

EIN 33-2819729

Articles of Incorporation and Bylaws

Article I. NAME

The name of this corporation shall be Resiliency School.

Article II. PURPOSE

Resiliency School is organized and shall be operated exclusively for public and private educational purposes, including free, by-donation and paid special programming for educational groups pertaining to education about Minnesota Native Ecology, Regenerative Agriculture, Agrarian Living and Climate-Crisis Solutions.

The Resiliency School Corporation may engage in any activities in furtherance of such purposes which may lawfully be carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth and which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code")

Article III. PLACE OF BUSINESS

Resiliency School shall conduct business at New Story Farm 19778 235th ST, HUTCHINSON, MN 55350 and pay for half of the farming insurance policy that covers visitors to the farm for the right to operate at this location.

Article IV. DURATION

The period of the continuance of Resiliency School shall be perpetual.

Article V. BOARD OF DIRECTORS AND ANNUAL MEETING

Section 1. The government of this corporation and the management of its affairs shall be vested in a board of not less than three (3) directors who shall be elected by majority vote by the board. The exact number of directors and their terms on the board shall be prescribed in the Bylaws.

Section 2. The annual meeting shall be held at the business location and via Zoom (or equivalent) annually at such time as may be determined by the Board of Directors of this corporation.

Section 3. Vacancies in the Board of Directors, except in cases of removal by the board, may be filled by the remaining members of the board, the person or persons so appointed to hold office only until the next annual meeting and until their successors have been elected and qualified.

Section 4. A director is not personally liable to the corporation or its members for monetary damages for breach of fiduciary duty except in the following circumstances: (a) for a breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) for a transaction from which the director derived an improper personal

benefit; or (d) for an act or omission occurring prior to the date these amended Articles of Incorporation became effective.

Article VI. OFFICERS

Section 1. The officers of this corporation shall be a president, one or more vice presidents, a secretary-treasurer, who shall be elected annually by and from the directors. The offices of secretary and treasurer may be combined, and when so combined, the person filling such office shall be termed "secretary-treasurer."

Section 2. The registered office address for this cooperative shall be 19778 235th ST, HUTCHINSON, MN 55350

Article VII. DISSOLUTION

Section 1. This cooperative may be dissolved in the manner as provided by law.

Section 2. These Articles of Incorporation may be amended as provided by law.

Section 3. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or shall be distributed to an active Minnesota 501(c)(3) that provides Minnesota Native Ecology and/or Regenerative Agriculture education to the public. Assets will be permanently dedicated to an exempt purpose.

Article VII. MEETINGS

Section 1. (Annual Meetings) The annual meeting of the board shall be held at the place of business and via Zoom or equivalent, annually at such time as may be determined by the Board of Directors of this corporation.

Section 2. (Special Meetings) The President shall cause a special meeting of the board upon a majority vote of the directors. The notice of the time, place, and purpose of such special meetings shall be issued within seven (7) days from and after the presentation of such petition, and such special meeting shall be held within fourteen (14) days from and after the day of presenting the petition. No business shall be considered at such meeting except as may be mentioned in the call and included in the notice of the meeting.

Section 3. (Notice of Meeting) Notice shall be given by the the Secretary-Treasurer of all meetings of the board by email to board members and published on the Resiliency School Website. The failure of any board member to receive any such notice of the annual or special meeting of the meeting shall not invalidate any action which may be taken by the members at any such annual or special meeting.

Section 4. (Voting) Each board member shall have one vote upon any matter submitted to a vote of the board members and no member shall be allowed to vote by proxy. Voting by mail and voting by electronic means shall be allowed on all matters if authorized by the Board of Directors.

Section 5. (Quorum) At any regular or special meeting a quorum necessary for the transaction of business shall be at least 75% of the total number of voting members of this corporation.

Section 7. (Regular Directors' Meetings) Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine. Each member of the Board shall be duly notified by mail, phone, or email in advance of any

such meeting.

Section 8. (Special Directors' Meetings) Special meetings of the Board of Directors may be called by the President or by a majority of said Board. Each member of the Board of Directors shall be duly notified by mail, phone, or email in advance of any such meeting.

Section 9. (Special Meeting Content) No business except that mentioned in call for special meeting of the Board of Directors shall receive final action at said meeting. A majority of the directors shall constitute a quorum at all meetings of the Board. Presence at a meeting shall constitute a waiver of notice of such meeting.

Section 10. (Board Meeting Quorum and Voting) A quorum of the Board of Directors shall consist of a majority of the directors. A majority vote of a quorum of the Board of Directors shall decide all questions except where a greater vote is required by the Articles of Incorporation, these Bylaws or law.

Section 11. (Action without Board Meeting) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all directors consent thereto in writing, either in hard copy format or email, and the writing or writings are held with the minutes or proceedings of the Board of Directors.

Article VIII. DIRECTORS AND OFFICERS

Section 1. (Number of Directors and Term) The Board of Directors shall be composed of at least three (3) Directors, elected by establishing Board of Directors ballot at the time of the annual meeting of this corporation. The Board of Directors may increase the number of Directors to seven (7) Directors upon a majority vote of the Board of Directors approving such increase. The normal term of service for Directors shall be four (4) years. Consecutive years of service as a Board member shall be limited to eight (8) years, with such member being eligible to serve again following a break in service of at least one (1) year or if the minimum of Board of Directors cannot be met. Employees, consultants, contractors and other paid agents of this corporation are ineligible to become Board members and shall remain ineligible for a period of one month following termination of the paid relationship with this corporation. Any Director who changes categories by becoming a paid agent must resign from the Board.

Section 2. (Vacancies and Alternates) Any vacancy in the Board of Directors, shall be filled until the next annual meeting by the remainder of the Board of Directors at their discretion. If the number of directors falls below three (3), a special meeting will be held to fill the vacancies.

Section 3. (Election of Officers) The Board of Directors shall meet within forty-five (45) days after the first filing of form 1023 and after each annual election, and shall elect by vote or ballot a President, Vice-President Secretary and Treasurer. Directors and officers shall hold office until their successors have been elected and qualified.

Section 4. (Compensation) The compensation, if any, of the Board of Directors shall be determined by resolution of the Board of Directors of this corporation at any regular or special meeting called for that purpose. Any such resolutions regarding compensation that are adopted by the Board of Directors shall be announced on the Resiliency School Website. Directors shall be entitled to reimbursement for actual expenses incurred in attending board meetings or any other business of this cooperative when such expense accounts have been approved by at least a majority vote of the directors. Compensation of the officers shall be set by the Board of Directors.

Section 5. (Removal by Directors for Cause) Any director of this corporation may be removed from office for cause related to the duties of the position of director, at any regular or special meeting of the Board of Directors, by a majority vote of all of the remaining directors. No director shall be removed from office under this section unless such director has been informed of the meeting at which the matter is to be considered at least twenty-one (21) days before such meeting. Such notice shall be by registered mail addressed to the director at that individual's last known address, and the director shall be entitled to be heard at such meeting, except a director may be removed without notice at a meeting of the Board of Directors for failure to attend the required number of Board meetings. In case of removal under this section, the remaining directors may fill the position as provided in Section 2 Hereof.

ARTICLE IX. DUTIES AND POWER

Section 1. (Management of Business) The Board of Directors shall govern the business and the affairs of this corporation and make all necessary rules and regulations not inconsistent with law or with these Bylaws, for the management of the business and the guidance of the officers, employees, and agents of this corporation.

Section 3. (Audits) The Board of Directors shall examine all accounts at their regular meetings at least one (1) times a year. In addition, the books shall be audited annually or more frequently if deemed appropriate by the Board and all filings will be completed by a competent auditing service. Such audit shall be made between the date of the close of the fiscal year and the date of the annual meeting, and a printed or digital report of such audit shall be submitted to the Board of Directors at their annual meeting. The report shall contain a balance sheet showing the financial condition of this corporation at the close of the fiscal year, a statement of income and expenses for the year, and such statistical memoranda or additional financial information as may be desired by the Board of Directors.

Article X. DUTIES AND POWERS OF OFFICERS

Section 1. (President) The President shall:

- (a) Preside over all meetings of this cooperative and of the directors.
- (b) Sign as President, all notes and legal paperwork.
- (c) Fulfill all responsibilities of the President's role specified in this corporation's Board Governance Policies.

Section 2. (Vice-President) In the absence or disability of the President, the Vice-President shall preside and perform the duties of the president. If more than one director is elected by the Board of Directors to serve as Vice-President, and the President is absent or unable to serve, the Vice-Presidents will co-preside and co-perform the duties of the President.

Section 3. (Secretary) The Secretary shall fulfill the responsibilities that the Board of Directors from time to time assigns the Secretary.

Section 4. (Treasurer) The Treasurer shall fulfill the responsibilities that the Board of Directors from time to time assigns the Treasurer.

Section 5. (Secretary-Treasurer) In the event that the offices of Secretary and Treasurer are combined, then the duties of the Secretary-Treasurer shall be a combination of the duties of

the Secretary and the Treasurer and the office shall be known as Secretary-Treasurer.

Paul Brooks : President

Darryl Finkton Jr. : President

Stephanie Zetah : Secretary

Jenna Morris : Treasurer

