

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RESOURCE CENTER OF THE AMERICAS

The Articles of Incorporation of Resource Center of The Americas, a corporation existing under the provisions of Chapter 317A, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, are amended and restated in their entirety to read as follows:

ARTICLE I

The name of this corporation shall be Resource Center of The Americas.

ARTICLE II

The location of the registered office of this corporation shall be: 3019 Minnehaha Avenue South, Suite 20, Minneapolis, Minnesota 55406.

ARTICLE III

This corporation is organized and shall be operated exclusively for charitable and educational purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 and any amendments thereto (the “Internal Revenue Code”). To the extent consistent with the foregoing purposes, this corporation may aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (a) that are organized and operated exclusively for one or more purposes

described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code, (b) that are described in Section 501(c)(3) of the Internal Revenue Code, and (c) that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code.

In furtherance of its purposes, this corporation will:

- create a two-way learning experience to develop reciprocal understanding, respect and adaptation between established residents and Latino immigrants;
- create educational programming on Latin America, the Caribbean, and the U.S. relationship with the region;
- empower the Latino community throughout the Twin Cities by providing and connecting participants with resources and educational, economic and community engagement opportunities;
- utilize the corporation’s knowledge and experience as educators and service providers to transform underlying system problems that result in inequalities of power and resources; and
- engage in other activities and exercise other rights and powers that may be necessary, advisable, desirable, or expedient in accomplishing the purposes of this corporation.

ARTICLE IV

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This

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 V

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

ARTICLE VI

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE VII

The period of duration of corporate existence of this corporation shall be perpetual.

ARTICLE VIII

The affairs of this corporation shall be managed by its Board of Directors. The number of directors, the terms of office of directors and the manner of electing directors shall be as set forth in the corporation's bylaws.

ARTICLE IX

No member, officer or director of this corporation shall be personally liable for the acts, debts, liabilities or obligations of this corporation of any nature whatsoever, nor shall the property of the members, officers or directors be subject to the payment of the debts, liabilities or obligations of this corporation.

ARTICLE X

This corporation shall not have capital stock.

ARTICLE XI

In the event of this corporation's dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, religious, educational, scientific or literary purposes as shall at the time of dissolution qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), or to the Federal Government or to the State of Minnesota or local government for a public purpose.