



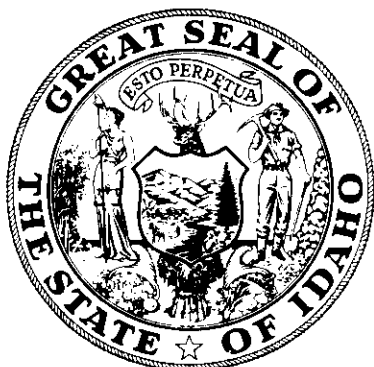
CERTIFICATE OF AUTHORITY  
OF

*CITY VENTURE CORPORATION*

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *CITY VENTURE CORPORATION* for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to *CITY VENTURE CORPORATION* to transact business in this State under the name *CITY VENTURE CORPORATION* and attach hereto a duplicate original of the Application for such Certificate.

Dated *August 30*, 19 *82*.



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is City Venture Corporation
2. \*The name which it shall use in Idaho is City Venture Corporation
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is August 22, 1978 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Marquette Building, Suite 300, Minneapolis, MN 55401
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Urban and neighborhood development through urban and neighborhood employment creation
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached List of Officers and Directors</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>\$0.25 per share</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
66,212	Common	\$0.25

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 23, 1982

CITY VENTURE CORPORATION

By

George K. Bardos  
George K. Bardos

Its

President

and

Elizabeth A. Buckley  
Elizabeth A. Buckley

Its

Secretary

STATE OF MINNESOTA )

COUNTY OF HENNEPIN ) ss:

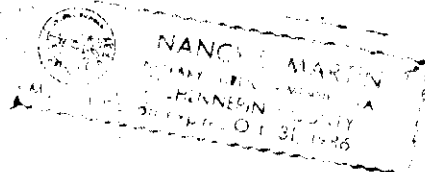
I, Nancy E. Martin, a notary public, do hereby certify that on this 23rd day of July, 19 82, personally appeared before me George K. Bardos, who being by me first duly sworn, declared that he is the President of City Venture Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Nancy E. Martin

Notary Public Nancy E. Martin

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



CITY VENTURE CORPORATION

List of Officers and Directors - 1982

OFFICERS:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
William C. Norris	Chairman of the Board	8100-34th Avenue South Minneapolis, MN 55420
Otto A. Silha	Vice Chairman	425 Portland Avenue Minneapolis, MN 55415
George K. Bardos	President	400 Marquette Avenue Minneapolis, MN 55401
R. James Harrington	Vice President/ Secretary	400 Marquette Avenue Minneapolis, MN 55401
Elizabeth A. Buckley	Treasurer	400 Marquette Avenue Minneapolis, MN 55401

DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
William C. Norris	8100-34th Avenue South Minneapolis, MN 55420
Lloyd L. Brandt	1400 First National Bank Building P.O. Box 522 Minneapolis, MN 55420
Stanley R. Cowle	800 Multifoods Building Minneapolis, MN 55402
Otto A. Silha	425 Portland Avenue Minneapolis, MN 55415
Bertrand Goldberg	Marina City 300 North State Street Chicago, IL 60610

DIRECTORS: (Cont'd)

<u>NAME</u>	<u>ADDRESS</u>
William J. Jaeger	525 South Eighth Street Minneapolis, MN 55404
Thomas Markle	1200 Northwestern Bank Building Minneapolis, MN 55402
John M. Noonan	P.O. Box 1651, Annex Station 1 Weybosset Hill Providence, RI 02901
David W. Preus	422 South Fifth Street Minneapolis, MN 55415
C. George Scala	777 Nicollet Mall Minneapolis, MN 55402
George K. Bardos	400 Marquette Avenue - Suite 300 Minneapolis, MN 55401
Myles H. Walburn	475 Riverside Drive 16th Floor New York, NY 10027

PR4567C-4



**To All To Whom These Presents Shall Come, Greeting:**

**Whereas**, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 22nd day of August, A. D. 1978 for the incorporation of

**City Venture Corporation**

under and in accordance with the provisions of the Minnesota Business Corporation Act, Minnesota Statutes, Chapter 301,

**Now, Therefore**, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said **City Venture Corporation** is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this twenty-second day of August in the year of our Lord one thousand nine hundred and seventy-eight



*Jan Anderson*  
Secretary of State.

36486

ARTICLES OF INCORPORATION

Z-48, 307

OF

CITY VENTURE CORPORATION

THE UNDERSIGNED, for purposes of forming a corporation under Chapter 301 of the Laws of the State of Minnesota, as amended, does hereby sign and acknowledge these Articles of Incorporation.

ARTICLE I.

The name of the Corporation is City Venture Corporation.

ARTICLE II.

The purposes of this Corporation are general business purposes.

ARTICLE III.

The Corporation shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited to all those powers expressly conferred upon business corporations by Minnesota Statutes, together with those powers necessarily implied therefrom and the following additional powers:

(A) To acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation.

(B) To acquire and carry on all or any part of the business, goodwill or property of any company engaged in a business similar to that authorized to be conducted by this Corporation, or with which this Corporation is authorized to consolidate or whose stock this Corporation is authorized to purchase, and to undertake and assume in conjunction therewith the liabilities of any person, firm, association or company described as aforesaid and possessing property suitable for any of the purposes of this Corporation or for carrying on any business which this Corporation is authorized to conduct, and as consideration for the same to pay cash or to issue shares of stock or obligations of this Corporation.

176901

(C) To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, in which shares of stock or bonds, debentures, notes, securities, evidences of indebtedness or other securities are held by or for this Corporation, directly or indirectly, or with which this Corporation has any interest through contract, license, patent, trademark or obligation, or in the welfare of which this Corporation shall have any interest, and to aid or participate in the reorganization, consolidation or merger of any such corporation.

#### ARTICLE IV.

This Corporation shall have perpetual duration.

#### ARTICLE V.

The location and post office address of the registered office of this Corporation in Minnesota is 4824 IDS Center, Minneapolis, Minnesota 55402.

#### ARTICLE VI.

The total authorized capital of this Corporation is One Hundred Thousand (100,000) shares of common stock, par value \$.25 per share. No holder of shares of capital stock shall be entitled as such preemptively or as a matter of right to subscribe for or purchase any part of any issue of stock or any securities convertible into stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash, property, services or by way of dividends or otherwise. There shall be no right of cumulative voting.

#### ARTICLE VII.

The amount of stated capital with which this Corporation will begin business is \$1,000.



ARTICLE VIII.

The name and post office address of the incorporator of this Corporation, who shall serve as a director until the first annual meeting of shareholders and until his successor is duly elected and qualified, is:

Harris Ravine  
4824 IDS Center  
Minneapolis, Minnesota 55402

ARTICLE IX.

(A) The Board of Directors is authorized to accept and reject subscriptions for and to allot shares of stock of the Corporation and to dispose of shares of authorized stock of the Corporation, including the granting of stock options and warrants, without action by the shareholders and upon such terms and conditions as to them shall seem proper, except as they are otherwise limited by law.

(B) The Board of Directors is authorized to issue, sell, or otherwise dispose of bonds, debentures, certificates of indebtedness and other securities, including those convertible into stock, without action by the shareholders and for such consideration and upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion.

(C) The Board of Directors may from time to time, by vote of a majority of its members then in office, make, alter, amend or rescind all or any of the Bylaws of this Corporation as permitted by Minnesota law, as it may from time to time be amended or changed, subject to the power of the shareholders to change or repeal such Bylaws.

(D) The Board of Directors is authorized to at any time divide the unallotted shares into classes and series, with such dividend rates, redemption prices, liquidation prices, conversion rights and sinking fund or purchase fund rights of shares of any class, or of any series of any class, or the number of shares constituting any series of any class, as to them shall from time to time seem proper.

ARTICLE X.

2-46, 310

Each director, officer, employee and agent, past or present, of the Corporation, and each person who serves or may have served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and their respective heirs, administrators and executors, shall be indemnified by the Corporation in accordance with, and to the fullest extent permissible under, the provisions of the Minnesota Business Corporation Act as it may from time to time be amended, provided further that whenever the applicable provisions of the Minnesota Business Corporation Act make indemnification permissible upon the finding that certain standards are met, such indemnification shall be mandatory by the Corporation.

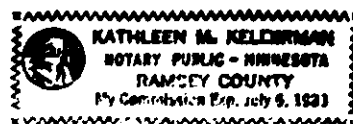
IN WITNESS WHEREOF, the undersigned does hereunto set his hand this 16th day of August, 1978.

Harris Ravine  
Harris Ravine

STATE OF MINNESOTA     )  
                                  ) ss.  
COUNTY OF RAMSEY     )

The foregoing instrument was acknowledged before me this 16th day of August, 1978, by Harris Ravine.

Kathleen M. Kellerman  
Notary Public



2-48, 311

<p><b>STATE OF MINNESOTA</b> DEPARTMENT OF STATE I hereby certify that the within instrument was filed for record in this office on the <u>22</u> day of <u>Aug</u> A. D. 19 <u>28</u> at <u>8</u> o'clock <u>A</u>. M., and was duly recorded in Book <u>2-48</u> of Incorporations, on page <u>366</u>  <i>Joan Anderson Deane</i> <i>RS</i> Secretary of State</p>
---