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(612) 766-7255

February 3, 2011

RECEIVED
FEB 04 2011

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

Re: OST Minnesota

Dear Sir or Madam:

Enclosed is the Application for Recognition of Exemption (Form 1023) of the above-referenced organization. Form 2848 designating the undersigned as an authorized representative of the organization is also enclosed.

A check in the amount of $850.00 is enclosed.

Please address any questions, and send confirmation of exempt status, to the undersigned.

Very truly yours,

Blake R. Carlile

Enclosures

cc: Curt Peterson

fb.us.6339957.01

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. *Retain a copy of the completed Form 1023 in your permanent records. Refer to the* General Instructions *regarding Public Inspection of approved applications.*

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

☑ Assemble the application and materials in this order:

- Form 1023 Checklist
- Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
- Form 8821, *Tax Information Authorization* (if filing)
- Expedite request (if requesting)
- Application (Form 1023 and Schedules A through H, as required)
- Articles of organization
- Amendments to articles of organization in chronological order
- Bylaws or other rules of operation and amendments
- Documentation of nondiscriminatory policy for schools, as required by Schedule B
- Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (if filing)
- All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.

☑ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.

☑ Employer Identification Number (EIN)

☑ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.

- You must provide specific details about your past, present, and planned activities.
- Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
- Describe your purposes and proposed activities in specific easily understood terms.
- Financial information should correspond with proposed activities.

☑ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___ No ✓	Schedule E	Yes ___ No ✓
Schedule B	Yes ___ No ✓	Schedule F	Yes ___ No ✓
Schedule C	Yes ___ No ✓	Schedule G	Yes ___ No ✓
Schedule D	Yes ___ No ✓	Schedule H	Yes ___ No ✓

☑ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.

- Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) **Pg. 1, Art. II, Par. 1**
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law **Pg. 3, Art. XIII, Par. 1**

☑ Signature of an officer, director, trustee, or other official who is authorized to sign the application.

- Signature at Part XI of Form 1023.

☑ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Printed on recycled paper

Form **2848**
(Rev. June 2008)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only
Received by:
Name
Telephone
Function
Date / /

Part I Power of Attorney

Caution: *Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address	Social security number(s)	Employer identification number
OST Minnesota **c/o The McKnight Foundation** **710 South Second Street, Suite 400** **Minneapolis, MN 55401**		**27 4126970**
	Daytime telephone number **(612) 333-4220**	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	CAF No. / Telephone No. / Fax No. / Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Blake R. Carlile, Faegre & Benson, LLP **90 South Seventh Street, Suite 2200** **Minneapolis, Minnesota 55402-3901**	**None Issued** **612-766-7255** **612-766-1600**
J. Hazen Graves, Faegre & Benson, LLP **90 South Seventh Street, Suite 2200** **Minneapolis, Minnesota 55402-3901**	**4005-20271R** **612-766-8805** **612-766-1600**

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Income	**1023**	**2010-2011**

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific Uses Not Recorded on CAF** . . . . . ► ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: .....

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

a If you also want the second representative listed to receive a copy of notices and communications, check this box . . . . . ▶ ☐

b If you do not want any notices or communications sent to your representative(s), check this box . . . . . ▶ ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here. . . . . ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, **both** husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

Signature	Date	Title (if applicable)
X Neal Cuthbert	2/2/11	Asst. Treasurer

Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual
NEAL CUTHBERT	☐☐☐☐☐	OST Minnesota

Signature	Date	Title (if applicable)

Print Name	PIN Number
	☐☐☐☐☐

Part II Declaration of Representative

Caution: *Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.*

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.

b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.

d Officer—a bona fide officer of the taxpayer's organization.

e Full-Time Employee—a full-time employee of the taxpayer.

f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).

g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 1 of the instructions.

k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.

l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.

r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter **(a–r)**	Jurisdiction (state) or identification	Signature	Date
a	**Minnesota**	Blake R. Conklin	2/2/11
a	**Minnesota**	J. Hoeschen	2/2/11

Form **1023**
(Rev. June 2006)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: *If exempt status is approved, this application will be open for public inspection.*

Use the instructions to complete this application and for a definition of all ***bold*** *items.* For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your **organizing document**) **OST Minnesota**		2 c/o Name (if applicable) **The McKnight Foundation**
3 **Mailing address** (Number and street) (see instructions) **710 South Second Street**	Room/Suite **400**	4 Employer Identification Number (EIN) **27-4126970**
City or town, state or country, and ZIP + 4 **Minneapolis, Minnesota 55401**		5 Month the annual accounting period ends (01 – 12) **06**
6 Primary contact (officer, director, trustee, or **authorized representative**) **a** Name: **Blake R. Carlile, Authorized Representative**		**b** Phone: **612-766-7255** **c** Fax: (optional) **612-766-1600**

7	Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, *Power of Attorney and Declaration of Representative,* with your application if you would like us to communicate with your representative.	☑ **Yes** ☐ **No**
8	Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.	☐ **Yes** ☑ **No**
9a	Organization's website: **N/A**	
b	Organization's email: (optional) **N/A**	
10	Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.	☐ **Yes** ☑ **No**
11	Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) **10 / 22 / 2010**	
12	Were you formed under the laws of a **foreign country?** If "Yes," state the country.	☐ **Yes** ☑ **No**

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

1	Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.	☑ Yes	☐ No
2	Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.	☐ Yes	☑ No
3	Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.	☐ Yes	☑ No
4a	Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.	☐ Yes	☑ No
b	Have you been funded? If "No," explain how you are formed without anything of value placed in trust.	☐ Yes	☐ No
5	Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.	☑ Yes	☐ No

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

1	Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article II, Paragraph 1**	☑
2a	Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.	☑
2b	If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 3, Article XIII, Paragraph 1**	
2c	See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____	☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present,* and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Kit Hadley	**Director, Chair**	**90 West Fourth Street Saint Paul, MN 55102**	**none**
Kate Wolford	**Director, Interim President**	**710 South 2nd Street, Suite 400 Minneapolis, MN 55401**	**none**
Erika Binger	**Director, Secretary**	**710 South 2nd Street, Suite 400 Minneapolis, MN 55401**	**none**
Irene Fernando	**Director, Treasurer**	**619 South 10th Street, Suite L10 Minneapolis, MN 55404**	**none**
Neal Cuthbert	**Director, Asst. Sec. & Treas.**	**710 South 2nd Street, Suite 400 Minneapolis, MN 55401**	**none**

Part V **Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors** *(Continued)*

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
(See Attachment)			

c List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than $50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family** or **business relationships**? If "Yes," identify the individuals and explain the relationship. ☑ **Yes** ☐ **No**

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ **Yes** ☑ **No**

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ **Yes** ☑ **No**

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ **Yes** ☑ **No**

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☑ **Yes** ☐ **No**

b Do you or will you approve compensation arrangements in advance of paying compensation? ☑ **Yes** ☐ **No**

c Do you or will you document in writing the date and terms of approved compensation arrangements? ☑ **Yes** ☐ **No**

Part V **Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors** *(Continued)*

d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	☑ Yes	☐ No
e	Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	☑ Yes	☐ No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	☑ Yes	☐ No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.		
5a	Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.	☑ Yes	☐ No
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?		
c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?		
	Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.		
6a	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	☐ Yes	☑ No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than $50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	☐ Yes	☑ No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.	☐ Yes	☑ No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.	☐ Yes	☑ No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.	☐ Yes	☑ No
b	Describe any written or oral arrangements that you made or intend to make.		
c	Identify with whom you have or will have such arrangements.		
d	Explain how the terms are or will be negotiated at arm's length.		
e	Explain how you determine you pay no more than fair market value or you are paid at least fair market value.		
f	Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.		
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.	☐ Yes	☑ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors *(Continued)*

b Describe any written or oral arrangements you made or intend to make.

c Identify with whom you have or will have such arrangements.

d Explain how the terms are or will be negotiated at arm's length.

e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.

f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present,* and *planned* activities. (See instructions.)

1a	In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.	☐ Yes	☑ No
b	In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.	☑ Yes	☐ No
2	Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.	☐ Yes	☑ No
3	Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.	☐ Yes	☑ No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

1	Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.	☐ Yes	☑ No
2	Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.	☐ Yes	☑ No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present,* and *planned* activities. (See instructions.)

1	Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.	☐ Yes	☑ No
2a	Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.	☑ Yes	☐ No
b	Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.	☐ Yes	☑ No
3a	Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.	☐ Yes	☑ No
b	Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.	☐ Yes	☑ No

c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities *(Continued)*

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☑ Yes ☐ No

- ☑ mail solicitations
- ☐ email solicitations
- ☑ personal solicitations
- ☐ vehicle, boat, plane, or similar donations
- ☑ foundation grant solicitations
- ☐ phone solicitations
- ☑ accept donations on your website
- ☐ receive donations from another organization's website
- ☑ government grant solicitations
- ☑ Other

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ Yes ☑ No

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ Yes ☑ No

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ Yes ☑ No

5 Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ Yes ☑ No

6a Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ Yes ☑ No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ Yes ☑ No

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ Yes ☑ No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ Yes ☑ No

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ Yes ☑ No

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ Yes ☐ No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ Yes ☑ No

Part VIII Your Specific Activities *(Continued)*

11	Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.	☑ Yes	☐ No
12a	Do you or will you operate in a **foreign country** or **countries?** If "Yes," answer lines 12b through 12d. If "No," go to line 13a.	☐ Yes	☑ No
b	Name the foreign countries and regions within the countries in which you operate.		
c	Describe your operations in each country and region in which you operate.		
d	Describe how your operations in each country and region further your exempt purposes.		
13a	Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.	☑ Yes	☐ No
b	Describe how your grants, loans, or other distributions to organizations further your exempt purposes.		
c	Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.	☐ Yes	☑ No
d	Identify each recipient organization and any **relationship** between you and the recipient organization.		
e	Describe the records you keep with respect to the grants, loans, or other distributions you make.		
f	Describe your selection process, including whether you do any of the following:		
	(i) Do you require an application form? If "Yes," attach a copy of the form.	☑ Yes	☐ No
	(ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.	☑ Yes	☐ No
g	Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.		
14a	Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.	☐ Yes	☑ No
b	Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.		
c	Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.	☐ Yes	☐ No
d	Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.	☐ Yes	☐ No
e	Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.	☐ Yes	☐ No
f	Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.	☐ Yes	☐ No

Part VIII Your Specific Activities *(Continued)*

15	Do you have a **close connection** with any organizations? If "Yes," explain.	☐ **Yes**	☑ **No**
16	Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.	☐ **Yes**	☑ **No**
17	Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.	☐ **Yes**	☑ **No**
18	Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.	☐ **Yes**	☑ **No**
19	Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.	☐ **Yes**	☑ **No**
20	Is your main function to provide **hospital** or **medical care**? If "Yes," complete Schedule C.	☐ **Yes**	☑ **No**
21	Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F.	☐ **Yes**	☑ **No**
22	Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. **Note: Private foundations** may use Schedule H to request advance approval of individual grant procedures.	☐ **Yes**	☑ **No**

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 10/22/10 To 06/30/11	(b) From 07/01/11 To 06/30/12	(c) From 07/01/12 To 06/30/12	(d) From ..... To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	762,500	3,635,000	5,910,000		10,307,500
	2 Membership fees received	0	0	0		0
	3 Gross investment income	2,000	6,000	10,000		18,000
	4 Net unrelated business income	0	0	0		0
	5 Taxes levied for your benefit	0	0	0		0
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0		0
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)	0	0	0		0
	8 Total of lines 1 through 7	764,500	3,641,000	5,920,000		10,325,500
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	2,500	5,000	5,000		12,500
	10 Total of lines 8 and 9	767,000	3,646,000	5,925,000		10,338,000
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		0
	12 **Unusual grants**	0	0	0		0
	13 Total Revenue Add lines 10 through 12	767,000	3,646,000	5,925,000		10,338,000
Expenses	14 Fundraising expenses	72,750	150,138	140,177		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	75,000	2,200,000	4,375,000		
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0		
	17 Compensation of officers, directors, and trustees	86,675	183,598	196,754		
	18 Other salaries and wages	179,454	474,895	634,145		
	19 Interest expense	0	0	0		
	20 Occupancy (rent, utilities, etc.)	22,000	61,340	82,332		
	21 Depreciation and depletion	0	0	0		
	22 Professional fees	9,000	18,000	18,000		
	23 Any expense not otherwise classified, such as program services (attach itemized list)	305,500	511,590	421,818		
	24 Total Expenses Add lines 14 through 23	750,379	3,599,561	5,868,226		

Part IX Financial Data *(Continued)*

B. Balance Sheet (for your most recently completed tax year) — Year End: 12/2010

			(Whole dollars)
	Assets		
1	Cash	1	0
2	Accounts receivable, net	2	0
3	Inventories	3	0
4	Bonds and notes receivable (attach an itemized list)	4	0
5	Corporate stocks (attach an itemized list)	5	0
6	Loans receivable (attach an itemized list)	6	0
7	Other investments (attach an itemized list)	7	0
8	Depreciable and depletable assets (attach an itemized list)	8	0
9	Land	9	0
10	Other assets (attach an itemized list)	10	0
11	Total Assets (add lines 1 through 10)	11	0
	Liabilities		
12	Accounts payable	12	0
13	Contributions, gifts, grants, etc. payable	13	0
14	Mortgages and notes payable (attach an itemized list)	14	0
15	Other liabilities (attach an itemized list)	15	0
16	Total Liabilities (add lines 12 through 15)	16	0
	Fund Balances or Net Assets		
17	Total fund balances or net assets	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	0

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. ☐ Yes ☑ No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**, (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. ☐ Yes ☑ No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status *(Continued)*

e 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐

f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐

g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☑

h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐

i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period,* provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at *www.irs.gov* or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)	(Type or print name of signer)	(Date)
	(Type or print title or authority of signer)	

For IRS Use Only

IRS Director, Exempt Organizations	(Date)

b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person.** If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) $5,000. If the answer is "None," check this box. ☐

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ **Yes** ☐ **No**

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed $10,000 annually over a 4-year period, you must submit payment of $750. If your gross receipts have not exceeded or will not exceed $10,000 annually over a 4-year period, the required user fee payment is $300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

1	Have your annual gross receipts averaged or are they expected to average not more than $10,000? If "Yes," check the box on line 2 and enclose a user fee payment of $300 (Subject to change—see above). If "No," check the box on line 3 and enclose a user fee payment of $750 (Subject to change—see above).	☐ **Yes**	☑ **No**
2	Check the box if you have enclosed the reduced user fee payment of $300 (Subject to change).		☐
3	Check the box if you have enclosed the user fee payment of $750 (Subject to change).		☑

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ▶ X _____ NEAL CUTHBERT 2/2/11

(Signature of Officer, Director, Trustee, or other authorized official) (Type or print name of signer) (Date)

Asst. Treasurer

(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed $10,000 annually over a 4-year period, you must submit payment of $750. If your gross receipts have not exceeded or will not exceed $10,000 annually over a 4-year period, the required user fee payment is $300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

1	Have your annual gross receipts averaged or are they expected to average not more than $10,000? If "Yes," check the box on line 2 and enclose a user fee payment of $300 (Subject to change—see above). If "No," check the box on line 3 and enclose a user fee payment of $750 (Subject to change—see above).	☐ Yes	☑ No
2	Check the box if you have enclosed the reduced user fee payment of $300 (Subject to change).		☐
3	Check the box if you have enclosed the user fee payment of $750 (Subject to change).		☑

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here ▶ X _____ NEAL CUTHBERT 2/2/11

(Signature of Officer, Director, Trustee, or other authorized official) (Type or print name of signer) (Date)

Asst. Treasurer

(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

OST Minnesota
c/o The McKnight Foundation
710 South Second Street, Suite 400
Minneapolis, MN 55401
EIN: 27-4126970

ATTACHMENT TO FORM 1023

Response to Part I, Line 7

Authorized representative:

Blake R. Carlile
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

Form 2848 attached.

Response to Part IV

OST Minnesota (the "Applicant") is a Minnesota nonprofit corporation organized and operated exclusively for charitable and educational purposes. To further its exempt purposes, the Applicant will seek to enhance the out-of-school time programming available to youth in the Twin Cities metropolitan area of Minnesota and throughout greater Minnesota. The Applicant will focus on: (a) creating an effective funding strategy to serve Twin Cities' youth, (b) improving out-of-school time policies statewide, and (c) generally strengthening the out-of-school time programming field. Through these charitable and educational initiatives, Minnesota youth will gain greater access to programs and resources during the times they are not in school to enhance their potential and create opportunities for growth. In addition, the communities throughout Minnesota and the world will benefit as Minnesota youth receive better opportunities to develop the physical, social, emotional, and civic maturity they need to thrive in their chosen professions, endeavors and communities.

Leaders of The McKnight Foundation, another 501(c)(3) Minnesota nonprofit corporation, have recognized the importance of out-of-school time programs for many years and have consistently supported a wide variety of programming. Recently, The McKnight Foundation staff and directors began a careful review of the strategies and investments being made to support out-of-school time programming. The purpose of the review was to determine the best path forward to support Minnesota's youth while they are not in school.

The Minnesota Department of Education also recognized the need for greater insight about out-of-school time programs, and the funding provided to these programs, and commissioned a report that was published in April of 2009. This report documented that "there are ***very few consistent, dedicated funding sources*** available to support high-quality out-of-school time opportunities for youth and communities in Minnesota." Minnesota Out-Of-School Time Funding Streams, Final Report April 2009, Minnesota Department of Education, available at: http://education.state.mn.us (emphasis in original). The report goes on to say that, "in a

typical year, young people have 2000 hours of discretionary time – time not filled with school or family obligations. The extent to which this time is spent productively depends in part on the availability and affordability of high-quality learning opportunities." *Id.* The Minnesota Department of Education also noted in its report that the lack of consistent funding and support for out-of-school time programming results in lower quality programs, instable staff, lack of program improvements and growth, limited advanced research into new and better practices, and a lack of professional development in the field. *Id.*

The McKnight Foundation, after conducting its own research and communicating with other interested parties, such as the Minnesota Department of Education, determined that the development of a highly-effective, broadly-functioning network of out-of-school time programming will be best accomplished by an independent Minnesota nonprofit corporation, the Applicant. The McKnight Foundation anticipates that the Applicant will be a catalyst and leader in the field of out-of-school time programming and will bring about the changes needed and identified by both The McKnight Foundation and the Minnesota Department of Education. The Applicant's primary role will be to serve as an intermediary and direct resources from individuals and organizations interested in youth development to the most promising out-of-school time programs. These resources will be aligned and leveraged to develop a consistent, accessible, innovative, sustainable, and highly-effective network of out-of-school time programming that is available to all youth.

In furtherance of its purpose, the Applicant will develop a master plan for Minnesota out-of-school time programming and then, as an influence leader, involve others to invest in and implement the plan. The Applicant will seek knowledge and direction from a broad range of experts in the field, including practitioners, researchers, advocates, and youth, to develop this master plan. The Applicant will also seek to ensure that high-quality out-of-school time programming is rewarded and expanded by promoting and providing resources to the most promising out-of-school time delivery models. Grants will be made by the Applicant to high-quality after-school programs, summer youth programs, and professional development programs for adults who work with youth during out-of-school time. As best practices are developed and honed, the Applicant will provide best practice information to every interested out-of-school time program in Minnesota. This should ensure the rapid advancement of high-quality out-of-school time programming throughout the Twin Cities and greater Minnesota.

The Applicant, while leading the way to develop out-of-school time programming in Minnesota, will also be a learning organization, consistently measuring the impact of its actions and adjusting course, as necessary, to support the establishment of effective and influential out-of-school time programs. The real impact and strength of the Applicant will come from combining research, funding, incubation, and advocacy in the same place to support a learning culture at the Applicant and throughout the Minnesota out-of school time programming field.

The Applicant will pursue policy and advocacy efforts to raise awareness of the out-of-school time programming needs, increase resources and support for youth development, and

unite stakeholders behind improved outcomes for youth. These policy and advocacy efforts will be built upon the communication framework the Applicant develops to interact with programs and leaders in the community who have an interest in youth development. The ultimate goal of the Applicant's policy and advocacy efforts is to create an environment where funding organizations and community stakeholders throughout Minnesota are aware of out-of-school time programming needs and will provide consistent, dedicated funding.

By combining out-of-school time programming research, funding, incubation, and advocacy, the Applicant will be positioned to provide valuable and much needed direction and leadership in this field. These charitable and educational activities will consume 100% of the Applicant's time. Performance of the Applicant's activities will be done by staff members and volunteers. The Applicant's staff and volunteers will focus their efforts on establishing a cache of resources for out-of-school programs, including research, best practices information and funding, and distributing these resources through educational initiatives and grants. In addition to its own staff and volunteers, the Applicant may contract with other organizations for research and education capabilities. Funding for these charitable and educational activities will be provided by grants and contributions from throughout the Minnesota community. It is expected that The McKnight Foundation will provide initial funding to set up operations and will continue to provide ongoing support of the Applicant. In addition, the Applicant will seek support from a wide variety of interested individuals, corporations, community organizations and foundations in the Twin Cities and throughout greater Minnesota.

Response to Part V, Line 1a (Continued)

Name	Title	Mailing Address	Compensation Amount
Dale Blyth, Ph.D.	Director	Suite 270B McNamara Alumni Center 200 Oak Street SE Minneapolis, MN 55455	none
Hon. Tanya Bransford	Director	Hennepin County District Court 300 South Sixth Street, C-1959 Minneapolis, MN 55487	none

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Response to Part V, Line 1b

The Applicant's executive director has not been identified yet but will be identified and hired by April of 2011. The executive director will work approximately 40-45 hours per week and will have specialized knowledge, expertise and experience in: (1) out-of-school program and services development, (2) community visibility and networking, (3) public relations, (4) board development, (5) fundraising, (6) asset management, (7) staff development, and (8) fiscal oversight. The executive director will be compensated with an annual salary of approximately $135,000, based on experience and expertise.

The Applicant will have an employee designated as the Special Initiatives Coordinator who will oversee efforts to identify and coordinate existing quality models in order to improve quality and access of out-of-school programming. This position is currently unfilled, but the Applicant expects to hire a full-time employee by April of 2011 and pay an annual salary of approximately $82,000.

The Applicant will have an employee designated as the Grants Officer who will be in charge of all aspects of the grant selection, awarding and monitoring process. This position is currently unfilled, but the Applicant expects to hire a full-time employee by July of 2011 and pay an annual salary of approximately $82,000.

The Applicant will have an employee designated as the Advocacy and Policy Director who will manage outreach and policy building relationships to strengthen out-of-school programming, support and capacity. This position is currently unfilled, but the Applicant expects to hire a full-time employee by July of 2011 and pay an annual salary of approximately $82,000.

Response to Part V, Line 2a

Directors Kate Wolford, Neal Cuthbert and Erika Binger all share a business relationship through The McKnight Foundation. Both Ms. Wolford and Mr. Cuthbert are employed by The McKnight Foundation as the President and Vice President of Programs, respectively. Erika Binger serves as a director of The McKnight Foundation.

Response to Part V, Line 3a

Name	Qualifications	Average hrs worked/wk	Duties
Kit Hadley	Ms. Hadley currently serves as the Director of the St. Paul Public Library	3	Ms. Hadley will engage in the typical duties of a director and officer and the duties specified in the Foundation's bylaws.
Kate Wolford	Ms. Wolford currently serves as the President of The	2	Ms. Wolford will engage in the typical duties of a director and

	McKnight Foundation		officer and the duties specified in the Foundation's bylaws.
Erika Binger	Ms. Binger currently serves as a Director of The McKnight Foundation	2	Ms. Binger will engage in the typical duties of a director and officer and the duties specified in the Foundation's bylaws.
Irene Fernando	Ms. Fernando currently serves as the Co-Executive Director of Students Today Leaders Forever	2	Ms. Fernando will engage in the typical duties of a director and officer and the duties specified in the Foundation's bylaws.
Neal Cuthbert	Mr. Cuthbert currently serves as the Vice President of Programs at The McKnight Foundation	2	Mr. Cuthbert will engage in the typical duties of a director and officer and the duties specified in the Foundation's bylaws.
Dale Blyth, Ph.D.	Professor Blyth currently serves as Associate Dean and Director of the Extension Center for Youth Development at the University of Minnesota	1.5	Professor Blyth will engage in the typical duties of a director and the duties specified in the Foundation's bylaws.
Hon. Tanya Bransford	Judge Bransford currently serves as a District Court Judge in Hennepin County, Minnesota	1.5	Judge Bransford will engage in the typical duties of a director and the duties specified in the Foundation's bylaws.

Response to Part V, Line 5a

The Applicant's conflict of interest policy was adopted by resolution of the board on November 23, 2010. A copy of the conflict of interest policy is attached to this application.

Response to Part VI, Line 1b

The Applicant will provide funding support to nonprofit entities that provide youth development and out-of-school time services. The applicant will also conduct special research, data collection, and other community support activities for entities that provide youth development and out-of-school time services. For further details regarding the services provided to other organizations please see the response to Part IV.

Response to Part VIII, Line 2a

The Applicant does not have immediate plans to influence legislation and does not have any literature, brochures or pamphlets related to influencing legislation. As more fully described

in the response to Part IV, the Applicant will seek to generally influence Minnesota policy on out-of-school time programming and anticipates that this activity will require it to participate in the legislative process and attempt to influence legislation related to its charitable and educational purposes. The Applicant expects that only a small portion of its funding and percentage of its time will be spent influencing legislation.

Response to Part VIII, Line 2b

As mentioned in the response to Part VIII, Line 2a, at this time the Applicant has not spent any time or money to influence legislation and has no immediate plans to influence legislation. Any activities engaged in by the Applicant in the future to influence legislation will not constitute a substantial part of the Applicant's activities.

Response to Part VIII, Line 4a

As mentioned in the response to Part IV, the Applicant will receive initial start-up contributions from the McKnight Foundation, another Minnesota 501(c)(3) nonprofit corporation. After these initial start-up contributions, The McKnight Foundation will continue to support the Applicant through grants but expects the Applicant to pursue and receive substantial funding from other contributors and grant making entities to support the charitable and educational services being provided.

The Applicant will hire a contract grant writer to write specifically targeted funding proposals that will be submitted to charitable foundations on a national, state and local level. Proposals may also be submitted to corporate foundations and to donor-advised funds throughout the United States. The Applicant will also seek general public support through fundraising efforts, including mail solicitations, personal solicitations and possibly electronic solicitations.

Response to Part VIII, Line 4d

As more fully described in response to Part VIII, Line 4a, the Applicant will focus its fundraising efforts in Minnesota, but will also seek grants and foundation funding from throughout the United States. These fundraising activities will be performed by the Applicant's employees and volunteers.

Response to Part VIII, Line 4e

At this time the Applicant has no plans to maintain donor advised funds, but may consider this possibility in the future if the Applicant determines that such funds will benefit the charitable and educational purposes of the Applicant.

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Response to Part VIII, Line 11

The Applicant may accept contributions of assets or property described in Part VIII, Line 11. If the Applicant does accept these contributions it will follow all appropriate standards and protocols regarding the acceptance and acknowledgment of gifts, and all applicable state and federal laws.

Response to Part VIII, Line 13b

As described in the responses to Parts IV and VI, Line 1b, the Applicant expects to make grants to nonprofit entities that provide youth development and out-of-school time services in furtherance of its mission. The primary purpose of the Applicant is to serve as a resource and leader for the development of consistent, highly-effective out-of-school programming. The Applicant does not anticipate creating its own out-of-school time program, but rather supporting the broad development of these programs by other nonprofit entities. By providing grants to other nonprofit entities the Applicant will be involved with the incubation and creation of out-of-school time programming best practices. The Applicant can then utilize these best practices to help other out-of-school time programs succeed.

Response to Part VIII, Line 13d

At this time the Applicant has not selected or even sought proposals from recipient organizations. The Applicant does not expect to have a relationship, other than the grant agreements, with recipient organizations.

Response to Part VIII, Line 13e

At this time the Applicant has not made any grants and does not currently maintain any records regarding grant awards. When grant awards are made the Applicant anticipates that it will keep records of the grant proposals, funding documents, reports, and any other documents needed to track and monitor grant funding and grant purposes.

Response to Part VIII, Line 13f

The Applicant expects that it will generally require written grant requests describing the projects the grants will support. The Applicant may enter into grant agreements for some or all of its grants. The Applicant will also establish mechanisms to monitor whether grant funds are used for the purposes of the grant and not inappropriately diverted. These mechanisms will likely include grantee reporting on the use of the grant funds. At this time a grant application form has not been developed and there are no grant awards or grant contracts in place.

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Response to Part VIII, Line 13g

Please see the response to Part VIII, Line 13f.

Response to Part IX, Statement of Revenues and Expenses

Line	Description	Dates	Dates	Dates
		10/22/10 – 06/30/11	07/01/11 – 06/30/12	07/01/12 – 06/30/13
	Program Service Fees (conferences, etc.)	$ 2,500	$ 5,000	$ 5,000
Total Line 9		**$ 2,500**	**$ 5,000**	**$ 5,000**
	Grantmaking (currently the recipients are unknown)	$ 75,000	$ 2,200,000	$ 4,375,000
Total Line 15		**$ 75,000**	**$ 2,200,000**	**$ 4,375,000**
	Professional Development Conference	$ 10,000	$ 35,000	$ 50,000
	Special Projects	25,000	50,000	50,000
	Program Costs	10,000	30,000	45,000
	Cultural/Recreational Programs for Youth Leaders	2,500	5,075	5,226
	Food for Youth Leader Programs	2,500	5,075	5,226
	Fees/Memberships/Int	2,500	7,650	10,455
	Organizational Development	25,000	32,500	15,000
	Web, Database and other Technology Management	25,000	50,750	52,273
	Quality Tools and Database	150,000	200,000	100,000
	Back Office (HR, Accounting, Purchasing, etc.)	18,000	42,000	51,000
	Office Supplies	2,000	4,060	4,182
	Out-of-School Time Materials	5,000	10,150	10,455
	Postage	2,000	4,060	4,182
	Printing/Duplication	4,000	8,120	8,364
	Equipment Lease	2,000	4,060	4,182
	Equipment/Appliances	20,000	23,090	6,273
Total Line 23		**$ 305,500**	**$ 511,590**	**$ 421,818**

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: OST Minnesota

Corporate Charter Number: 4030155-2

Chapter Formed Under: 317A

This certificate has been issued on 10/22/2010.

Mark Ritchie
Secretary of State.

40301550002

NP-OR

ARTICLES OF INCORPORATION
OF
OST MINNESOTA

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

ARTICLE I

The name of this corporation is:
OST Minnesota

ARTICLE II

This corporation is organized and shall be operated exclusively for charitable and educational purposes. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others; provided that all the powers of this corporation shall be exercised only so that this corporation's operations are exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. This corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

ARTICLE IV

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V

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

ARTICLE VI

The registered office of this corporation shall be located at:

c/o The McKnight Foundation
710 South Second Street, Suite 400
Minneapolis, Minnesota 55401.

ARTICLE VII

This corporation shall not have members with voting rights. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE VIII

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, method of selection, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action required or permitted to be taken at a meeting of a committee may be taken by written action signed, or consented to by authenticated electronic communication, by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. All directors or committee members, as the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

ARTICLE IX

The first Board of Directors has three members, each of whom shall serve until the annual meeting of the Board of Directors in the year set forth below opposite his or her name. The name of each such director and the year in which his or her term of office shall expire are as follows:

Kathryn Wolford	2011
Neal Cuthbert	2012
Erika Binger	2013

ARTICLE X

This corporation shall have no capital stock.

ARTICLE XI

The directors and officers of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

ARTICLE XII

These Articles of Incorporation may be amended from time to time in the manner provided by Minnesota Statutes, section 317A.133, as amended from time to time.

ARTICLE XIII

This corporation may be dissolved in accordance with the laws of the State of Minnesota. In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of for one or more of the purposes of this corporation by transfer to one or more corporations, associations, institutions, trusts, or foundations described in Section 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XIV

The name and address of the incorporator are:

Blake R. Carlile
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day of October, 2010.

Blake R. Carlile

fb.us.5743937.04

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 22 2010

Mark Ritchie
Secretary of State

BYLAWS
OF
OST MINNESOTA

DIRECTORS

SECTION 1.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than three persons, and, subject to such limitation, the number of members of the Board of Directors may be designated from time to time by the Board of Directors. The initial Board of Directors consists of the persons designated in the Articles of Incorporation of this corporation who shall serve until the times indicated in the Articles of Incorporation. Thereafter, directors of this corporation shall be elected by the Board of Directors at each annual meeting and as the Board of Directors otherwise determines.

SECTION 1.2 Terms. Subject to the provisions of Sections 1.1 and 1.3, each director of this corporation shall be elected to serve for a term of three years, unless the Board of Directors designates a different term at the time the director is elected. Subject to the provisions of Section 1.3, each director's term of office shall begin at the conclusion of the annual meeting at which the director was elected and shall continue until the conclusion of the annual meeting of the Board of Directors in the year in which the director's term is designated to end, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has assumed office; or until the director's prior death, resignation or removal.

SECTION 1.3 Removal; resignation; vacancies. Any director may at any time be removed with or without cause by the Board of Directors. Any director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. Any vacancy occurring because of the death, resignation or removal of a director may be filled by a person elected by the Board of Directors for the unexpired term of such director. Any vacancy resulting from an increase in the number of members of the Board of Directors may be filled by a person elected by the Board of Directors for a full term of office unless the Board of Directors designates a shorter term of office.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 2.1 Annual meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 2.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chair, (b) by the President, (c) by the Board of Directors, or (d) upon the request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a

written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 2.3 Notice of meetings. Notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. A director may be given notice by electronic communication only if the director has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 2.4 Quorum and voting. The presence of a majority of the members of the Board of Directors constitutes a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of one or more directors leaves less than the number otherwise required for a quorum. At all meetings of the Board of Directors, each director is entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. For purposes of determining whether a director has met his or her fiduciary duties as a director, but for no other purpose, a director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 2.5 Action without a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. Any action may also be taken by written action signed by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation.

SECTION 2.6 Meetings held using remote communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

OFFICERS

SECTION 3.1 Designation and term. The officers of this corporation include a Chair, a President, a Secretary, and a Treasurer. This corporation may also have one or more Vice Presidents and such other officers as the Board of Directors may from time to time determine. Officers who are not compensated to serve in such capacity shall be elected by the Board of Directors to serve for terms of one year, and until their respective successors are elected and have qualified. Officers may at any time be removed by the Board of Directors with or without cause. Officers who are compensated to serve in such capacity shall serve in accordance with the terms of their compensation agreements. Any officer may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall be effective without acceptance when the notice is received by the Chair or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. The officers need not be directors of this corporation.

SECTION 3.2 Chair. He or she shall, when present, preside at meetings of the Board of Directors, and shall perform such other duties as are prescribed by the Board of Directors.

SECTION 3.3 Vice Chair. The Board of Directors may elect a Vice Chair. During the absence or disability of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.

SECTION 3.4 President. The President is the chief executive officer of this corporation. He or she shall: (a) have general active management of the business of this corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) have the authority to sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors exclusively to one or more other persons; and (d) perform such other duties as are prescribed by the Board of Directors.

SECTION 3.5 Vice Presidents. One or more Vice Presidents may be elected by the Board of Directors. During the absence or disability of the President, it shall be the duty of the highest ranking Vice President who is present at the time and able to act, to perform the duties of the President. The determination of who is the highest ranking of two or more persons holding the same office shall, in the absence of specific designation of order of rank by the Board of Directors, be made on the basis of the earliest date of election, or, in the event of simultaneous election, on the basis of the longest continuous service as an officer or director of this corporation.

SECTION 3.6 Secretary. The Secretary shall perform or properly delegate and oversee the performance of the following duties: (a) provide for the keeping of accurate minutes

of all meetings of the Board of Directors; (b) be responsible for the custody of the records, documents and papers of this corporation; and (c) provide for the keeping of proper records of all transactions of this corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors.

SECTION 3.7 Treasurer. The Treasurer shall perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; and (e) upon request, provide the President and the Board of Directors an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors.

COMMITTEES

SECTION 4.1 Committees with Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the Chair. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

(a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;

(b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;

(c) Adopt or approve a plan of merger or consolidation with another corporation;

(d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;

(e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or

(f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 4.2 Advisory Committees. The Board of Directors, the Chair, or the President may establish advisory committees that have no authority to act on behalf of the corporation. Members of such committees shall be appointed in the manner specified by the Board of Directors, the Chair, or the President, whichever established the advisory committee.

SECTION 4.3 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee has the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors.

SECTION 4.4 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 2.2 to 2.6 of these Bylaws as they apply to meetings of the Board of Directors.

INDEMNIFICATION

SECTION 5.1 Indemnification. This corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

SECTION 5.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 5.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

MISCELLANEOUS

SECTION 6.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation begins on July 1 and ends on the succeeding June 30.

SECTION 6.2 Corporate seal. This corporation has no seal.

SECTION 6.3 Amendments. The Board of Directors may amend these Bylaws by the affirmative vote of a majority of the entire Board of Directors.

SECTION 6.4 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The Board of Directors may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 6.5 Execution of instruments. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation may be signed on behalf of this corporation by the Chair, the President, any Vice President, or such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 6.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Date Adopted: November 23, 2010

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OST MINNESOTA

Conflict of Interest Policy

This Conflict of Interest Policy is designed to help directors, officers, and employees (each a "Responsible Person") of OST Minnesota (the "Corporation") identify situations that present potential conflicts of interest, and to provide the Corporation with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Responsible Person has or may have a conflict of interest with respect to the transaction.

Definitions

1. A Responsible Person has a "Conflict of Interest" with respect to any transaction between the Corporation and--

   a. A Responsible Person or Family Member; or

   b. A business or organization in which a Responsible Person or Family Member has a Material Financial Interest; or

   c. A business or organization of which the Responsible Person is a director, officer, agent, partner, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

2. A "Family Member" is a spouse, parent, child, son- or daughter-in-law, brother, sister, or brother- or sister-in-law, of a Responsible Person.

3. A "Material Financial Interest" is a financial interest of any kind that is substantial enough to affect a Responsible Person's judgment with respect to the transaction.

Procedure

1. Board action. A transaction involving a Conflict of Interest may be approved by the board of directors of the Corporation if the material facts as to the transaction and the Conflict of Interest are fully disclosed or known to the board and the board approves the transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire board at a meeting at which there is a quorum present, again without counting the interested director. If it is not possible to obtain a quorum of directors who do not have a Conflict of Interest with respect to the transaction ("Disinterested Directors"), the transaction may be approved by a majority of a committee consisting solely of two or more Disinterested Directors designated for that purpose by a majority of the full board, which may include directors who have Conflicts of Interest. The procedures described in paragraphs 2 – 5 below apply to such a committee in the same manner as they apply to the board.

2. Prior to board action on a transaction that involves a Conflict of Interest, a Responsible Person who knows he or she has a Conflict of Interest and who is present at the meeting must disclose to the board all facts material to the Conflict of Interest. The disclosure must be reflected in the minutes of the meeting.

3. A Responsible Person who does not plan to attend a meeting at which the board is likely to act on a transaction involving the Responsible Person's Conflict of Interest must disclose to the President, prior to the meeting, all facts material to the Conflict of Interest. The President must report the disclosure at the meeting and the disclosure must be reflected in the minutes of the meeting. If the Responsible Person with the Conflict of Interest is the President, then the required disclosure must be made to, and the required report to the board must be made by, the next highest ranking officer.

4. A person who knows he or she has a Conflict of Interest must not participate in the board's discussion of the transaction except to disclose material facts and to respond to questions. The person must not attempt to influence the board's action on the transaction, either at or outside the meeting. Prior to voting, the board must be given an opportunity to discuss the transaction without the person who has the Conflict of Interest being present.

5. The person with the Conflict of Interest must not vote on the transaction and must not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. The minutes of the meeting must reflect that the person did not vote.

6. Responsible Persons who are not directors of the Corporation, or who have a Conflict of Interest with respect to a transaction that is not the subject of board action, must disclose to the President any Conflict of Interest that the Responsible Person knows he or she has with respect to the transaction. The disclosure must be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person must refrain from any action that may affect the Corporation's participation in the transaction.

7. If it is not entirely clear whether a Conflict of Interest exists, then the person with the potential conflict must disclose the circumstances to the President or the President's designee, who must determine whether there exists a Conflict of Interest that is subject to this Policy.

Gifts and Entertainment

A Responsible Person must not accept gifts, entertainment or other favors from any individual or entity that (i) does or is seeking to do business with the Corporation; or (ii) has received, is receiving or is seeking to receive a grant or loan or to secure other financial commitments from the Corporation; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the

performance of his or her duties. This does not prohibit the acceptance of items or entertainment of nominal value that are not likely to affect the Responsible Person's independent judgment on behalf of the Corporation.

Confidentiality

Each Responsible Person must exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Corporation. A Responsible Person must not disclose or use information relating to the business of the Corporation for personal profit or advantage.

Policy Review; Annual Disclosure

1. Promptly after becoming a Responsible Person, and annually thereafter, each Responsible Person must review a copy of this Policy and acknowledge in writing that he or she has done so. Any changes to the Policy must be communicated immediately to all Responsible Persons.

2. Each Responsible Person must annually complete the disclosure form attached to this Policy and submit it to the President and any other person designated by the President. The President and any such designated person must treat the information on the forms as confidential and disclose it only as necessary to implement this Policy.

Conflict of Interest Information Form
(20__)

Name: _____ Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest, as defined in the Corporation's Conflict of Interest Policy.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the OST Minnesota Conflict of Interest Policy that is currently in effect.

Signature: _____ *Date:* _____

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