

1B-463

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ARTICLES OF INCORPORATION  
OF  
BLUFFVIEW SCHOOL,  
A MONTESSORI LEARNING CENTER

We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317 of the Statutes of Minnesota, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

I

The name of this corporation is Bluffview School, A Montessori Learning Center.

II

The purposes of this corporation shall be to create a quality Montessori school for children, to foster and promote the welfare of the child, to stimulate research and development in Montessori education both for the Montessori community and for the general educational community, to educate parents so that they can assist in the education of their children, and other related services of an educational and literary nature.

The corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

III

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The corporation is empowered to collect, deposit, receive, solicit, contract for, borrow, or pay money by any lawful purpose to aid and assist in the purposes of this corporation.

## IV

This corporation does not and shall not afford pecuniary gain, incidental or otherwise, to its members. This corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes.

## V

This corporation shall have perpetual duration and existence.

## VI

The location of the registered office of this corporation in the State of Minnesota is at 352 Center Street in the City of Winona, County of Winona.

## VII

The names of the incorporators thereof and their post office addresses are as follows:

Joyce Belgum	519 Chestnut Winona, MN 55987
John Gabbert	519 Chestnut Winona, MN 55987
Michael J. Dorer	2154 Knapp Street St. Paul, MN 55108
Kathleen A. Carroll	223 East Sixth Street Winona, MN 55987
Ellen V. Miller	1626 Clubview Road Winona, MN 55987
Walken Ratajczyk	319 Chatfield Winona, MN 55987

Deborah J. Jaworski

534 Glenview Drive  
Winona, MN 55987

Mary Ann Eichman

Route 1  
Trempealeau, WI 54661

#### VIII

The number of directors constituting the first Board of Directors shall be six (6), plus one (1) ex-officio director. The tenure of office of the first directors shall be two (2) years. The names of the directors and their post office addresses are as follows:

Joyce Belgum

519 Chestnut  
Winona, MN 55987

Kathleen A. Carroll

223 East Sixth Street  
Winona, MN 55987

Ellen V. Miller

1626 Clubview Road  
Winona, MN 55987

Walken Ratajczyk

319 Chatfield  
Winona, MN 55987

Deborah J. Jaworski

534 Glenview Drive  
Winona, MN 55987

Mary Ann Eichman

Route 1  
Trempealeau, WI 54661

Michael J. Dorer  
(Ex-officio)

2154 Knapp Street  
St. Paul, MN 55108

#### IX

The members and directors shall not be subject, to any extent whatsoever, to personal liability or corporate obligation.

#### X

The corporation shall have no capital stock.

#### XI

In the event of dissolution, any remaining assets shall be


No person shall be refused enrollment or employment on account of race, creed, sex or place of national origin.

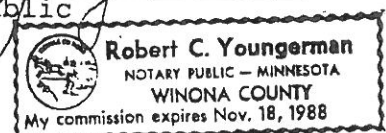
IN WITNESS WHEREOF, we have hereunto set our hands this 3rd  
day of September, 1987.

Mary Ann Eichman  
Mary Ann Eichman

STATE OF MINNESOTA) ss.  
COUNTY OF WINONA )

On this 3rd day of September, 1987, before me, a Notary Public within and for said County, personally appeared Joyce Belgium, ~~John Gabbert~~, Michael J. Dorer, Kathleen A. Carroll, ~~Ellen V. Miller~~, Walken Ratajczyk, Deborah J. Jaworski and Mary Ann Eichman, known to me to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

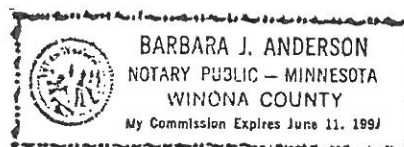
  
Notary Public




STATE OF MINNESOTA) ss.  
COUNTY OF WINONA )

Barbara J. Anderson  
Notary Public Sept. 8, 1987

STATE OF MINNESOTA) ) ss.  
COUNTY OF WINONA )



*Robert C. Youngerman*  
Notary Public

 **Robert C. Youngerman**  
NOTARY PUBLIC - MINNESOTA  
WINONA COUNTY  
My commission expires Nov. 18, 1988

*John C. ...*  
Secretary of State

1 B-463

Merger Agreement

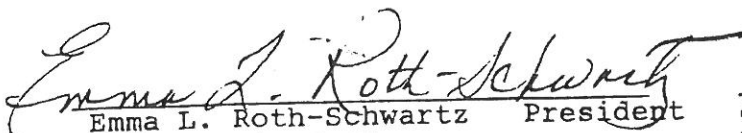
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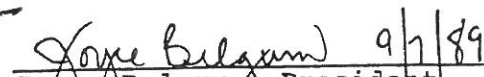
Bluffview School - A Montessori Learning Center and Montessori of Winona (previously known as Delahanty Montessori School, and as Montessori School of Winona), both non-profit corporations of Winona, Minnesota, hereby agree to the following:


1. The two schools will merge on September 29, 1989. Bluffview School - A Montessori Learning Center will be the surviving corporation. ✓
2. The new, merged school will be named Bluffview Montessori School ~~X~~ and will adopt the bylaws which have already been adopted unanimously by both boards of directors.
3. All property owned by Bluffview School - A Montessori Learning Center and by Montessori of Winona and all obligations will be transferred to Bluffview Montessori School. There are no shares in either corporation. Any and all present members of either school will become members of Bluffview Montessori School.
4. In the event that the corporation dissolves, an attempt will be made to allocate all property, holdings, and obligations in the fairest and most equitable way. A careful attempt should be made to maintain the integrity of any and all classrooms. In case of any sale following such a dissolution all monies should first be allocated to the establishment of an adequate retirement or pension plan for all employees, the details of which would be worked out by the principal, president of the board of directors and a representative of the school's bank.

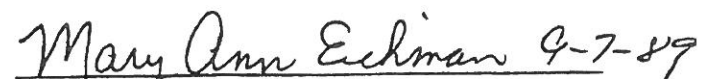
5. All of the signatories to this agreement agree that they would not individually or collectively use the names or logos of Bluffview School - A Montessori Learning Center, Montessori of Winona, Delahanty Montessori School or Montessori School of Winona in setting up or organizing any school in the Winona area competitive to Bluffview Montessori School. Bluffview Montessori School is, however, free to change its name to any of these by the usual process.

This agreement was adopted in accordance with the provisions of 317.30 - 317.42 of the Minnesota statutes, and in accordance with the bylaws of both of the constituent corporations. A resolution was adopted on August 29, 1989 by the boards of directors of both constituent corporations approving this Merger Agreement and directing that this agreement be submitted to a vote of the memberships of each corporation at a special meeting to be called for that purpose. This agreement was adopted by a majority vote of the membership of Montessori of Winona at a special meeting held on September 7, 1989; and by a majority vote of the membership of Bluffview School - A Montessori Learning Center held on September 7, 1989.

  
Emma L. Roth-Schwartz President  
Montessori of Winona

 9/7/89  
Joyce Belgum President  
Bluffview School

 9-7-89  
Gretchen Cook Vice President  
Montessori of Winona

 9-7-89  
Mary Ann Eichman Vice President  
Bluffview School



## Merger Agreement Page 3

Sherry Lindquist 9/7/89  
 Sherry Lindquist Secretary  
 Montessori of Winona

Sandra Bauer 9-7-89  
 Sandra Bauer Secretary  
 Bluffview School

Claire Bambenek 9/7/89  
 Claire Bambenek Treasurer  
 Montessori of Winona

Gary Meier 9-7-89  
 Gary Meier Treasurer  
 Bluffview School

Haine Crown 9/7/89  
 Haine Crown Board Member  
 Montessori of Winona

Kenneth Maly 9-7-89  
 Kenneth Maly Board Member  
 Bluffview School

Shirley Oberton 9-7-89  
 Shirley Oberton Board Member  
 Montessori of Winona

Vera Miller 9/7/89  
 Vera Miller Board Member  
 Bluffview School

Carol Anklan 9/7/89  
 Carol Anklan Board Member  
 Montessori of Winona

Deborah Jaworski 9-7-89  
 Deborah Jaworski Registrar  
 Montessori of Winona

Mary Schneider 9/7/89  
 Mary Schneider Directress  
 Montessori of Winona

Michael Dorer 9/7/89  
 Michael Dorer School Director  
 Bluffview School

STATE OF MINNESOTA  
 DEPARTMENT OF STATE  
 FILED

SEP 29 1989

Joan Anderson Howe  
 Secretary of State