be chosen from the membership of the Board. In the event of the absence or disability of the Chairperson/President, the Vice Chairperson shall succeed to and perform the duties and exercise the powers of the Chairperson/President. The Vice Chairperson shall perform such other duties as may be prescribed by the Board of Directors.

Section 5.5 Secretary. The Secretary shall (a) attend all meetings of the Members, Board of Directors and the Executive Committee; (b) keep in the minute book proper minutes of the proceedings of all such meetings; (c) give all required notice; (d) have custody of the corporate records; and (e) perform such other duties as may be assigned by the Board of Directors. The Board of Directors may designate such Associate Secretaries as it deems appropriate.

Section 5.6 Treasurer. The Treasurer shall (a) have charge and custody of all funds of the Corporation; (b) keep and render accurate account of all receipts and disbursements; (c) deposit all funds in the name of the Corporation in such banks or depositories as the Directors shall designate; (d) have the power to endorse for deposit all instruments received by the Corporation; (e) disperse funds of the Corporation as directed by the Board of Directors; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 5.7 Executive Director. The duties and responsibilities of the Executive Director shall be the management of the day-to-day activities of this corporation. This Individual shall be an attorney licensed to practice in the State of Minnesota and shall possess

knowledge of immigration law, custom and practice. This individual shall have a demonstrated sensitivity to the cause of low-income immigrant legal and related matters. The Executive Director shall be the Chief Executive Officer of the Corporation.

Section 5.8 Removal. Any officer may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer.

ARTICLE VI. COMMITTEES

Section 6.1 Executive Committee. The Executive Committee, if any, shall be composed of all elected officers and committee chairpersons. Except as restricted by the Board of Directors, it shall have and exercise the authority of the Board in the management of the business of the Corporation. The Executive Committee shall act only in the intervals between meetings of the Board and shall at all times be subject to the control and direction of the Board.

Section 6.2 Other Committees. A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the Corporation and its affairs to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors. A committee must consist of one or more persons, who need not be Directors, appointed by the Board.

ARTICLE VII. FISCAL YEAR AND ANNUAL AUDIT

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 7.2 Annual Audit. At the close of each fiscal year of the Corporation, the books and transactions of the Corporation shall be audited by an independent accountant as directed by the Board of Directors.

ARTICLE VIII. EXECUTION OF CONTRACTS

Section 8.1 Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

**ARTICLE IX.
DEPOSITS AND CONTRIBUTIONS**

Section 9.1 Deposit. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit, any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the Corporation.

**ARTICLE X.
INDEMNIFICATION**

Section 10.1 Indemnification. The Corporation shall indemnify Members, Directors and officers for such expenses and liabilities, in such manner, under such circumstances and to such extent as permitted by the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

**ARTICLE XI.
NOTICES**

Section 11.1 Notices. All notices required by the Bylaws shall be in writing and shall be mailed by the Secretary to the Members or Directors entitled thereto, at the addresses shown on the records of the Corporation. Whenever under the provisions of these Bylaws or Minnesota Statute notice is required to be given to any Director, officer, committee member or Member, it shall not be construed to require personal notice, but such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such Director, officer, committee member or Member at the last address of such Director officer, committee member or Member appearing on the books and records of the Corporation; or by prepaid telegram or telegraphic letter or by facsimile addressed to such Director, officer, committee member or Member, addressed in like manner, and such notice shall be deemed to have been given at the time when the same shall be thus mailed or deposited in the telegraph office.

Section 11.2 Waiver of Notice. A Member or a Director may waive any notice required to be given by these Bylaws, or by the Articles of Incorporation, or by statute, either before or after the time stated therein. Any such waiver, in writing, signed by the person entitled to notice shall be deemed equivalent to such notice. All waivers shall be filed with the records of the Corporation.

**ARTICLE XII.
AMENDMENTS TO ARTICLES OR BYLAWS**

Section 12.1 Amendments. The Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws may be amended or repealed and new Articles or Bylaws may be adopted, in accordance with the provisions of Minnesota Statutes, which provide that the

Board of Directors, by two-thirds vote to the Directors who are present and entitled to vote, may amend the Articles or Bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendments shall be given. The Members of the Corporation have, by a majority vote of the Members voting at a meeting duly called for such purpose, the authority to direct the Board of Directors to exercise the powers of amendment as herein provided. The Members, by a majority vote of the Members voting at a meeting duly called for such purpose, may prospectively revoke said authority of the Board to amend the Articles or Bylaws. The Articles or these Bylaws may also be amended in any other manner as provided in the Minnesota Nonprofit Corporation Statute, Minnesota Statutes, Chapter 317A, as now enacted or hereafter amended.

The undersigned, Sergio Andrade, Secretary of the Corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted as the complete Bylaws of the Corporation by the Members of the Corporation as of June 10, 1998.

William M. Mahlum
President and Assistant Secretary

ATTEST:

WRITTEN CONSENT AND WAIVER
OF ALL NOTICES OF TIME, PLACE AND PURPOSE
OF MEETING OF THE MEMBERS
OF
LEGAL ASSISTANCE OF RAMSEY COUNTY, INC.

The undersigned, Willie Mae Wilson and William M. Mahlum, the only remaining Members of Legal Assistance of Ramsey County, Inc., a Minnesota nonprofit corporation, do hereby waive each and every requirement, written or unwritten, express or implied by Statute or by any Articles of Incorporation and any Bylaws covering the notice of the time, place, purpose or purposes of the subject matter of this meeting, or call of meeting, and by execution hereof do unanimously consent to the Actions set forth hereafter. William M. Mahlum will act as Secretary of this Written Action for purposes of filing with the Secretary of State of the State of Minnesota the Amended and Restated Articles of Incorporation.

Ramsey County Citizens Committee for Economic Opportunity, Inc., now known as Ramsey Action Programs, a Minnesota nonprofit corporation, ("RAP"), and the Ramsey County Bar Association, a Minnesota nonprofit corporation, ("Bar"), consented to the elimination of their respective Membership in this Corporation. RAP and the Bar each reserve to their respective organizations the right to name a member of the Board of Directors of this Corporation subsequent to adoption of the Amended and Restated Articles of Incorporation. Subsequent to that previous agreement by RAP and the Bar, the only remaining Members of the Corporation are Willie Mae Wilson and William M. Mahlum.

Attached hereto is an Amended and Restated Articles of Incorporation in the form attached hereto that the undersigned have reviewed and do, by execution hereof, duly consent to and adopt in all respects, included but not limited to, the change of name of this Corporation and to provide that the membership of the Board of Directors shall constitute the Membership of this Corporation.

These Amended and Restated Articles of Incorporation shall become effective upon filing with the Secretary of State of the State of Minnesota; provided, however, that the undersigned agree that any subsequent requirements of the Internal Revenue Service of the United States of America, acting in connection with the existing letter determining this organization to be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, shall be, if possible, duly adopted.


Attached hereto are Amended and Restated Bylaws, dated June 10, 1998. By execution hereof, the Members do unanimously adopt and approve the Amended and Restated Bylaws, dated June 10, 1998, effective immediately after the filing with the Secretary of State of the State of Minnesota of the Amended and Restated Articles of Incorporation.

Articles of Incorporation

R-42 KLP 7/19/98

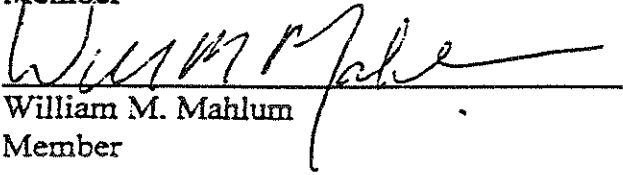
The next item to be considered by the undersigned was a ratification and adoption of each of the prior corporate act or actions of the officers, Board of Directors and Members of this Corporation. After review of the prior acts and actions of the officers, Board of Directors and Members of this Corporation, the undersigned agree hereby to ratify, approve and consent to all of the prior corporate acts or actions of the officers, Board of Directors and Members of this Corporation.

Dated as of June 10, 1998



Willie Mae Wilson

Member



William M. Mahlum

Member