

**ARTICLES OF INCORPORATION
OF
CPATH COMMUNITY BUILDING GROUP
("Corporation")**

These Articles of Incorporation are signed and acknowledged by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statutes, Chapter 317A.

**ARTICLE I
NAME**

The name of this corporation is: CPATH Community Building Group.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office in the State of Minnesota is: 1355 W Pierce Butler Route, St Paul, MN 55104.

**ARTICLE III
SOLE MEMBER**

The sole member of the Corporation shall be: Career Pathways ("School"). The sole member will have all powers available to the member of a corporation under Minn. Stat. § 317A.401, et. seq., including, without limitation, the power to remove or appoint directors of the Corporation.

**ARTICLE IV
PURPOSE; EXEMPTION REQUIREMENT**

The Corporation is organized and shall be operated exclusively in support of the School and in particular to purchase, own, and/or construct school facilities, for lease to the School, on real estate owned by the Corporation. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter in effect ("Code"), and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Code.

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the new earnings of the Corporation shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay non-members reasonable compensation for services rendered and to make payments and distributions to non-members in furtherance of the purpose set forth in the purpose clause hereof.

2. No part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including any publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future tax code.

ARTICLE V
INITIAL DIRECTORS

The management in the affairs of the Corporation shall be vested in a Board of Directors. No director shall have any right, title, or interest in or to any property of the Corporation. The initial directors of the Corporation are:

Joan Arbisi Little
Liz Lonetti
Scott Brown

ARTICLE VI
PERSONAL LIABILITY

Neither the incorporator, directors, officers, employees nor the representatives or agents of the Corporation shall be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

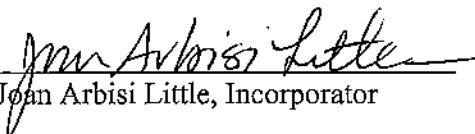
ARTICLE VII
DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer, or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to 501(c)(3) of the Code, or to the State of Minnesota, or any political subdivision thereof for exclusively public purposes.

ARTICLE VIII
INCORPORATOR

The incorporator of the corporation is Joan Arbisi Little whose address is 1355 W Pierce Butler Route, St Paul, MN 55104.

IN WITNESSES WHEREOF, I have hereunto set my hand to this 9 day of November, 2021.



Joan Arbisi Little, Incorporator