

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLEARCAUSE FOUNDATION

The Board of Directors hereby adopts the following Second Amended and Restated Articles of Incorporation for ClearCause Foundation pursuant to the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, and all future amendatory and supplementary laws:

Section 1. Name. The name of the corporation shall hereafter be Depart Smart.

Section 2. Physical Business Location. The physical business address of the corporation is 5775 Wayzata Blvd. South, St. Louis Park, MN 55416.

Section 3. Registered Office. The registered office of the corporation is 5775 Wayzata Blvd. South, St. Louis Park, MN 55416.

Section 4. Purpose. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code. Within the framework and limitations of the foregoing, this organization is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable and educational activities, causes, and projects of every kind and nature whatsoever in its own behalf, or as agent, trustee, or representative of others, and, to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions that are organized and operated exclusively for one or more purposes described in Sections 170 (c) (2) and 501 (c) (3) of the Code.

Section 5. No Net Earnings; Prohibited Activities. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization 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 the purpose clause hereof.

This organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

Section 6. Powers. The Corporation shall have the authority to exercise all powers as required and are consistent with its purpose and that are afforded to the corporation by the Minnesota Nonprofit Corporation Act and by any future amendatory and supplementary laws.

Section 7. Dissolution. The corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all expenses and liabilities of the corporation, distribute all remaining assets of the corporation to such organizations at the time qualify under Section 501 (c) (3) of the Code.

Section 8. Board of Directors Action Without Meeting. Any action required or permitted to be taken at a Board of Directors meeting may be taken by a written action signed collectively, or individually in counterparts, by all directors. Any such written action shall be effective when signed by the required number of directors indicated above, unless a different effective time is provided in the written action. When any written action is taken by less than all directors, all directors shall be immediately notified of its text and effective date.

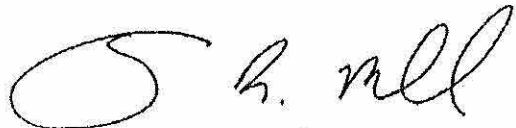
Section 9. Supersede Articles of Incorporation. These Second Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and the First Amended and Restated Articles of Incorporation.

Section 10. Amending and Restating. These Amended and Restated Articles of Incorporation may be amended or restated in any manner now or hereafter prescribed by law.

Section 11. Incorporator. The incorporator of the corporation is Karla Figueroa, 101 N. Brand Blvd. 10th Floor, Glendale, CA 91203.

IN WITNESS WHEREOF, the undersigned Chair of the Board of Directors has executed these Amended and Restated Articles of Incorporation on the date below.

Date: 4.13.16

By: 
Chair of the Board of Directors of
ClearCause Foundation



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OFFICE OF THE SECRETARY OF STATE
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Steve Simon

Steve Simon
Secretary of State