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**CERTIFICATE OF RESTATED ARTICLES  
OF INCORPORATION OF SEARCH INSTITUTE**

The undersigned, duly elected and acting President of Search Institute, a Minnesota nonprofit corporation, certifies that the directors and members of the corporation, acting in accordance with Minnesota Statutes, Chapter 317A, duly adopted the following Restated Articles of Incorporation to supersede and take the place of the corporation's existing Restated Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation shall be Search Institute.

**ARTICLE II**

Purposes

The corporation is organized and shall be operated exclusively, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and Minnesota Statutes, Section 290.05, as now enacted or as hereafter amended, for the following purposes:

- (a) To conduct research, with special reference to youth and the concerns of the church, synagogue, and school; publish findings; and provide products and services related to such research.
- (b) To provide opportunities for study and development of theoretical positions interrelating the social

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sciences, religion, and education; to conduct research in these areas, and, based upon these activities, to disseminate findings and offer services--with special reference to youth--to society, its institutions and movements.

- (c) To sponsor or conduct training programs, forums, seminars, lectures, institutes and other educational programs upon any subject that is related to any exempt purpose or activity of the corporation or of a related organization.
- (d) To publish and distribute papers, articles and journals on topics which may influence or be influenced by the humane and effective management of exempt organizations and governmental agencies.
- (e) To organize, promote, and conduct educational work experiences and intern programs for students of theology or other disciplines in the setting of any activities or programs of the corporation or in that of its related affiliated or subordinate organizations or elsewhere.
- (f) Otherwise operate exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, grants, and contributions thereof, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the foregoing purposes, or any of them, and to lease, mortgage, encumber and use the same, and such other powers as are consistent with the foregoing purposes and as are afforded to the corporation by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All such powers of the corporation shall be exercised only so that the corporation's

operations shall be exclusively within the contemplation of Section 501(c)(3) of the Code and of Minnesota Statutes, Section 290.05, as now enacted or as hereafter amended.

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

### ARTICLE III

#### No Person to Profit

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors, officers, or any other persons, and no part of the net income or net earnings of the corporation shall inure to any such person, except that reasonable compensation may be paid for services rendered to or for the corporation in respect of one or more of its purposes, including services by a director or officer as such. The corporation shall not lend any of its assets to any director or officer of the corporation, nor guaranty to any other person the payment of a loan to a director or officer of the corporation, except in accordance with the Minnesota Nonprofit Corporation Act.

## ARTICLE IV

No Members

The corporation shall not have members. Any action which, by law, would otherwise require approval of the members, shall require approval only of the directors.

## ARTICLE V

Dissolution of the Corporation

The corporation shall dissolve whenever the Board of Directors institutes dissolution proceedings under the Minnesota Nonprofit Corporation Act. In the event of dissolution of the corporation, all of its then assets shall be distributed to a fund, foundation, or corporation organized and operated exclusively for exempt purposes as specified in the Code or to one or more state or local governments for a public purpose.

## ARTICLE VI

Duration

The period of duration of the corporation's existence shall be perpetual.

## ARTICLE VII

Registered Office

The location of the registered office of the corporation shall be 700 South Third Street, Suite 210, Minneapolis, Minnesota 55415-1138.

## ARTICLE VIII

No Capital Stock

The corporation shall have no capital stock.

## ARTICLE IX

Directors

Management of the property, funds, business, and affairs of the corporation shall be vested in its Board of Directors. Directors shall be elected from time to time in such manner, numbers, and for such terms as shall be provided in the Bylaws of the corporation.

## ARTICLE X

No Personal Liability

No director or officer of the corporation shall have personal liability to any extent for the obligations of the corporation, and each director and officer shall receive

indemnification from the corporation against certain expenses and liabilities in the manner provided in the Bylaws.

ARTICLE XI

Amendments to Articles

The Articles of Incorporation of the corporation may be amended from time to time by a majority vote of the directors, at a meeting for which the directors have received advance notice in the manner required by law and which includes a copy of the proposed amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 14<sup>th</sup> day of May, 1996.



Dr. Peter L. Benson, President

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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED   
JUL 29 1996



Secretary of State