

CERTIFICATE OF INCORPORATION  
OF  
CHARLES K. BLANDIN FOUNDATION.

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WHEREAS experience has demonstrated that the passage of time and changing conditions often render unnecessary or undesirable the specific objects for which many charitable gifts have been made, or make literal compliance with the terms thereof unwise, impracticable or impossible and it is evident that the public welfare would have been promoted and greater good accomplished if such gifts had been made in a manner to provide flexibility and permit the employment of income or principal or both in a broad and more useful manner to meet changing needs which the Donor could not originally anticipate; and

WHEREAS it is believed that such flexibility can best be accomplished by devoting such funds to such civic, religious, charitable, scientific, literary or educational purposes (or such other purposes as will promote the well being of mankind) as may be selected from time to time by an impartial Board of Trustees chosen for their knowledge of the needs of the time investing in such Board of Trustees the duty and power to determine as to the usefulness of any specific charity, object or endeavor of the class indicated above as affected by the passage of time, the progress of society or changes in the con-

dition of affairs of any specific beneficiary;

NOW THEREFORE, in order to better accomplish said objects and purposes in the manner above set forth, the undersigned do hereby associate themselves together for the purpose of forming a charitable corporation under the statutes of the State of Minnesota, and to that end have adopted, signed and acknowledged the following Certificate of Incorporation:

ARTICLE I.

(a) The name of the corporation shall be the -  
"CHARLES K. ELANDIN FOUNDATION".

(b) The location or principal office of the corporation shall be in the Village of Grand Rapids, Minnesota.

(c) The general purpose of the corporation shall be to accept any gift, grant, devise or bequest for such general or specific civic, religious, charitable, scientific, literary or educational purposes (or such other purposes as will promote the well being of mankind) as the Board of Trustees may approve, and to administer the same along the lines hereinafter outlined.

ARTICLE II.

The corporation shall have perpetual succession or existence.

ARTICLE III.

The membership in the corporation shall be limited to not less than five (5) nor more than twelve (12) members as may

be determined by the Board of Trustees.

In the first instance the members shall be:

<u>Name</u>	<u>Address</u>
Charles K. Blandin	St. Paul, Minnesota
C. K. Andrews,	Grand Rapids, Minnesota.
Christian H. Schacker	St. Paul, Minnesota.
Frank E. King, Sr.	Grand Rapids, Minnesota
Lawrence A. Rossman	Grand Rapids, Minnesota
Charles V. Smith	Minneapolis, Minnesota
William H. Oppenheimer	St. Paul, Minnesota.

Charles V. Smith shall retain his membership only so long as he is an officer of the corporation named as the corporate executor or trustee under the Will of Charles K. Blandin.

W. H. Oppenheimer shall retain his membership only so long as he is an executor or trustee under the Will of Charles K. Blandin.

In the event of a vacancy in the membership held by said Charles V. Smith, the same shall be filled by the election of some officer of and nominated by the corporate executor or trustee under the Will of Charles K. Blandin.

In the event of any vacancy in the membership held by W. H. Oppenheimer, the same shall be filled by the election of his successor as executor or trustee under the Will of Charles K. Blandin.

All other vacancies in the membership or increases therein shall be filled by and with the approval of Charles K. Blandin during his lifetime and after his death by and with the approval of the executors or trustees under the Will of said Charles K. Blandin, by the remaining members.

No contribution shall be required of members as a pre-requisite to membership, nor shall the corporation have any capital stock.

#### ARTICLE IV.

The affairs of the corporation shall be managed by a Board of Trustees consisting of not less than five (5) nor more than twelve (12) members <sup>to</sup> elected for terms of three (3) years each by and from the membership of the corporation at an annual meeting thereof to be held on the fourth Tuesday in January of each year (commencing with the year 1942) unless said day shall be a legal holiday, in which event the meeting shall be held on the next succeeding day.

Until the first meeting of the members of the corporation the following shall constitute the Board of Trustees:

<u>Name</u>	<u>Address</u>
Charles K. Elandin	St. Paul, Minnesota
C. K. Andrews	Grand Rapids, Minnesota
Christian H. Schacker	St. Paul, Minnesota.
Frank E. King, Sr.	Grand Rapids, Minnesota.
Lawrence A. Rossman	Grand Rapids, Minnesota
Charles V. Smith	Minneapolis, Minnesota.
William H. Oppenheimer	St. Paul, Minnesota.

#### ARTICLE V.

The corporation shall have power -

(a) To accept or refuse to accept any gift, grant, devise or bequest and to take such steps and exercise such powers as may be necessary to comply with any of the terms or conditions thereof. <sup>x</sup> The corporation shall not accept any gift

or bequest unless its trustees are empowered to use income for the general purposes of this corporation in case any cause, institution or other donee named as beneficiary shall cease to exist or become undeserving of such aid.

(b) To invest and re-invest any and all moneys received in cash, securities and/or property in such securities (including common or preferred stocks of corporations) and/or properties as it deems wise and advisable, and without being limited to what are commonly known as investments legal for the investment of trust funds.

(c) To retain any and all property, real or personal, in the form and condition in which it may be when received by the corporation.

(d) To sell, lease, convey, transfer, exchange, deliver and dispose of all or any part of the properties, real or personal, owned by it from time to time at such prices and upon such terms and conditions as it shall deem expedient and proper.

(e) To consent to the extension, refunding or renewal of any such securities and to the extension or renewal of any mortgage or lien securing the same.

(f) To make, execute and deliver all proper receipts, bills of sale, conveyances, assignments, transfers, proxies, powers of attorney and agreements as shall be deemed best in the management and control of the securities and property owned by it.

(g) To exercise all voting rights and privileges pertaining to stocks held by it; to make or join in any plan

or plans of reorganization or of readjustment in respect of any corporation of which any of the shares of stock, bonds, or other securities or obligations are at any time held by it and to exchange, accept and hold any property or new securities in exchange for or in place of any securities surrendered in accordance with any such plan; to assent to the liquidation, consolidation or merger of any corporation whose securities are held by it with any other corporation or to the lease by such corporation of its property or any portion thereof to any other corporation or to the sale or lease by any other corporation of its property to such corporation, and upon any such consolidation, merger, lease or similar arrangement to exchange the securities held by it for other securities issued in substitution therefor; to pay all such assessments, expenses and sums of money as may be deemed expedient for the protection of its interest as holder of the stocks, bonds or other securities of any other corporation. The term "corporation" as used in this paragraph shall be deemed to include any company, association, trust or other entity or organization whose shares, certificates of ownership, bonds, obligations or securities of any character are held by the corporation.

(h) In its discretion to set aside or refrain from setting aside any part of the income received by it to make good any losses of principal or as a sinking fund to retire or amortize premiums paid in the purchase of securities.

(1) To borrow money for the purpose of procuring funds

deemed necessary for the improvement, protection or preservation of its assets or the accomplishment of its purposes.

(j) To compromise, compound and adjust claims in favor of or against the property held or intended to be held by it upon such terms and conditions as to it may seem just and expedient.

(k) To employ such attorneys, agents or servants and pay reasonable and proper compensation for the services and expenses of such attorneys, agents or servants as may be deemed necessary.

#### ARTICLE VI.

The Board of Trustees shall appoint a fiscal agent consisting of a corporate trustee authorized to transact business in Minnesota, with a capital and surplus of not less than One Million Dollars, and with personal trust assets of at least Twenty-five Million Dollars. In the first instance said fiscal agent shall be Northwestern National Bank and Trust Company of Minneapolis, Minnesota. All securities or properties held or owned by the corporation shall be in the exclusive custody and control of said fiscal agent with full power to hold the legal title to such securities and properties as may be so transferred to it, and when authorized by the corporation from time to time to invest and re-invest available funds of the corporation in such securities as the corporation may approve, and when so authorized, to sell, transfer, convey and otherwise dispose of properties of the corporation, both real and personal. Said fiscal agent shall advise the corporation from time to time as to the assets so held by it, shall receive and disburse all income

and principal funds as directed by the corporation, and shall account to the corporation from time to time for all assets held and all funds received and disbursed. The fiscal agent shall also perform such other services for the corporation from time to time as may be agreed upon.

The fiscal agent shall be entitled to reasonable compensation for its services.

The net income of the corporation shall be deposited in a separate account to be disbursed by the fiscal agent under such general rules and regulations as the Board of Trustees may from time to time fix and determine.

Except as above provided all the corporate powers shall be exercised by the Board of Trustees.

#### ARTICLE VII.

The Board of Trustees shall utilize the net income and/or principal or both of any gift, grant, devise or bequest in accordance with the terms thereof, provided, however, any such gift, grant, devise or bequest shall be deemed subject to the condition that if and whenever it shall appear to the Board of Trustees that circumstances have so changed since the making thereof as to render unnecessary, undesirable, impracticable or impossible a full and direct compliance with the terms thereof, or that circumstances have so changed as to render the express desires of the Donor or Grantor as embodied in such terms no longer wise or advisable, the Board of Trustees may at any time or from time to time direct the application of the income and/or



principal or both of such gift, grant, devise or bequest to such other civic, religious, charitable, scientific, literary or educational purpose or such other purpose as will promote the well being of mankind and as will, in the opinion of the Board of Trustees, most effectively accomplish the general purposes of the corporation without regard to and free from any specific restriction, limitation or direction contained in the terms of said gift, grant, devise or bequest, except that such income and/or principal shall be disbursed solely within the State of Minnesota if the donor or grantor shall so specify in making the gift, grant, devise or bequest.

The Board of Trustees shall utilize the income and/or principal or both of any gift, grant, devise or bequest given to the corporation without condition, limitation or restriction for such civic, religious, charitable, scientific, literary or educational purposes or such other purposes as will promote the well being of mankind as the Board of Trustees may at any time and from time to time determine. Said purposes may be general in character or may be such as affect only one individual or group of individuals. Without in any way limiting or restricting the generality of the foregoing nor, on the other hand, intending to enlarge or extend the same or include therein any uses or purposes other than such as are now or may hereafter be considered or held to be within the general purposes of the corporation as heretofore set forth but rather in illustration and explanation thereof, the word "charitable" shall refer not

merely to the relief of the poor or the furnishing of the necessities or comforts of life, but shall have a broader scope and may embrace the furnishing of general and special education to children, medical and surgical care or treatment, the furnishing of recreation and recreation facilities, the giving of outings and spreading at Christmas and throughout the year the spirit of Christmas, that of helpfulness to one's fellow men. It may also expend its funds for the development of music in the public schools, or in other organizations with special reference to the development of the cultural background of individuals in the community. It may help worthy and deserving young people from fourteen to twenty years of age who give promise of musical talent, by giving them special financial assistance towards the acquiring of a higher musical education.

[Perhaps one of the outstanding features of civic life in the Village of Grand Rapids, Minnesota, and vicinity has been the spirit of harmony. This spirit has been so obvious that even strangers and outsiders remark about it as they enter into the transient life of the community. It is the opinion of the organizers of this corporation that such a spirit has contributed greatly to the prosperity and feeling of satisfaction on the part of people who live in Grand Rapids -- a feeling of gratitude for the existence of such a spirit.

It is the hope of the organizers of this corporation that if possible such conditions will continue to prevail. It is a well-known fact that among the greatest causes for disruption of a harmonious condition and atmosphere in any community are strikes, walkouts and other conditions that make and attend labor difficulties. So long as the spirit of harmony and lack of labor difficulties prevail in the said Village of Grand Rapids, Minnesota, it is the hope of the organizers of this corporation that donors of gifts to it will provide that the funds of the corporation will be expended for the beneficial interests of the residents of the Village of Grand Rapids and Itasca County, Minnesota, and that a majority of the Board of Trustees, when said Board is fully constituted, shall be residents of the Village of Grand Rapids and Itasca County, Minnesota, but should the conditions of harmony and peace in relation to labor fail to prevail, then the corporate funds may be used for corporate purposes throughout the State of Minnesota, and that thereupon the Board of Trustees of the corporation may be so reconstituted as to provide that a majority of the members and trustees shall be residents of two or more of the Counties of Ramsey, Hennepin, St. Louis and Itasca in the State of Minnesota.

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ARTICLE VIII.

No part of the net earnings or income of the corporation shall enure to the benefit of any member and no part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IX.

The Board of Trustees shall act by the vote of a majority of its members.

Members of the Board of Trustees shall not receive compensation for their services as such but shall be entitled to reimbursement for any actual out-of-pocket expense which they may incur in the performance of their duties. As Benjamin Franklin indicated in his will, it is assumed that there will always be found in Minnesota "virtuous and benevolent citizens willing to bestow a part of their time in doing good to the rising generation by superintending and managing this institution gratis."

The Board of Trustees shall have authority to adopt by-laws governing the affairs of the corporation and their

meetings and to provide therein for a President, Vice-President and Secretary. Until the election of a Board of Trustees by the members in 1942 the following shall constitute the officers of the corporation:

President -	Charles K. Blandin
Vice-President -	C. K. Andrews,
Secretary -	C. H. Schacker.

#### ARTICLE X.

By a <sup>unanimous</sup> unanimous vote of its membership, including therein the votes of those members holding their membership by virtue of their office as executors or trustees of the Will of Charles K. Blandin, the corporation may <sup>c</sup> consolidate or merge with any other corporation formed for like purposes and may transfer any or all of the properties held by it in trust to another corporation, association or trust formed for like purposes and which corporation, association or trust shall undertake to hold and utilize the principal and income thereof for the same purposes as those for which such assets so transferred are held by this corporation. By giving, granting, devising or bequeathing any property to this corporation for the purposes thereof the Donor of such gift, grant, devise or bequest shall by the act thereof be deemed to have consented to the provisions of this Article, and every gift, grant, devise or bequest shall be deemed received subject to the terms thereof.

IN WITNESS WHEREOF, the undersigned have hereunto set

their hands this 7<sup>th</sup> day of June 1940.

In Presence of:

Asst  
C.K.P.  
C.K.G.  
C.H.G.  
W.H.G.

S. P. Hagan  
C. E. Kelly

Asst  
C.V.S.

T. S. Hastings  
M. E. Doyle

St  
F.E.S.  
L.S.R.

A. Shuman  
J. M. Rader

Charles K. Blanding

E. K. Anderson

Christian H. Schacter

Charles V. Smith

Freight Office

Frank E. Hill Sr.

Lawrence G. Rosman

STATE OF MINNESOTA )  
COUNTY OF RAMSEY ) SS

On this 8<sup>th</sup> day of <sup>January, 1941,</sup> ~~November, 1940~~, before me a notary public within and for said county and state, personally appeared CHARLES K. BLANDIN, C. K. ANDREWS, CHRISTIAN H. SCHACKER, ~~CHARLES V. SMITH~~ and WILLIAM H. OPPENHEIMER, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged to me that they executed the same as their free act and deed.

C. E. George  
Notary Public.

C. E. GEORGE  
Notary Public, Ramsey County, Minn.  
My Commission Expires Oct. 29, 1946

STATE OF MINNESOTA )  
COUNTY OF ITASCA ) SS

On this 7<sup>th</sup> day of <sup>January, 1941</sup> ~~November, 1940~~, before me a notary public within and for said county and state, personally appeared FRANK E. KING, SR., and LAWRENCE A. ROSSMAN, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged to me that they executed the same as their free act and deed.

C. W. Schmiege  
Notary Public.

C. W. SCHMIEGE  
Notary Public, Itasca County, Minnesota  
My Commission Expires Jan. 3rd, 1947

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

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On this 10<sup>th</sup> day of January, 1941, before me a Notary Public within and for said county and state, personally appeared CHARLES V. SMITH, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed.

*Ruth M. Dahlen*  
\_\_\_\_\_  
Notary Public

RUTH M. DAHLEN  
Notary Public, Hennepin County, Minn.  
My Commission Expires April 24, 1942.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
**FILED**  
JAN 11 1941

*W. H. Johnson*  
Secretary of State.