

1B-463

51.90

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

CS6833

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 54661Michael 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

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Merger Agreement

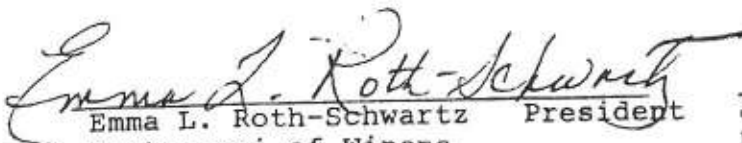
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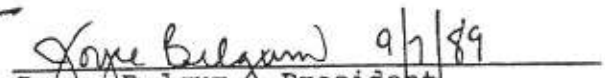
Bluffview School - A Montessori Learning Center and Montessori of Winona (previously known as Delahanty Montessori School, and as Montessori School of Winona), both non-profit corporations of Winona, Minnesota, hereby agree to the following:

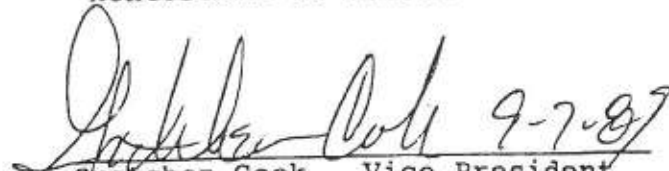
1. The two schools will merge on September 29, 1989. Bluffview School - A Montessori Learning Center will be the surviving corporation.
2. The new, merged school will be named Bluffview Montessori School and will adopt the bylaws which have already been adopted unanimously by both boards of directors.
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.

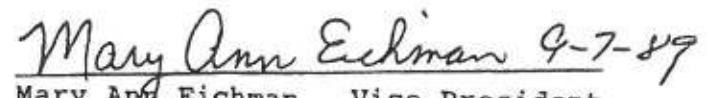
5. All of the signatories to this agreement agree that they would not individually or collectively use the names or logos of Bluffview School - A Montessori Learning Center, Montessori of Winona, Delahanty Montessori School or Montessori School of Winona in setting up or organizing any school in the 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

Sherry Lyndquist 9/7/89
 Sherry Lyndquist 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

Jean Anderson Howe
 Secretary of State