



NP OR
**ARTICLES OF INCORPORATION
OF SHAREDGEO**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I - NAME

The name of this corporation shall be SharedGeo. —

ARTICLE II - REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located is: 4524 Oak Pond Road, Eagan, Minnesota 55123. —

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- to promote emergency preparedness, public health, public safety, and other public benefits through awareness, understanding, and effective use of geospatial information;
- to facilitate sharing of geospatial information among units of government, non-governmental organizations, institutions of learning, public corporations and private enterprise for the common good; and
- to provide technical expertise, research, facilities, education, and funding to encourage sharing and use of geospatial information for public benefit.

ARTICLE IV - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE V - MEMBERSHIP/BOARD OF DIRECTORS

Membership provisions of this corporation are defined in the bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

Robert Lawrence Basques, P.O. Box 244, Woodville, Wisconsin 54028
Nancy Read Hendricks, 1762 Carl St., St. Paul, Minnesota 55113
Stephen Douglas Swazee, Sr., 4524 Oak Pond Road, Eagan, Minnesota, 55123

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI - PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the

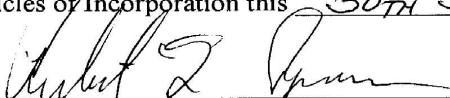
members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII - INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 30TH September of 2008.



Signature (Incorporator 1)

P.O. Box 244, Woodville, Wisconsin 54028

Address, City, State, ZIP



Signature (Incorporator 2)

1762 Carl St., St. Paul, Minnesota 55113

Address, City, State, ZIP

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 30 2008



Signature (Incorporator 3)



Mark Ritchie
Secretary of State

4524 Oak Pond Road, Eagan, Minnesota, 55123

Address, City, State, ZIP