

NORTH DAKOTA NATIONAL GUARD FOUNDATION
30 Fraire Barracks Road, P.O. Box 5511
Bismarck, North Dakota 58506-5511

May 18, 2000

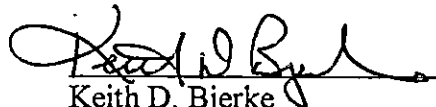
Internal Revenue Service
Attn: Entity Control
Mail Stop 6271
P.O. Box 9941
Ogden, UT 84201

Re: Conformed Copy of Organization Document

TO WHOM IT MAY CONCERN:

Attached is a true and correct copy of the North Dakota National Guard Foundation's Articles of Incorporation, which are on file with the North Dakota Secretary of State. There are no amendments to this document.

Sincerely,



Keith D. Bjerke
President/Incorporator

Enclosures:

1. Articles of Incorporation
2. Certificate of Incorporation
3. Incorporation Invoice



RECEIVE

MAR 09 2000

Submit Duplicate Originals

1st state # 15,652,300 NP

766179

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under Chapter 10-33, North Dakota Century Code, adopt the following Articles of Incorporation for such Corporation.

Article 1. The name of said Corporation shall be: North Dakota National Guard Foundation

Article 2. The period of its duration is: Perpetual (Perpetual unless Limited)

Article 3. The purposes for which the Corporation is organized are:

The corporation is being organized to serve as a conduit between various patriotic and veteran organizations and individuals and the North Dakota National Guard. It will focus on:

- Providing support and/or services for National Guard Youth programs;
- Providing training equipment and materials for the North Dakota National Guard;
- Providing assistance to the Old Soldiers Home;
- Building a museum to house National Guard and Armed Forces Artifacts;
- Providing for the maintenance and support of said museum once built and providing fund acquisition for museum artifacts;
- Providing literature to the general public about patriotism and the mission of the National Guard in the defense of our country;
- Establishing and funding a speaker's bureau which will make presentations to organizations state-wide about the National Guard and its mission;
- Providing support and/or services for charitable groups and the North Dakota National Guard as deemed appropriate by the board of directors;
- Pursuing legislation which will benefit the goals and objectives of the North Dakota National Guard and facilitate the foundation's efforts to achieve these purposes;
- Providing for maintenance and support of the Heritage Park facility and providing funding for future additions to the park's display.

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under setion 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 4. This Corporation is organized for profit and shall have no capital stock.

Article 5. Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution of final liquidation are: (If no provisions for the regulation of the internal affairs of the Corporation are set forth, insert the word "None" below.)

SEE ATTACHED SHEET

Article 6. The address of the registered office of the Corporation is:

The name of the initial registered agent at such address is: 30 Fraine Barracks Road,
P.O. Box 5511, Bismarck, ND 58506-5511 KEITH D BJERKE

Article 7. The number of directors constituting the initial board of directors of the Corporation is: 5

(State definite number of directors and not less than three (3).)

and the names and addresses of the persons who are to serve as initial directors are:

NAME

ADDRESS

Keith Bjerke

20 Fraine Barracks Rd., Bismarck, ND 58504

Ronald Gangness

1939 S. Grandview Ln., Bismarck, ND 58501

Jerald Engelman

317 Napa Loop, Bismarck, ND 58504

ElRoy Tomanek

705 5th Ave NE, Mandan, ND 58554

Randy Herman

500 Portage Dr., Bismarck, ND 58501

NAME

Keith Bjerke

ADDRESS

20 Fraine Barracks Rd., Bismarck, ND 58504

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents thereof, and believe the statements made therein to be true.

Dated 3 March 2000

Keith Bjerke

FOR SECRETARY OF STATE OFFICE USE ONLY

Certificate No. _____

Filed 3-09-00, 79

Alvin D. Jager

Secretary of State

Deputy

SA

Filed By

Receipt No: _____

INSTRUCTIONS & FEES

SUBMIT DUPLICATE ORIGINALS

Filing articles and issuing certificate \$30.00

The Articles of Incorporation are to be submitted with a signed consent of the registered agent, executed in duplicate originals, with a filing fee of \$10.00.

Send to:

Secretary of State
State Capitol
Bismarck, ND 58505

Article 5.

Dissolution Clause: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Internal affairs are controlled by the corporation's by-laws.



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE**
SFN 7974 (7-99)

RECEIVED

MAR 09 2000

SEC. OF STATE

FOR OFFICE USE ONLY

ID #	15,652,300
File #	766179
WO #	
Filed	3-09-00
By	JR

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust)

North Dakota National Guard Foundation

3. Name of the registered agent

Keith D. Bjerke

4. Registered agent is (Check one)

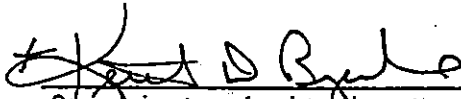
- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

5. Federal ID # or social security # of registered agent

501-44-3220

6. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."


Original signature of registered agent

3 March 2000
Date

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

OF

NORTH DAKOTA NATIONAL GUARD FOUNDATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Incorporation for the incorporation of

NORTH DAKOTA NATIONAL GUARD FOUNDATION

duly signed and verified pursuant to the North Dakota statutes governing a North Dakota NONPROFIT CORPORATION, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

NORTH DAKOTA NATIONAL GUARD FOUNDATION

Effective date of incorporation: March 9, 2000

Issued: March 9, 2000

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State