EXHIBIT B

IT-92

5016

ARTICLES OF INCORPORATION
OF
HIGHER GROUND BUILDING COMPANY

These Articles of Incorporation are signed and acknowledged by the undersigned incorporator for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporations Act, Minnesota Statutes, Chapter 317A.

ARTICLE 1
NAME

The name of the corporation is HIGHER GROUND BUILDING COMPANY.

ARTICLE 2
REGISTERED OFFICE

The address of the registered office in the state of Minnesota is 168 N. Lexington Parkway, St. Paul, MN 55104.

ARTICLE 3
SOLE MEMBER

The sole member of the corporation shall be Higher Ground Academy ("Higher Ground"), a Minnesota nonprofit corporation.

ARTICLE 4
PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, and in particular, to purchase, own, and construct a building on real estate for lease to Higher Ground, its sole member, in order to facilitate Higher Ground's operation of a public schoolhouse for a Minnesota public school authorized by charter issued pursuant to Minn. Stat. § 120.064 by the Minnesota Board of Education to Higher Ground.

ARTICLE 5
INCORPORATOR

The incorporator of the corporation is Steven B. Mayeron, 2400 IDS Center, Minneapolis, MN 55402.

ARTICLE 6
PERSONAL LIABILITY

Neither the incorporator, directors, officers, employees, nor the representatives or agents of the corporation shall be personally liable for the payment of any debts or obligations of the corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, representatives or agents be subject to the payment of the debts or obligations of the corporation to any extent.

ARTICLE 7
INITIAL DIRECTORS

The initial, sole member of the Board of Directors who shall serve until a different Board of Directors is appointed in the manner provided for in the bylaws of the corporation is:

Mr. William Wilson
168 N. Lexington Parkway
Saint Paul, Minnesota 55104

ARTICLE 8
NO PECUNIARY GAIN

The corporation shall not pay any pecuniary gain to its member. No part of the net income or net earnings of the corporation shall inure, directly or indirectly, to the benefit of any member, director or officer of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation in the performance of its corporate purpose.

ARTICLE 9
DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation; provided, however, that in no case shall a liquidation, transfer or disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Code, and all assets shall be turned over and transferred to one or more organizations qualified as exempt pursuant to Section 501(c)(3) of the Code, or to the State of Minnesota or any political subdivision thereof for exclusively public purposes.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of March, 1999.

Steven B. Mayeron,
Incorporator

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument, the Articles of Incorporation of HIGHER GROUND BUILDING COMPANY, acknowledged before me this 15th day of March, 1999, by Steven B. Mayeron, known to me to be the person whose name is subscribed to the foregoing instrument.

Notary Public

A E. FOLEY
BLIC - MINNESOTA
Expires Jan. 31, 2000

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
MAR 16 1999
Mary Kiffmeyer
Secretary of State

EXHIBIT C

BYLAWS
OF
HIGHER GROUND BUILDING COMPANY

SECTION 1
MEMBERS

1.1 Single Member. Higher Ground Academy (the "Member") shall be the sole member of Higher Ground Building Company (the "Company").

1.2 Voting Rights. Higher Ground Academy, as the sole Member of the Company, shall have one-hundred percent (100%) of the voting power of the member voting power.

1.3 Action in Writing. Any action required or permitted to be taken at a meeting of members may be taken without a meeting by written action signed by the Member.

SECTION 2
DIRECTORS

2.1 General Powers. The business and affairs of the Company shall be managed by or under the direction of its Board of Directors (the "Board"). The Board may exercise all such powers and do all such things as may be exercised or done by the Company, subject to the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

2.2 Number, Tenure, and Qualification. The Member shall appoint three Directors. At least two Directors must at all times while a member of the Board also be members of the Board of Directors of the Member, Higher Ground Academy.

2.3 Term of office. The first Director appointed by the Member shall serve for a term of one year. The second Director appointed by the Member shall serve for a term of two years. The third Director appointed by the Member shall serve for a term of three years. Thereafter, any Director appointed by the Member shall serve for a term of three years.

2.4 Meetings. Meetings of the Board may be held at such times and places as shall from time to time be determined by the Board.

2.5 Notice of Meetings. If the date, time, and place of a meeting of the Board has been announced at a previous meeting, no notice is required. In all other cases five (5) business days' written notice of meetings of the Board, stating the date and time thereof and any other information required by law or desired by the person or persons calling such meeting, shall be given to each Director. If notice of meeting is required, and such notice does not state the place of the meeting, such meeting shall be held at the principal executive office of the Company.

Any Director may waive notice of any meeting. A waiver of notice by a Director is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless such Director objects at the beginning of the meeting to the transaction of business on grounds that the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

2.6 Quorum and Voting. A majority of the Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. The Board shall take action by the affirmative vote of a majority of the Directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these bylaws.

2.7 Vacancies and Newly Created Governorships. The Member may fill any vacancy occurring in the Board by appointment. A Director appointed to fill a vacancy shall serve until such date as the vacating Director's term would have ended.

2.8 Removal of Governors. The Member may remove any Director from office with or without cause; the member shall then appoint a new Director to replace the Director being removed.

2.9 Committees. The Board, by a resolution approved by the affirmative vote of a majority of the Directors then holding office, may establish one or more committees of one or more natural persons having the authority of the Board in the management of the business of the Company to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board. Committee members need not be Directors and shall be appointed by the affirmative vote of a majority of the Directors present. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure the provisions of these bylaws shall apply to committees and the members thereof to the same extent they apply to the Board and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

2.10 Action in Writing. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all of the Directors then in office. If permitted under the Articles of Incorporation and the action does not require member approval, such action shall be effective if signed by the number of Directors that would be required to take the same action at a meeting at which all Directors were present. If any written action is taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action.

2.11 **Meeting by Means of Electronic Communication.** Members of the Board or any committee designated by the Board of may participate in a meeting of the Board or committee by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 3
OFFICERS

3.1 **Number and Qualification.** The officers of the Company shall consist of one or more natural persons elected by the Board exercising the functions of the offices, however designated, of President and Treasurer. The Board may also appoint such other officers as it may deem necessary or advisable. Except as provided in these bylaws, the Board shall fix the powers, duties, and compensation of all officers. Officers may be, but need not be, Directors of the Company. Any number of officer positions may be held by the same person.

3.2 **Term of Office.** An officer shall hold office until a successor shall have been duly elected, unless prior thereto such officer shall have resigned or been removed from office as hereinafter provided.

3.3 **Removal and Vacancies.** Any officer or agent elected or appointed by the Board shall hold office at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Board present. Any vacancy in an office of the Company shall be filled by action of the Board.

3.4 **President.** The president shall:

(1) have general active management of the business of the corporation;

(2) when present, preside at meetings of the Board;

(3) see that orders and resolutions of the Board are carried into effect;

(4) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the corporation;

(5) maintain records of and, when necessary, certify proceedings of the Board and the member; and

(6) perform other duties prescribed by the Board.

3.5 Treasurer. The treasurer shall:

(1) keep accurate financial records for the corporation;

(2) deposit money, drafts, and checks, in the name of and to the credit of the corporation in the banks and depositories designated by the board;

(3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;

(4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;

(5) upon request, provide the president and the Board an account of transactions by the treasurer and of the financial condition of the corporation; and

(6) perform other duties prescribed by the Board or by the president.

3.6 Chairperson of the Board. The Board may elect a Chairperson of the Board who, if elected, shall preside at all meetings of the Board and shall perform such other duties as may be prescribed by the Board from time to time.

3.7 Secretary. The Secretary shall attend all meetings of the Board and of the Member and shall maintain records of, and whenever necessary, certify all proceedings of the Board and of the Member. The Secretary shall keep the records of the Company and when so directed by the Board or other person or persons authorized to call such meetings, shall give or cause to be given notice of meetings of the Board, and shall also perform such other duties and have such other powers as the President or the Board may prescribe from time to time.

SECTION 4
INDEMNIFICATION; INSURANCE

4.1 Indemnification. The Company shall indemnify its officers and directors for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted under Minnesota or other applicable law.

4.2 Insurance. The Company may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Company would otherwise be required to indemnify the person against the liability.

SECTION 5
MISCELLANEOUS

5.1 **Amendments.** Except as limited by the Articles of Incorporation, these bylaws may be altered or amended by the Board at any meeting of the Board to the full extent permitted by law, subject, however, to the power of the member of the Company to alter or repeal these bylaws.

5.2 **Seal.** The Company shall have no seal.

* * * * *

The undersigned initial member of the Board of Directors of HIGHER GROUND BUILDING COMPANY, a Minnesota nonprofit company, does hereby certify that the foregoing bylaws are the bylaws adopted for the Company.

William Wilson, Director

EXHIBIT D

ACTION OF THE SOLE DIRECTOR OF HIGHER GROUND BUILDING COMPANY TAKEN IN WRITING

The undersigned sole director (the Director) of Higher Ground Building Company (the Company) acting pursuant to the provisions of Minnesota Statutes, Section 317A.239 does hereby adopt the following resolutions effective this the 2nd day of June, 1999.

ADOPTION OF BYLAWS

WHEREAS, a form of Bylaws (Attachment 1 hereto) of the Company for the regulation of its affairs has been prepared and reviewed by the Director of the Company; it is

RESOLVED, that the Bylaws are hereby adopted as the Bylaws of the Company.

ELECTION OF OFFICERS

WHEREAS, the Bylaws of the Company require the election of one or more persons to hold the offices of President and Treasurer; and

WHEREAS, the Bylaws of the Company permit the election of a person to hold the office of Secretary; it is

RESOLVED, that William Wilson is hereby elected to hold the offices of President, Treasurer and Secretary until such as time as the Board of Directors of the Company appoints different individuals to hold those offices.

PURCHASE OF REAL ESTATE

WHEREAS, Higher Ground Academy (the "Academy") entered into a purchase agreement (Attachment 2 hereto) on February 15, 1999 for the purchase of certain real property located at 1381 Marshall Avenue in Saint Paul, Minnesota (the "Real Property"); and

WHEREAS, the Company wishes to receive an assignment of the Academy's interest in the purchase agreement; it is

RESOLVED, that the Company hereby authorizes and directs William Wilson, as an officer of the Company, to enter into an assignment agreement with the Academy and to take whatever actions are necessary to effect the completion and closing of the purchase.

CONSTRUCTION OF BUILDING

WHEREAS, the Company wishes to renovate and equip the existing building located on the Real Property as a school building (the "Construction") for lease to the Academy; it is

RESOLVED, that William Wilson is directed and authorizes to take all necessary action on behalf of the Company to accomplish the Construction and is hereby authorized to execute all necessary contracts and documents related to the Construction.

FINANCING TRANSACTIONS

WHEREAS, the Company wishes to enter into certain financing transactions including Tax Exempt Lease Revenue Bonds to be issued by the Housing and Redevelopment Authority of the City of Saint Paul, Minnesota, that will allow it to purchase the Real Property and complete the Construction (the "Financing Transactions"); it is

RESOLVED, that William Wilson is directed and authorized to take all necessary action on behalf of the Company to accomplish the Financing Transactions and is hereby authorized to execute all necessary contracts and documents related to the Financing Transactions.

LEASE TO ACADEMY

WHEREAS, the Company wishes to lease the school building to the Academy; it is

RESOLVED, that William Wilson is hereby directed and authorized to take all necessary action on behalf of the Company to lease the building to the Academy and to execute a lease agreement on behalf of the Company.

William Wilson, Director

EXHIBIT E

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: HIGHER GROUND BUILDING COMPANY

Date Formed: 03/16/1999

Chapter Governed By: 317A

This certificate has been issued on 05/27/99.



Mary Kiffmeyer

Secretary of State.