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ARTICLES OF INCORPORATION
OF
ACHIEVE SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Non-Profit Corporation Act, Minn. Stat. Chapter 317A, does hereby associate as a body corporate and does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be ACHIEVE SERVICES, INC. 

ARTICLE II

The registered office of this corporation is located at 1201 - 89th Avenue N.E., Blaine, MN 55434.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The purposes of this corporation shall be generally to foster, advance, promote, and administer educational, scientific, and/or charitable aims and projects and more specifically, as follows, to-wit:

- (a) To maintain and administer a training and habilitation program to serve adults with disabilities.
- (b) To assist each participant in the program in reaching his or her maximum potential.
- (c) To assist all people with disabilities to gain acceptance, independence, and inclusion within their communities. This is done by promoting and facilitating healthy relationships with others, access to a variety of work experiences, growth in other life areas, and improving community perceptions regarding people with disabilities. By maximizing skills in all areas of life, Achieve strives to enable people with disabilities to more actively participate in their communities.
- (d) To reduce the burdens of government.

This corporation shall be operated exclusively for the purposes stated herein and

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to foster, advance, and promote and administer scientific, educational, and/or charitable aims and projects either on its own behalf or as agent, trustee, or representative of another; to assist any individual, association, institution, or other corporation now or hereafter engaged in furthering any one or more said aims or projects; and to establish, promote, maintain, endow, and aid with its own means, or as the agent, trustee, or representative of another any such association, institution, or other corporation; provided that such corporation shall not engage in carrying on or exploiting propaganda, lobbying, or attempting to promote, defeat, or influence legislation in a manner not permitted by any exempt organization pursuant to Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

ARTICLE V

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members or officers and directors, and no part of the net income nor net earnings of the corporation shall inure to the benefit of any private person, except that this corporation shall be authorized and empowered to pay for goods and services rendered in furtherance of the purposes set forth in Article IV herein.

No part of the net income or principal administered by this corporation shall be contributed to any organization, the net earnings of which, or any part thereof, inure to the benefit of any private shareholder or individual, or any substantial part of the activity of which is carrying on propaganda or otherwise attempting to influence legislation contrary to the provisions of Section 501(c)(3) of the United States Internal Revenue Code or similar legislation.

The activities of this corporation shall not substantially contribute to the carrying on of propaganda, or otherwise attempting to influence legislation or carrying on activities not permitted by an exempt organization pursuant to Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

Upon dissolution or final liquidation of this corporation, its assets in excess of liabilities shall be transferred to the persons or organizations which will accomplish the general purposes of the corporation as nearly as possible; provided that such person or organization must be organized and operating exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or similar legislation.

ARTICLE VI

This corporation shall be deemed to be organized pursuant to Minn. Stat. § 317A which is otherwise cited as the Minnesota Non-Profit Corporation Act, and the powers of this corporation shall be those powers granted to corporations organized pursuant to said

Chapter 317A and all other corporate powers necessary or convenient to effect the lawful purposes for which this corporation is incorporated and specifically to include the following:

- (a) To enter into, make, and perform contracts of every kind and description.
- (b) To accept grants and gifts from all sources and borrow or raise monies for any of the purposes of the corporation and, from time to time with or without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bond or other obligations of the corporation for its corporate purposes.
- (c) To lend to any person, firm or corporation any of its funds, either with or without security.
- (d) To have one or more offices, to carry on all or any of its operations and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, lease, sell, convey or otherwise dispose of real and personal property of every class and description.
- (e) To indemnify certain persons, subject to the provisions of Minn. Stat. § 317A.521, or laws amendatory or supplementary thereto.

ARTICLE VII

The name and address of each incorporator of this corporation is as follows, to-wit:

Stephen H. Munstenteiger
3641 Mississippi Drive
Coon Rapids, MN 55433

ARTICLE VIII

The first Board of Directors of the corporation shall be:

- 1. Mike Bisping
653 Springhill Road
Vadnais Heights, MN 55127

2. Theresa Cotter
620 Helene Place N.E.
Fridley, MN 55432
3. Keith A. Howard
10341 Xavis Street N.W.
Coon Rapids, MN 55433
4. Bill Nelson
13814 Pierce Street N.E.
Ham Lake, MN 55304
5. Kimberly Paulson
401 Andall Street
Lino Lakes, MN 55014
6. Steve Ryan
11137 Quincy Boulevard
Blaine, MN 55434
7. Irene Stecher
11780 Sunset Avenue N.E.
Circle Pines, MN 55014
8. Craig Severson
632 Cross Street
Anoka, MN 55303
9. Dan Klint
2223 – 129th Lane N.W.
Coon Rapids, MN 55448

The number, qualification, manner of election, retention, suspension, expulsion, term of directorship, and time and place of meeting or subsequent meetings shall be prescribed by the corporate by-laws. The first Board of Directors shall serve until their successors are duly elected and qualified as prescribed by the corporate by-laws.

ARTICLE IX

Cumulative voting for the election of board members shall not be permitted.

ARTICLE X

The members of this corporation shall initially consist of the first Board of Directors stated herein and thereafter the members shall be those persons as may from time to time be prescribed by the corporate by-laws.

The corporate by-laws may provide for more than one class of membership.

ARTICLE XI

The members of this corporation shall not be subject to any extent whatsoever to personal liability for corporate obligations.

ARTICLE XII

The first Board of Directors shall take action by the affirmative vote of a majority of board members present at a duly held meeting, unless applicable laws, these articles, or the corporate by-laws, require the affirmative vote of a larger proportion or number. An action required or permitted to be taken at a board meeting may be taken by written action signed by the number of board members that would be required to take the same action at a meeting of the board at which all board members were present. The written action is effective when signed by the required number of board members, unless a different effective time is provided in the written action. When written action has been taken by less than all board members, all board members must be notified immediately of its text and effective date.

ARTICLE XIII

Any meeting among board members may be conducted solely by one or more means of remote communication through which all of the board members may participate in the meeting, if the same notice is given of the meeting required by the by-laws and if the number of board members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes "presence" at the meeting.

ARTICLE XIV

The power to amend the by-laws of the corporation after adoption of the initial by-laws by the first Board of Directors is hereby reserved to the members unless delegated to the board members as hereinbelow provided. A proposal to amend the by-laws may be initiated by resolution adopted by the Board of Directors. Such resolution shall be considered at the next meeting of the board members. Notice of the meeting and a copy of the proposed amendment to the by-laws shall be mailed to each member in

accordance with the normal notice requirements established by the by-laws.

A proposal to amend the by-laws may be initiated by the members. If at least three (3) members with voting rights propose a resolution for action by the members to adopt, amend, or repeal by-laws, and the resolution sets forth the provisions proposed for adoption, amendment, or repeal, then such proposal shall be considered at the next meeting of the members. Notice of the proposed by-law or amendment shall be mailed to all members prior to the meeting in accordance with the normal notice requirements provided by law, the articles, or the by-laws. Members proposing a by-law amendment may compel the call of a meeting of the members, if the Board of Directors refuses to do so and the next annual meeting is to be held more than three months from the date of the by-law amendment proposal.

The members of this corporation may, by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors to exercise from time to time the power of amendment of these by-laws. When the members have so authorized the Board of Directors to amend these by-laws, the Board, by a two-thirds (2/3) vote on the proposed amendment, may amend these by-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 5th day of June, 2003.

Witness:

Deborah J. Boyles
Mary Jo A. Burns

[Signature]
Stephen H. Munstenteiger, Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 11 2003

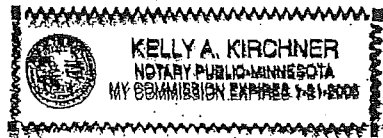
Mary Hoffmeyer
Secretary of State

STATE OF MINNESOTA)
) ss.
COUNTY OF ANOKA)

On this 5th day of June, 2003, before me, a Notary Public within and for said County and State, personally appeared Stephen H. Munstenteiger, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.

Kelly A Kirchner
Notary Public

THIS INSTRUMENT WAS DRAFTED BY:
Stephen H. Munstenteiger Law Offices, P.A.
300 Anoka Professional Building
403 Jackson Street
Anoka, Minnesota 55303-2372



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 17 2003

Mary Hoffmeyer
Secretary of State