

**ARTICLES OF INCORPORATION
OF
BLACKDUCK DEVELOPMENT CORPORATION**

The undersigned incorporator, being a natural person eighteen years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, hereby adopts the following articles of incorporation.

ARTICLE I. PURPOSE

The purpose of this corporation is exclusively for the civic betterment and development of the City of Blackduck and for benevolent purposes; and in connection therewith, the corporation shall have the power to lease, purchase and own lands and buildings and other property which may be advisable and necessary to encourage and promote development and industries, commercial and other types of business in Blackduck, Minnesota, and the surrounding territory so as to give employment; and further to manage such property and care for same and to lease, rent and sell the same in connection with the operation of its business; to subscribe for, buy, acquire in any manner, trade in and for, sell, mortgage, pledge, own transfer, deal in and with and dispose of the shares, bonds, securities, and other evidence of indebtedness of any other firm or corporation; and to borrow money for any of the purposes of this corporation and to issue bonds, debentures, notes and other obligations therefor, either with or without security; the corporation shall have power and authority to do such acts and things as may be necessary and advisable in connection with the affairs and purposes for which the corporation is organized.

ARTICLE II. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III. REGISTERED OFFICE

The registered office of the corporation shall be 8 Summit Ave. E, P.O. Box 380, Blackduck, MN 56630.

ARTICLE IV. MEMBERS

The corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights and other privileges of the members shall be determined and fixed by the by-laws and by M.S.A. §317A.

ARTICLE V. BY-LAWS

Provisions for the regulation of the internal affairs of the corporation, except as provided in these articles, shall be determined and fixed by the by-laws as adopted by the Board of Directors.

ARTICLE VI. PERSONAL LIABILITY

None of the members of the corporation shall be personally liable for corporate obligations. No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent required by M.S.A. §317A.

ARTICLE VII. WRITTEN ACTION WITHOUT MEETING

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present, in conformance with M.S.A. §317A.239.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of December, 2019.

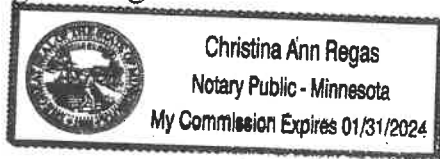

Dwight Kalvig

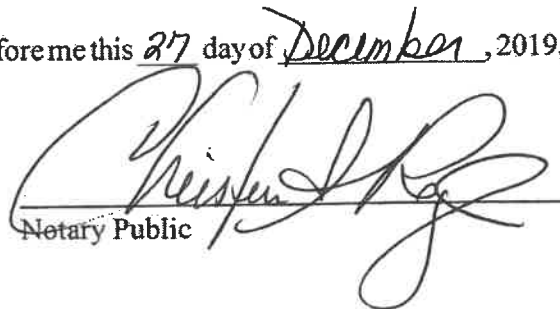
STATE OF MINNESOTA

ss.

COUNTY OF BELTRAMI

The foregoing instrument was acknowledged before me this 27 day of December, 2019, by Dwight Kalvig.




Notary Public

Office of the Minnesota Secretary of State
Minnesota Business & Nonprofit Corporations
Amendment to Articles of Incorporation

Minnesota Statutes, Chapter 302A or 317A



Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 for mail

1. Corporate Name: (Required)

Blackduck Development Corporation

List the name of the company prior to any desired name change

2. This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format: (mm/dd/yyyy)

3. The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

ARTICLE

See Amended Articles attached hereto.

4. This amendment has been approved pursuant to *Minnesota Statutes*, Chapter 302A or 317A.

5. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Authorized Person or Authorized Agent

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

city@paulbunyan.net

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Christina A. Regas

218-835-4803

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes No

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

1. List the exact corporate name as filed with this office.
2. Provide an effective date, if other than the filing date. The effective date can only be within 30 days after the date of filing.
3. List the information that is being amended. If you are changing your corporate name, a preliminary name availability check may be done by accessing our Website at www.sos.state.mn.us.
4. A signature of a person, authorized by the corporation to sign documents, or an authorized agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).) is required.

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103

(Staffed 8 a.m. - 4 p.m., Monday - Friday, excluding holidays)

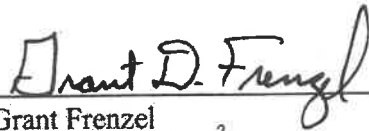
Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

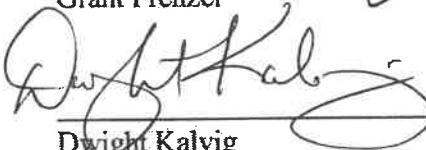
**CALL AND WAIVER OF NOTICE OF
SPECIAL MEETING OF BOARD OF DIRECTORS OF
BLACKDUCK DEVELOPMENT CORPORATION**

A special meeting of the directors of Blackduck Development Corporation, will be held at Blackduck, Minnesota, on the 27 day of December, 2019, at 10:00 A.M. for the purpose of transacting such business as may come before the meeting, and we hereby waive notice of such meeting.

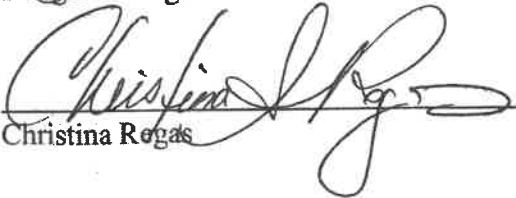
Dated this 27 day of December, 2019.



Grant Frenzel



Dwight Kalvig



Christina Regas

**MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
BLACKDUCK DEVELOPMENT CORPORATION**

A special meeting of the Board of Directors of Blackduck Development Corporation, was held at Blackduck, Minnesota, on the 27 day of December, 2019, at 10:00 A.M.

The following directors were present: Grant Frenzel, Dwight Kalvig, and Christina Regas.

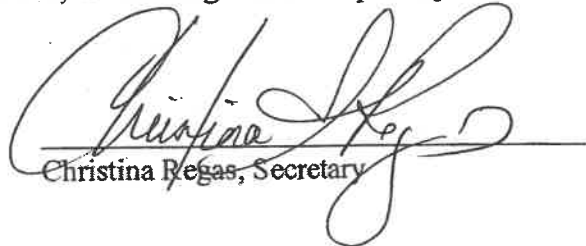
Upon motion duly made, seconded and carried, it was:

RESOLVED, that Dwight Kalvig was nominated and unanimously elected to the office of president, and Christina Regas was nominated and unanimously elected to the office of secretary, and Grant Frenzel was nominated and unanimously elected to the office of treasurer. All persons will continue to serve in those capacities until further action by the board electing different officers.

RESOLVED, that the Amended Articles of Incorporation are hereby acceptable on behalf of the corporation and will be filed with the Minnesota Secretary of State.

RESOLVED, that the By-Laws which are more constant with the current Articles of Incorporation are hereby accepted.

Upon motion duly made, seconded and carried, the meeting was thereupon adjourned.



Christina Regas, Secretary