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ARTICLES OF INCORPORATION
OF
New Hope Research Foundation, Inc.

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be New Hope Research Foundation, Inc.

ARTICLE II
PURPOSE

The primary purpose of this corporation is exclusively charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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. The specific purpose of this corporation is to provide funding for medical research in an effort to develop treatments and cures for various mental and physical illnesses.

ARTICLE III
LIMITATIONS

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift, contribution or otherwise, shall be used and applied exclusively for charitable, scientific, literary or educational purposes directly or indirectly benefiting this corporation, and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and any regulations issued thereunder. No Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the Members, directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE IV
NONDISCRIMINATION

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, and status with regard to public assistance, disability or age.

ARTICLE V
INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its Members (other than a Member that is a non-profit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) or any private individual.

ARTICLE VI
DURATION

The duration of this corporation shall be perpetual.

ARTICLE VII
REGISTERED OFFICE

The registered office of this corporation shall be located at 6 Charley Lake Court, North Oaks, Minnesota 55126.

ARTICLE VIII
MEMBERS

This corporation shall have no Members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

ARTICLE IX
DIRECTORS

Section 9.1. The management of this corporation shall be vested in a Board of Directors elected by the members.

Section 9.2. The Board of Directors shall initially consist of two directors. Thereafter the Board of Directors shall consist of the number of directors provided in the Bylaws of this corporation. Each member of the initial Board of Directors shall continue in office until the first meeting of the Members and thereafter until his or her successor is elected and qualifies or until he or she is removed from office as provided by law or in the Bylaws of this corporation.

Section 9.3. The terms of office of the directors, other than the members of the initial Board of Directors, shall be fixed by the Bylaws of this corporation.

ARTICLE X
LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written notice signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. When written action is taken by less than all directors, all directors as provided in this Article, must be notified immediately of the text and effective date. Failure to provide such notice does not invalidate the written action.

ARTICLE XI
DISSOLUTION

In the event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or education purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

ARTICLE XII
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, at a meeting for which notice of the meeting and the proposed amendment have been given. Notwithstanding the foregoing, no amendment shall be valid if its effect would be to disqualify this corporation from being a Section 501(c)(3) organization to which contributions or gifts may be made which entitle the donor to federal charitable estate tax deduction or charitable gift tax deduction or income tax exempt status

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator of this corporation is:

Mr. John G. Keimel
c/o New Hope Research Foundation, Inc.
6 Charley Lake Court
North Oaks, Minnesota 55126

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this 21st day of December, 2006.

John G. Keimel

Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 22 2006

Henry H. Benson
Secretary of State

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