

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
LIFETRACK RESOURCES, INC.**

The undersigned, being the duly elected Secretary of Lifetrack Resources, Inc., a Minnesota nonprofit corporation (the “Corporation”), does hereby certify that, pursuant to Minnesota Statutes Section 317A.133, Subdivision 1, a resolution of the Board of Directors of the Corporation was adopted to amend and restate the Corporation’s Articles of Incorporation in their entirety, and that the same be, and hereby are, amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is Lifetrack Resources, Inc. (the “Corporation”).

**ARTICLE II.  
PURPOSES**

The Corporation is organized under Minnesota Statutes, Chapter 317A, and it will be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) or such other provisions of Minnesota or federal law as may from time to time be applicable. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. Without limiting the generality of the preceding sentence, the Corporation, in furtherance of its charitable and educational purposes, shall seek to empower persons with physical, mental, social, emotional or other challenges to fully utilize their abilities.

**ARTICLE III.  
REGISTERED OFFICE**

The registered office of the Corporation is located at 709 University Avenue West, St. Paul, MN 55104.

**ARTICLE IV.  
DURATION**

The Corporation will have perpetual duration.

**ARTICLE V.**  
**CORPORATE PROHIBITIONS**

Section 5.1. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered to it and to make payment and distributions in furtherance of the purposes of the Corporation.

Section 5.2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any subsequent law) or (b) a corporation organized under Minnesota Statutes, Chapter 317A (or the corresponding provisions of any subsequent law).

Section 5.3. No substantial part of the activities of the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE VI.**  
**LIQUIDATING DISTRIBUTIONS**

Section 6.1. In accordance with the provisions of Minnesota Statutes Sections 317A.701 to 317A.791, upon the dissolution of the Corporation, its assets that remain after the paying of, or the reserving for the payment of, all debts, obligations, liabilities, costs, and expenses of the Corporation will be distributed in such manner as the Board of Directors shall determine, but exclusively for one or more charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent law) or to the federal, a state, or a local government for a public purpose.

Section 6.2. Any assets that are not disposed of pursuant to Section 6.1 will be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent law) or to organizations which are organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any subsequent law), as the court determines.

**ARTICLE VII.**  
**MEMBERSHIP; BOARD OF DIRECTORS**

The Corporation shall have no members. The management and direction of the business and affairs of the Corporation shall be vested in its Board of Directors. The number, qualifications, term of office, method of election, powers, authority and duties of the directors, the time and place of their meetings, and such other provisions shall be specified in the Bylaws

of the Corporation. No director of the Corporation shall have any right, title, or interest in or to any property of the Corporation.

**ARTICLE VIII.**  
**WRITTEN ACTION OF BOARD**

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by a written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the Corporation at which all of the directors were present.


**ARTICLE IX.**  
**LIMITATION ON LIABILITY; INDEMNIFICATION**

The personal liability of the directors and the officers of the Corporation is eliminated to the fullest extent permitted by Minnesota Statutes, Chapter 317A (or the corresponding provisions of any subsequent law). The Corporation will indemnify the directors and the officers of the Corporation to the fullest extent permitted by Minnesota Statutes, Chapter 317A (or the corresponding provision of any subsequent law).

**ARTICLE X**  
**AMENDMENT**

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of directors then in office.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation as of the 18<sup>th</sup> day of October, 2016.

  
Michele D. Vaillancourt, Secretary



**Work Item 910419800026**  
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*Steve Simon*

Steve Simon  
Secretary of State