

**ARTICLES OF INCORPORATION
OF
MINNEAPOLIS JAPANESE SCHOOL**

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—Name

The name of this corporation shall be: Minneapolis Japanese School.

ARTICLE II—General Purpose

This corporation is organized and shall be operated exclusively for educational purposes. In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others. All the powers of this corporation shall be exercised only so that this corporation's operations shall be 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—Pecuniary Gain

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any, other than to members described in Section 501(c)(3) of the Internal Revenue Code or subdivisions, units, or agencies of the United States or a state or local government. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

ARTICLE IV—Prohibited Activities

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—Registered Office

The registered office of this corporation shall be located at c/o Takuzo Ishida, 6374 Lynn Way, Woodbury, Minnesota 55129-9543.

ARTICLE VI—Members

This corporation shall have one or more classes of members who shall have such voting rights and who shall be ascertained as prescribed in the Bylaws of this corporation. 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 VII—Management

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, 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.

ARTICLE VIII—Capital Stock

This corporation shall have no capital stock.

ARTICLE IX—Bylaws

This corporation shall have Bylaws which may be amended or repealed only by the members.

ARTICLE X—Amendments

These Articles of Incorporation may be amended from time to time in the manner provided by law.

ARTICLE XI—Discrimination

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, disability or age.

ARTICLE XII—Dissolution

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 by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, 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 XIII—Incorporator

The name and address of the incorporator is:


Takuzo Ishida
6734 Lynn Way
Woodbury, Minnesota 55129-9543

I have executed these Articles of Incorporation on May 14, 2003.


Takuzo Ishida, Incorporator

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 14 2003 


Secretary of State