

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

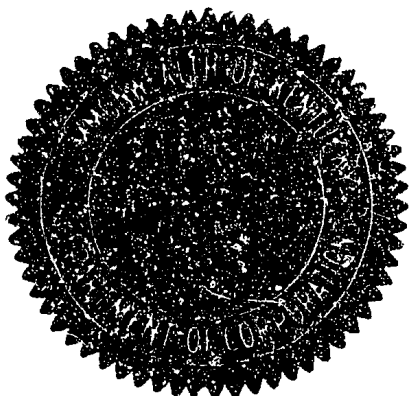
FINANCE/DESIGN/CONSTRUCT, INC.

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of
FINANCE/DESIGN/CONSTRUCT, INC. WILMINGTON, DELAWARE

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statute.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

FINANCE/DESIGN/CONSTRUCT, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 28th
FEBRUARY 77
day of _____, 19____ at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
FEB 28 1977

THELMA L. STOVALL
Secretary



SECRETARY OF STATE
RECEIVED

FRANKFORT, FEB 28 1977
KENTUCKY \$35.00
Commonwealth of Kentucky

APPLICATION FOR

CERTIFICATE OF AUTHORITY

48803

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Finance/Design/Construct, Inc.
- Second: The name to be used in the state of Kentucky Finance/Design/Construct, Inc.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation 1/28/74
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation 100 West Tenth Street, Wilmington, Delaware 19801
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky purchase, improvement, development, sale or other disposition of real property and other management services.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Robert F. Jacobsen	President & Director	One Appletree Square Bloomington, MN 55420
Richard A. Young	V.P. & G.M. & Director	" " "
Scott Godin	Treas., Dir. & Asst. Secy.	" " "
Thomas Van Housen	V.P., Landmark Division	" " "
Albert H. Schafer	Secretary	" " "

CERTIFICATE OF INCORPORATION
OF
FINANCE-DESIGN-CONSTRUCT ASSOCIATES INC.

1. The name of the corporation is Finance-Design-Construct Associates Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To manufacture, construct, purchase, design or otherwise acquire, invest in, hold, own, mortgage, pledge, sell, lease, assign and transfer or otherwise dispose of trade, manage, deal in and deal with goods, wares and merchandise, personal property and real property of every class and description.

To acquire, and pay for in cash, stock, bonds or notes of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, joint venture, limited partnership, partnership, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy rights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

At all elections of directors of the corporation, each stockholder shall be entitled to one (1) vote for each share of the common stock of the corporation standing in his name.

5. A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

B. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
L. Kenneth Mahal	One Apple Tree Square Bloomington, Minnesota, 55402

William R. Shannon, Jr.

One Apple Tree Square
Bloomington, Minnesota, 55402

Robert Masson

One Apple Tree Square
Bloomington, Minnesota, 55402

Thomas Van Housen

One Apple Tree Square
Bloomington, Minnesota, 55402

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, alter or repeal the Bylaws of the corporation.

(2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(3) When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant

to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 28th day of January, 1974.

S. E. Widdoes

W. J. Reif

R. F. Andrews

STATE OF DELAWARE)
) ss.
 COUNTY OF NEW CASTLE)

On this 28th day of January, 1974, before me, a Notary Public, personally appeared S. E. Widdoes, W. J. Reif

and R. F. Andrews,
 to me known to be the persons named in and who executed the foregoing instrument, and they acknowledged to me that they executed the same as their free act and deed and for the uses and purposes therein expressed.

A. Dana Atwell
 Notary Public

A. DANA ATWELL
 NOTARY PUBLIC
 APPOINTED OCT. 27, 1973
 STATE OF DELAWARE
 TERM TWO YEARS

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION OF
FINANCE-DESIGN-CONSTRUCT ASSOCIATES INC.
(PURSUANT TO SECTION 242)


We, Robert F. Jacobsen and James Mullin, do hereby certify that we are the President and Secretary, respectively, of Finance-Design-Construct Associates Inc., a corporation duly organized and existing under the laws of the State of Delaware; that by unanimous consent of the Board of Directors at a meeting duly called and regularly held on the first day of October, 1974 and by the unanimous written consent of the shareholder of said corporation dated October 2, 1974 the following resolution was duly and regularly adopted:

"RESOLVED, that Article 1 of the Certificate of Incorporation of Finance-Design-Construct Associates Inc. be, and the same hereby is, amended to read as follows:


- '1. The name of the corporation is Finance/Design/Construct, Inc."

We further certify that said resolution does not affect the outstanding capital stock of the corporation and that said resolution is in full force and effect.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of November, 1974.



Robert F. Jacobsen
President



James Mullin
Secretary

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "Finance-Design-Construct Associates Inc.", as received and filed in this office the twenty-eighth day of January, A.D. 1974, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered 1, is a true and correct copy of Certificate of Amendment of the "Finance-Design-Construct Associates Inc.", as received and filed in this office the twelfth day of November, A.D. 1974, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal at Dover this fifteenth day
of February in the year of our Lord one
thousand nine hundred and seventy-seven.



Glenn C. Kenton

Secretary of State

[Signature]

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
1032 MIDLAND BANK BUILDING MINNEAPOLIS, MINN 55401 • (612) 333-4316

February 23, 1977

RE: FINANCE/DESIGN/CONSTRUCT, INC.

COUNSEL: Maun, Hazel, Green, Hayes, Simon & Aretz
Att: John A. Murray
332 Hamm Building
St. Paul, Minnesota 55102

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing the necessary documents to qualify this corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by -

XXX Letter (Air Mail) Telegram Telephone

If for any reason filing cannot be effected promptly, please notify us of the details by -

XXX Letter (Air Mail) Telegram Telephone

The usual evidence of filing should be sent to this office.

Yours very truly,

C T CORPORATION SYSTEM INC.

BY Milly Knutson

Milly Knutson
Service Division

SPECIAL INSTRUCTIONS:

MK/pw
Encls.