

ARTICLES OF INCORPORATION OF ST. PAULI CEMETERY ASSOCIATION

Pursuant to the provisions of Chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act and laws amendatory thereof and supplementary thereto, the following articles of incorporation are adopted.

ARTICLE I.

NAME

The name of this corporation shall be St. Pauli Cemetery Association.

ARTICLE II.

REGISTERED OFFICE

The address of the registered office of the corporation shall be 11015 170th Avenue NE, Thief River Falls, MN, 56701

ARTICLE III.

PURPOSE

The purposes of this corporation are:

- 3.1. Charitable and educational purposes consistent with organizations qualifying for exemption under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code; and
- 3.2. To obtain, hold, and manage real property and personal property necessary for the establishment, growth, care, and management of a cemetery, together with anything that is necessary or incidental for burial purposes.

ARTICLE IV.

NONPROFIT STRUCTURE

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 and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the 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 or in

opposition to 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 by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V.

DISSOLUTION

Upon the dissolution of the corporation, all properties and assets of the corporation remaining after paying or providing for all debts and obligations shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI.

STOCK

The corporation shall have no capital stock.

ARTICLE VII.

MEMBERSHIP

The corporation shall not have members.

ARTICLE VIII.

PERSONAL LIABILITY

The board of directors shall not be personally liable for the obligations of the corporation.

ARTICLE IX.

DIRECTORS

The business and affairs of this corporation shall be under the management and control of a board of directors.

ARTICLE X.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement, before or after suit is commenced, actually and necessarily incurred by such persons in

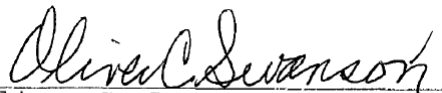
connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a former director or officer of the corporation, except in such officer, or person shall be adjudged in any action, suit, or proceeding to be liable for their own negligence or misconduct in the performance of their duty.

ARTICLE XI

INCORPORATOR

[Redacted signature area]

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 1st day of December, 2008.



Oliver C. Swanson