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Form **990-EZ****Short Form**
Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **January 1**, 2009, and ending **December 31**, 20 **09****B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions

C Name of organization**ResourceWest**

Number and street (or P O box, if mail is not delivered to street address) Room/suite

915 Mainstreet

City or town, state or country, and ZIP + 4

Hopkins, Minnesota, 55343-7515**D** Employer identification number**41-1975357****E** Telephone number**952-988-5350****F** Group Exemption Number ►

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting Method. ☐ Cash ☒ Accrual
Other (specify) ►**H** Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**I** Website: ► **www.resourcewest.org****J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ. **\$ 272,770****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	176,840
	2	Program service revenue including government fees and contracts	2	37,934
	3	Membership dues and assessments	3	0
	4	Investment income	4	3,562
	5a	Gross amount from sale of assets other than inventory	5a	0
	b	Less: cost or other basis and sales expenses	5b	0
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input checked="" type="checkbox"/> a Gross revenue (not including \$ 0 of contributions reported on line 1)	6a	54,434
	b	Less: direct expenses other than fundraising expenses	6b	9,148
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	45,286	
7a	Gross sales of inventory, less returns and allowances	7a	0	
	b	Less: cost of goods sold	7b	0
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
	8	Other revenue (describe ►)	8	0
Expenses	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	263,622
	10	Grants and similar amounts paid (attach schedule)	10	0
	11	Benefits paid to or for members	11	0
	12	Salaries, other compensation, and employee benefits	12	165,214
	13	Professional fees and other payments to independent contractors	13	595
	14	Occupancy, rent, utilities, and maintenance	14	12,437
	15	Printing, publications, postage, and shipping	15	7,906
	16	Other expenses (describe ► Program expenses and organization effectiveness expenses)	16	35,817
	17	Total expenses. Add lines 10 through 16	17	221,969
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	41,653
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	153,033
	20	Other changes in net assets or fund balances (attach explanation)	20	0
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	194,686

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	172,351	22 214,788
23 Land and buildings	0	23 0
24 Other assets (describe ► Equipment)	11,240	24 8,893
25 Total assets	183,591	25 223,681
26 Total liabilities (describe ► Payroll related liabilities)	30,558	26 28,995
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	153,033	27 194,686

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2009)

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Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others)

28	Project Starfish offers intensive, one-to-one support to individuals and families to help them identify issues and set priorities. The Starfish Coordinator helps clients with budgeting, makes referrals on low-cost car repair, provides housing and job search assistance, and helps find household items. See Schedule O. (Grants \$ _____ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	42,920
29	The Back to School program offers each registered K-12 student receives a new backpack filled with grade specific basic school supplies, as well as three pairs of new socks and underwear. The Back to School program provided school supplies to over 1,100 students. (Grants \$ _____ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	21,273
30	The Toy Chest program provides new gifts to low-income children. Families receive one large item, 2 smaller items , and stocking stuffers for each child. More than 1,000 area low-income children benefit from this program. The Toy Chest program provided over 2,500 toys to 1,020 children. (Grants \$ _____ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	21,864
31	Other program services (attach schedule) (Grants \$ _____ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	29,572
32	Total program service expenses (add lines 28a through 31a) <input type="checkbox"/>	32	115,629

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Peter Thompson, 915 Main Street, Hopkins, Minnesota	President of the Board - 4	0	0	0
Dale Searles 915 Main Street, Hopkins, Minnesota	VP & Secretary of Board - 2	0	0	0
Paul Patefield 915 Main Street, Hopkins, Minnesota	Treasurer of Board - 4	0	0	0
Elise Durbin 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Colleen Faber 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Anne Leland 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Laurie Levi 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Woody Love 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Deb Ludwig 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
JoAnne Robinson 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Stacy Unowsky 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Barb Westmoreland 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Judith Elling 915 Main Street, Hopkins, Minnesota	Executive Director - 40	58,685	0	1,400
Rosemaris Campos 915 Main Street, Hopkins, Minnesota	Admin Assistant - 40	34,205	0	0
Scott Searl 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0
Teri Anderson 915 Main Street, Hopkins, Minnesota	Board Member - 1	0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b Did the organization file Form 1120-POL for this year?		✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41 List the states with which a copy of this return is filed. ▶ Minnesota		
42a The organization's books are in care of ▶ Rosemaris Campos Telephone no. ▶ 952-988-5352 Located at ▶ 915 Main Street, Hopkins, Minnesota ZIP + 4 ▶ 55343-7515		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
If "Yes," enter the name of the foreign country: ▶		✓
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	49b	<input checked="" type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

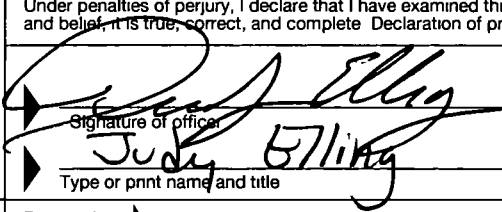
f Total number of other employees paid over \$100,000 **0**


51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 **0**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  **8-14-10**
 Signature of officer Date
 Type or print name and title **Judy E. Eling Executive Director**

Paid Preparer's Use Only Preparer's signature  Date **8-14-10** Check if self-employed ☐ Preparer's identifying number (See instructions)
 Firm's name (or yours if self-employed), address, and ZIP + 4 **N/A** EIN **00-0000000**
 Phone no. **000-000-0000**

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

ResourceWest

Employer identification number

41 : 1975357

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____ ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

	Yes	No
11g(i)		✓
11g(ii)		✓
11g(iii)		✓

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
none									
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	192,661	199,466	198,478	217,033	255,475	1,063,113
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	758	690	4,390	14,732	13,731	34,301
3 Gross receipts from activities that are not an unrelated trade or business under section 513	0	0	0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
6 Total. Add lines 1 through 5	196,231	204,693	202,868	231,765	269,206	1,097,414
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support. (Subtract line 7c from line 6.)						1,097,414

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	196,231	204,693	202,868	231,765	269,206	1,097,414
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,482	4,537	5,082	2,677	3,562	18,340
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	0	0	0	0	0	0
c Add lines 10a and 10b	2,482	4,537	5,082	2,677	3,562	18,340
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	0	0	0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12.)	195,501	204,693	207,950	234,442	272,768	1,115,754
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	98 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	99 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	2 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	1 %

- 19a 33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☒
- b 33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

N/A

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.

► Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

ResourceWest

Employer identification number

41 : 1975357

Line 28 - Project Starfish is an opportunity to sit down with a caring and knowledgeable professional who will listen, ask questions, offer suggestions, provide information and referral, and help set priorities. Support is provided for making changes or reaching a goal -- often a difficult process. Project Starfish empowers individuals to bring about desired changes, and provides information that helps individuals along that path of change. The Coordinator works closely with school staff, Hennepin County, and other nonprofit agencies; clients are referred to appropriate agencies or organizations as needed. The Starfish Program provided one-to-one support to over 450 clients with multiple visits and provided over 700 referrals (29% increase from the prior year).

Line 31 - Information & Referral: ResourceWest staff and volunteers answer questions about everything from the need for food, clothing, shelter and healthcare, to where children will be going to school. We are always on the lookout for new services to meet the needs of our community. We pride ourselves on not duplicating services, but collaborating and partnering with other agencies to refer people to their services.(over 9,000 calls & walk-ins in 2009).

Computer Technology Center: ResourceWest's Community Technology Center (CTC) is a space for people to look for jobs, write resumes, learn computer skills, research educational opportunities, look for housing, and much more. The CTC has five computers with Internet access. It's open to the public--no income limitation. The CTC is staffed by volunteers who can help with: resume/cover letter writing, job searching, online job applications, computer skills, researching educational opportunities, housing search, child care search, and opening an e-mail account. (over 450 people accessed the services of this program in 2009).

Winter Warm Wear: The Winter Warm Wear Program is open from November through March each year. We stock up with new or gently used winter jackets, snow pants, boots, hats, and mittens. This program provides winter essentials for more than 600 local children from low-income families. The program is for children from newborn to age 18.

Name of the organization

Employer identification number

ResourceWest**41****1975357**

BYLAWS OF ResourceWest

ARTICLE I

1. GENERAL.

- 1.1 **NAME.** This organization is incorporated under the laws of the State of Minnesota and shall be known as ResourceWest.
- 1.2 **STATEMENT OF MISSION.** ResourceWest, a responsive community-based organization, assists people and strengthens the west metro community through collaborative programs and connections to resources.
- 1.3 **AREA.** The area served by ResourceWest includes the communities of the western metro area.
- 1.4 **LIMITATIONS.** This corporation shall have the powers granted non-profit corporations under the Minnesota Non-Profit Corporation Act and by any future laws amendatory and supplementary thereto; provided, however, that all powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986 and Minnesota Statutes Chapter 290, all as now enacted or as hereinafter amended.
- 1.5 **CORPORATE SEAL.** ResourceWest shall have no corporate seal.

ARTICLE II

- 2. **MEMBERSHIP.** The members of the Board of Directors of this corporation shall be the only members of this corporation. Each member of the Board of Directors of this corporation automatically shall become and be a member of this corporation concurrently with his or her becoming a member of such Board of Directors, shall continue to be a member of this corporation for so long as he or she is a member of such Board of Directors, and automatically shall cease to be a member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation. Members of the Board of Directors shall have voting rights only as directors and shall have no voting rights as members.

ARTICLE III

3. BOARD OF DIRECTORS

- 3.1 **COMPOSITION OF BOARD.** The Board of Directors shall be composed of not less than nine (9) or more than fifteen (15) members. The Board shall include four

(4) "Appointed Directors." The Hopkins School District shall appoint two staff persons to serve on the Board, one of whom shall be designated by the District as the "School District Liaison." The cities of Hopkins and Minnetonka shall each appoint one person to serve on the Board. The remaining "Community Directors" shall represent the communities served by ResourceWest. In addition, the senior staff person ("Executive Director") shall serve as an Ex-Officio Member of the Board with no voting rights.

- 3.2 LIMITATION ON TERM. The Community Directors shall serve two-year terms, and shall be limited to three consecutive terms. A Community Director may become eligible for re-election to the Board after an absence from the Board of four years. The Appointed Directors shall serve two-year terms at the discretion of the entity that appoints them without term limits.
- 3.3 VACANCIES ON THE BOARD. The Board shall have the authority to elect Board members to fill Community Director positions, and to fill vacancies in Community Director positions which occur by reason of death, resignation or removal. Filling a vacancy for more than one year shall constitute a term for purposes of term limits under Section 3.2.
- 3.4 DUTIES OF THE BOARD OF DIRECTORS.
- 3.4.1 The Board shall be responsible for formulating and adopting policies and programs and evaluating the effectiveness of the programs.
- 3.4.2 The Board shall be responsible for staffing ResourceWest.
- 3.4.3 The Board shall annually adopt a budget, and oversee and maintain the execution of the budget.
- 3.5 MEETINGS OF THE BOARD. Regular Board meetings shall be held at times, places and frequency as may be determined by the President, generally occurring monthly but no less than eight times per year. Special meetings may be called by the President or Executive Director, or upon the request of any two directors. One meeting each year shall be designated as the Annual Meeting for election purposes. The annual meeting shall occur in November unless another date is determined by the President.
- 3.6 NOTICE OF BOARD MEETINGS. Notice of regular or special board meetings shall be provided to each Director no less than three (3) nor more than thirty (30) days before the meeting. A Director may waive notice.
- 3.7 QUORUM. At any duly called board meeting, a majority of the directors entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the adjourned meeting.

- 3.8 ACTION AT BOARD MEETINGS. The Board shall take action by the affirmative vote of a majority of those Directors present and entitled to vote at a duly called meeting.
- 3.9 AUTHORIZATION WITHOUT A MEETING. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by a majority of the Directors. A signed writing shall include an original signature, a facsimile of a signature, or an authorized email signature.
- 3.10 REMOVAL OF DIRECTORS. At any regular or special meeting of the Board, any Director may be removed without cause by a vote of the majority of the total voting members of the Board, provided (i) notice of the meeting includes the proposed removal, (ii) the Director whose removal is proposed shall be given at least thirty (30) days notice of the proposal, and (iii) the Director whose removal is proposed shall be given an opportunity to be heard at this meeting. A proposal for removal may be made by the President or any two Directors. Any Director who misses three or more consecutive Board meetings without notification will be automatically removed from the Board, unless waived by action of the Board.

ARTICLE IV

4. ELECTION OF BOARD OF DIRECTORS.

- 4.1 NOMINATING COMMITTEE. The Nominating Committee shall recommend qualified candidates to the Board.
- 4.2 NOMINATIONS. The Nominating Committee shall present to the Board a slate of qualified candidates for the election of Community Board Directors to regular terms and to fill unexpired terms. The written or verbal consent of each candidate shall first be obtained by the nominating committee. Nominations may also be made from the floor at the Board meeting at which the election is held, with the consent of the nominee.
- 4.3 BALLOT. A paper ballot shall be used at the election unless only one name has been nominated for a position, in which event a motion to cast a unanimous ballot would be recognized.
- 4.4 TABULATE ELECTION RESULTS. The Nominating Committee shall tabulate the ballots on election day and certify the results. The candidate receiving the highest number of votes for each position shall be elected. In case of a tie, if three or more candidates are considered for a position, a run-off election shall be held between the individuals receiving the highest number of votes. If no candidate receives a majority vote, then no Director shall be appointed.
- 4.5 VOTING RIGHTS. All voting Directors are eligible to vote in the Board election, including retiring Directors.

ARTICLE V

5. OFFICERS.

5.1 ELECTION. The Board of Directors shall elect the following officers each year, President, Vice President/Secretary and Treasurer, no later than the first meeting following the annual meeting. The Nominating Committee shall propose a slate of qualified candidates for election as officers. Any Director, except the Executive Director, shall be eligible to be elected an officer. At the meeting, the floor shall be open for the nomination of candidates. Election shall be by written ballot, unless only one name has been nominated for a position, in which event a motion to cast a unanimous ballot would be recognized. All officers shall serve for a term of one year or until their successor assumes the duties of office, and shall be voting members of the Board of Directors.

5.2 DUTIES OF OFFICERS.

5.2.1 PRESIDENT. The President shall preside over all meetings of the Board of Directors; appoint committee members and chairpersons; and otherwise oversee the activities of the organization.

5.2.2 VICE-PRESIDENT/SECRETARY. The Vice-President shall serve as an assistant to the President and fulfill the duties of the President in his/her absence. The Secretary shall maintain or supervise the maintenance of minutes and other records deemed necessary for the organization; and perform all duties usually incident to the office of the Secretary.

5.2.3 TREASURER. The Treasurer shall have general supervision of the financial affairs; establish proper accounting procedures for the handling of all funds; report to the Board on the financial condition of the organization, fulfill the duties of President in the absence of both the President and Vice-President/Secretary, and perform all duties usually incident to the office of Treasurer.

5.2.4 SCHOOL DISTRICT LIAISON. The School District Liaison shall serve as the supervisor of the Executive Director and provide necessary personnel and administrative leadership, pursuant to the Contract for Services (see Article XII below).

5.2.5 PAST PRESIDENT. The Past President shall serve in an advisory role to the Board of Directors and Officers for one year following a term of office as President. Notwithstanding any limits on terms under the provisions of Section 3.2, the Past President may remain on the Board of Directors for a period of one year following completion of the Presidency in order to serve in this office.

5.3 EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the President, Vice President/Secretary, Treasurer, School District Liaison and Executive Director. The President shall serve as chairperson of the Executive Committee.

- 5.4 REMOVAL OF OFFICERS. At any regular or special meeting of the Board, any officer may be removed without cause by a vote of the majority of the total voting members of the Board, provided (i) notice of the meeting includes the proposed removal, (ii) the Officer whose removal is proposed shall be given at least thirty (30) days notice of the proposal, and (iii) the Officer whose removal is proposed shall be given an opportunity to be heard at this meeting. A proposal for removal may be made by the President or any two Directors.

ARTICLE VI

6. INDEMNIFICATION. To the extent required by Minnesota Statutes Section 317A.521 as amended from time to time, ResourceWest shall indemnify directors, officers, employees and other agents of the corporation for liabilities incurred, including reasonable expenses, by reason of their former or present capacity in the corporation.

ARTICLE VII

7. COMMITTEES. The Board of Directors may establish committees and task forces as appropriate. The committees and task forces shall report to the Board as directed, and shall maintain records of meetings and activities.

ARTICLE VIII

8. FINANCES.

- 8.1 FUNDS. All money shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall provide a monthly financial report to the Board.
- 8.2 DISBURSEMENTS. The majority of disbursements shall be by check or electronic transfer of funds. Amounts of fifty dollars (\$50) or less can be disbursed through a Petty Cash account. Two persons, from a class consisting of the Executive Director, President, Vice-President/Secretary and Treasurer, shall sign checks in excess of five hundred dollars (\$500.00). The Executive director is authorized to make all disbursements provided for in the Board approved annual budget as well as additional unbudgeted disbursements not to exceed one hundred dollars (\$100) provided the Executive Committee is informed at the next Executive Committee meeting not to exceed one month from the date of the disbursement. The Executive Committee is authorized to approve disbursements not included in the Board approved annual budget not to exceed one (1) thousand dollars (\$1,000) by majority vote of its members excluding the Executive Director provided the Board is informed at the next meeting not to exceed one month from the date of the disbursement.
- 8.3 FISCAL YEAR. The fiscal and program year shall end on December 31.

- 8.4 BUDGET. The Board shall adopt a written budget of estimated expenses and revenues during the fourth quarter prior to each Fiscal Year. The budget shall be prepared under the supervision of the Treasurer and Executive Director.
- 8.5 ANNUAL AUDIT. At the Board's request by a majority vote, the President shall appoint an Audit Committee of three Directors, including the Treasurer. The Audit Committee shall conduct an investigation and review of the financial records, meet with the accountant who prepares Form 990 (if applicable), and present a written report and recommendations to the Board.
- 8.6 BONDING. The Board may bond or insure staff, officers and directors in the amount set by the Board.

ARTICLE IX

9. CONFLICT OF INTEREST. The Board shall not enter into any contract or transaction with (i) one or more of its Directors, (ii) a Director of a related organization or (iii) an organization in which a Director of ResourceWest is a director, officer or legal representative, or in some other way has a material financial interest unless:
- 1) That interest is disclosed or known to the Board of Directors.
 - 2) The Board approves, authorizes or ratifies the action in good faith.
 - 3) The approval is by a majority of directors present (not counting the interested director).
 - 4) At a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE X

10. PARLIAMENTARY PROCEDURE. The current edition of Roberts Rules of Order shall be the guiding source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws and the laws of Minnesota.

ARTICLE XI

11. AMENDMENTS. These Bylaws may be amended or altered by a two-thirds vote of the Board, provided notice of the meeting includes the proposal(s) for amendments.

ARTICLE XII

12. CONTRACT FOR SERVICES.

12.1 CONTRACT. ResourceWest and Hopkins School District 270 entered into a

Contract for Services in February, 2001. The provisions of the Contract, as amended if applicable, shall govern the relationship between the two organizations. The following sections are intended to summarize certain provisions of the Contract, not restate the entire Contract.

- 12.2 EMPLOYEES. Hopkins School District 270 will employ and provide supervision of all ResourceWest employees, managed under the terms of employment for the appropriate District employee groups. The District 270 Family Partnership and Volunteer Coordinator or other staff person designated as the School District Liaison shall serve as the supervisor of the Executive Director and provide necessary personnel and administrative leadership. The Executive Committee will approve job descriptions and be involved in hiring, performance evaluations, and performance issues.
- 12.3 FINANCES. ResourceWest shall handle and be responsible for all organization funds and may be authorized by the District to purchase supplies or other items through the District. Three (3) payments will be made to the District to cover employee costs and items purchased through the District on an annual basis (October 31, February 28, and June 30).
- 12.4 SPACE. ResourceWest staff and programs will be primarily housed at 915 Mainstreet in Hopkins, a facility under the Levy for Lease legislation through the State of Minnesota. See Contract for details.
- 12.5 PROGRAMS. ResourceWest shall provide programs and services to the District as set forth in the Contract.
- 12.6 CONTRACT REVIEW. The Contract will be reviewed annually by the Executive Committee and District 270 staff. The contract may be amended by written consent of both parties or cancelled by either party upon 120 days written notice.

This is a true and correct copy of the Bylaws Adopted by the Board of Directors on June 9, 2009.


Secretary



STATE OF MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the MN Secretary of State,
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Hopkins Minnetonka Family Resource Center

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.

07/18/2009

Format (mm/dd/yyyy)

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 numbered pages. (Total number of pages including this form 1.)

ARTICLE 1

The name of this corporation shall be "ResourceWest."

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

(Signature of Authorized Person)

Name and telephone number of contact person: Judy Elling

(952) 988-5351

Please print legibly

Phone Number MINNESOTA
DEPARTMENT OF STATE

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 8:00 - 4:00, Monday - Friday, excluding holidays)

FILED

JUL 08 2009

Mark Ritchie
Secretary of State

To obtain a copy of a form you can go to our web site at www.sos.state.mn.us, or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 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.

Holds RW-3265622-2

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MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Hopkins Area Family Resource Center - Community Connections

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.

02/12/04

Format (mm/dd/yyyy)

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 numbered pages. (Total number of pages including this form 1.)ARTICLE 1

The name of this corporation shall be "Hopkins Minnetonka Family Resource Center."

This amendment has been approved pursuant to *Minnesota Statutes chapter 302A or 317A*. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

 (Signature of Authorized Person)
Name and telephone number of contact person: Nora M. Davis(952) 988-5350

Please print legibly

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State, Business Services Division
 180 State Office Bldg., 100 Rev. Dr. Martin Luther King Jr. Blvd
 St. Paul, MN 55155-1299. (651)296-2803


Make Check Payable to the "Secretary of State". Your cancelled Check is your receipt.

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

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 STATE OF MINNESOTA
 DEPARTMENT OF STATE
 FILED

FEB 24 2004


 Secretary of State

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State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

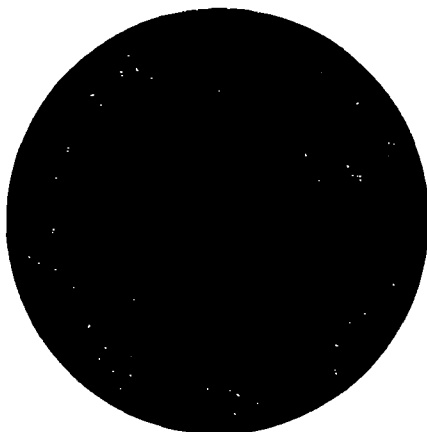
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Hopkins Area Family Resource
Center-Community Connections

Corporate Charter Number: 1V-546

Chapter Formed Under: 317A

This certificate has been issued on 06/05/2000.



Mary Kiffmeyer
Secretary of State.

**ARTICLES OF INCORPORATION OF
HOPKINS AREA FAMILY RESOURCE CENTER – COMMUNITY CONNECTIONS**

The undersigned incorporator, who is a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, known as the Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be “Hopkins Area Family Resource Center – Community Connections.”

ARTICLE II

This corporation is organized and shall operate exclusively for charitable purposes as a nonprofit exempt corporation, all as contemplated and permitted by Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986 as amended, and Minnesota Statutes Chapter 290 as amended, heretofore and hereafter, including for such purposes the making of distributions to other nonprofit organizations that qualify as exempt organizations under the above referenced federal and state laws.

ARTICLE III

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members or directors as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member, director or individual, except reasonable compensation for services rendered. This corporation shall not lend any of its assets to any officer, director, or member of this corporation or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. 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 distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV

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

ARTICLE V

The registered office of this corporation shall be located at the following location in the County of Hennepin, State of Minnesota:

915 Mainstreet
Hopkins, MN 55343

ARTICLE VI

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number (not less than nine), qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation, shall be as specified in the Bylaws of this corporation.

The names and addresses of the current interim Board of Directors of this corporation, who shall serve for one year or until a new election is held and such successors have been elected and qualified:

Nelson Berg, Chair

Berg Law Offices, P.A.
1011 First Street South, #400
Hopkins, MN 55343-9479

Donna Anderson

Katherine Curren School
1600 Mainstreet
Hopkins, MN 55343

Jo Bartz

10 East St. Albans Road
Hopkins, MN 55305-4414

Darrell B. Cole

110 14th Avenue North
Hopkins, MN 55343

Kersten Elverum

City of Hopkins
1010 First Street South
Hopkins, MN 55343

Pastor Dan Seidelmann

Gethsemane Lutheran Church
715 Minnetonka Mills Road
Hopkins, MN 55343

Bob Streetar

City of Minnetonka
14600 Minnetonka Blvd.
Minnetonka, MN

Peter Throdahl

Justus Lumber
330 11th Avenue South
Hopkins, MN 55343

Genie Williams

14794 Blakeney Road
Eden Prairie, MN 55347

Katie Lee

Hopkins School District #270
1001 Highway 7
Hopkins, MN 55305

Nora Davis

Hopkins Area Family Resource Ctr.
915 Mainstreet
Hopkins, MN 55343

The members of the Board of Directors of this corporation shall be the only members of this corporation. Each member of the Board of Directors of this corporation automatically shall become and be a member of this corporation concurrently with his or her becoming a member of such Board of Directors, shall continue to be a member of this corporation for so long as he or she is a member of such Board of Directors, and automatically shall cease to be a member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation. Members of the Board of Directors shall have voting rights only as directors and shall have no voting rights as members.

ARTICLE VII

The officers, directors, and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

ARTICLE VIII

This corporation shall have no capital stock, either authorized or issued.

ARTICLE IX

This corporation shall have all the powers granted nonprofit corporations under the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary to; provided, however, that all powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or as hereinafter amended.

ARTICLE X

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute the remaining assets of the corporation exclusively to such organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. A particular distributee or distributees shall be determined by the Board of Directors.

ARTICLE XI

The name and address of the incorporator is Nelson W. Berg, 1011 South First Street, #400, Hopkins, MN 55343.

Nelson W. Berg

Subscribed and sworn to before me this
____ day of _____, 2000.

Notary Public

Drafted by:
Nelson W. Berg, #7183
BERG LAW OFFICES, P.A.
1011 South First Street, Suite 400
Hopkins, MN 55343
(612) 935-3425
Fax: (612) 935-7981