

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PATHWAYS, INC.**

Adopted March 16, 2025

Previously Adopted March 14, 2014

Previously Adopted April 20, 2013

Previously Adopted March 9, 2008

Previously Adopted March 28, 2004

Previously Adopted February 23, 1992

Originally Incorporated August 30, 1969

For purposes of continuing the operation of a corporation under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, these Amended and Restated Articles of Incorporation are hereby adopted:

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ARTICLE I – NAME AND REGISTERED OFFICE

The name of the Corporation shall be Pathways, Inc., and its registered office and principal place of ministry shall be Camp Emmaus, 14248 374th St. Menahga, County of Wadena, State of Minnesota.~~its principal place of business shall be in the City of Bemidji, County of Beltrami, State of Minnesota.~~

ARTICLE II – PURPOSES

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This corporation is organized and shall be operated exclusively for the promotion of charitable, religious and educational purposes contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of its purpose, this corporation may engage in, advance, promote, and administer charitable and educational activities and projects of every kind and nature what so ever in its own behalf or as the agent or representative of others, and may aid, assist, and contribute to the support to the support of corporations, associations, institutions, and organizations that are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Code.

The purpose of this corporation shall be to establish and maintain a camping, retreat and outdoor ministry program which shall be in harmony with the Christian faith and according to the ministry program of the Evangelical Lutheran Church in America.

ARTICLE III – OWNERSHIP AND MEMBERSHIP

Section 1.

The ownership of this corporation shall be vested in Pathways, Inc., a Minnesota nonprofit corporation.

Section 2.

The membership of the corporation shall be in the congregations of the NWMN Synod Conferences 1-6 of the Evangelical Lutheran Church in America (or its successor) as listed in the current Pathways Annual Report. Other congregations, including full communion partners of the ELCA, may become members of this corporation upon written application to the board of directors and acceptance by the corporation at its next annual meeting thereafter.

Section 2. 3.

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The voting membership of the corporation shall consist of:

- a) Members of the Board of Directors
- b) ~~Pastors~~ Ministers of Word and Sacrament, ministers of Word and Service, or Synodically Authorized Ministers (SAM), and lay delegates selected by the member congregations

Section 3. **Moved to ARTICLE XIV**

~~Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.~~

Section 4.

~~Upon the closure of Lake of the Woods Bible Camp by the Pathways Corporation, after negotiation and resolution of the liabilities attached to the Lake of the Woods Bible Camp, it shall be returned to the Lake of the Woods Member congregations and constituency.~~

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Section 5.

~~At no time shall Pathways, Inc. convey or enter into a purchase agreement for the conveyance of the real property upon which Lake of the Woods Bible Camp is currently situated (the premises) to a religious or non-profit corporation or similar association, unless such purchase agreement and document of conveyance shall provide as follows:~~

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~~In the event Purchaser/Grantee (use term "Purchaser" in purchase agreement and use term "Grantee" in deed) shall convey or assign any interest in the premises prior to the expiration of five years from the date of conveyance to Grantee, Grantee shall deliver to Pathways, within one week of the date of such conveyance or assignment, a sum equal to 25% of the gross proceeds of sale or 25% of the fair market value of the property at time of conveyance, whichever sum is greater.~~

ARTICLE IV – CONTROL AND MANAGEMENT

Section 1.

The control, management, operation, and administration of this corporation shall be vested in the Board of Directors.

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Section 2.

Number of members of the Board of Directors.

a) The Board of Directors shall consist of not ~~less~~ than ~~42~~ 7 nor more than ~~48~~ 10 members.

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b) Other types of membership: ~~The Board of Directors may designate additional ex-officio members with voice and vote; and advisory members with voice, no vote.~~ **The Board of Directors may designate additional** ex-officio members ~~with voice and vote;~~ and advisory members with voice, no vote.

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Section 3.

Increment and Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4.

Legislative or Political Activities. No substantial part of the activities of the corporation shall be the carry on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5.

Operational Limitations. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) of the Code, or (b) by a 170 (c) (2) of the Code.

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ARTICLE V – OFFICERS

The officers of this corporation shall be:

- a) Chairperson – who shall also be chairperson of the Board of Directors and its Executive Committee
- b) Vice Chairperson
- c) Secretary
- d) Treasurer

ARTICLE VI – CURRENT BOARD OF DIRECTORS

The name and address of each member of the Board of Directors at the time of the adoption of the Amended and Restated Articles is:

Eugene Mollberg	Baudette Parish, Baudette
Rev. Steven Bovendam	Baudette Parish, Baudette
Rev. Michael Schendel	First, Stephen
Greg Widseth	Trinity, Crookston
Val Syverson	Trinity, Waubun
Margo Jensen	Wild Rice, Twin Valley
Charlotte Tallakson	Trinity, Moorhead
Tammie Jensen	Grace, Detroit Lakes
John Wentzell	Trinity, Moorhead
Rev. Gary Mikkelson	Bethesda, Moorhead
Curt Cavalier	Trinity, Moorhead
<u>Rev. Janelle Hennager</u>	<u>Bethel, Greenbush</u>
<u>Rev. John Ragan,</u>	<u>Kingo, Fosston</u>
<u>Brett Carter</u>	<u>Calvary, Bemidji</u>
<u>Kristine Olson-Johnson</u>	<u>Bethesda Moorhead</u>
<u>Rev. Devlyn Brooks</u>	<u>Faith, Wolverton</u>
<u>Rebecca Esser</u>	<u>Grace, Detroit Lakes</u>
<u>Rev. Steve Norby</u>	<u>Calvary, Park Rapids</u>
<u>Mark Hensrud</u>	<u>Harwood</u>
<u>Dave Dalager</u>	<u>Zion, Warroad</u>

Rev. Jonathan Dodson Immanuel/Ebenezer, Plummer

Al Judson Calvary, Park Rapids

Mark Jensen Trinity, Moorhead

ARTICLE VII – ADMINISTRATION

Section 1.

The Executive Director shall be the managing coordinator of the corporation with duties as set forth in the By-Laws.

Section 2.

The Executive Director shall be appointed by the Board of Directors.

Section 3.

The Executive Director shall be an advisory member of the Board of Directors.

ARTICLE VIII – DURATION

The period of duration of the corporation's existence shall be perpetual.

ARTICLE IX – STOCK

The corporation shall not issue corporate stock.

ARTICLE X – LIABILITY

The members of the corporation shall not be personally liable for corporate obligations.

ARTICLE XI – AMENDMENTS

The Articles of Incorporation may be amended in the following manner:

1. The Board of Directors shall propose the amendment by resolution in a regular meeting of the Board of Directors.
2. The amendment along with the resolution from the Board of Directors proposing its adoption shall be ~~mailed~~ communicated to all the ~~voting congregations who~~ are members of the corporation and officers the board members of Pathways, Inc. not less than 14 days in advance of the meeting date on which the vote shall be taken (normally the annual meeting of the corporation)
3. Two-thirds majority vote of the members present and voting shall be required for adoption.
4. The amendment shall take effect upon adoption by the members.

ARTICLE XII

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members.

ARTICLE XIII – BY LAWS

Section 1.

The corporation shall adopt such by-laws as may be from time to time necessary. By-laws shall not conflict with the provisions of the Articles of Incorporation.

Section 2.

By-laws may be adopted or amended in a legally called and conducted meeting of the corporation by a two-thirds majority vote of the members present and voting.

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ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to the NWMN Synod of the Evangelical Lutheran Church in America or its successor organization. ~~in such a manner or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes of to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.~~

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CERTIFICATION

We, the undersigned, do hereby certify:

That we are the duly elected and acting President and Secretary of Pathways, Inc. a Minnesota non-profit corporation, and that the foregoing Amended and Restated Articles of Incorporation constitute the Amended and Restated Articles of Incorporation of said Pathways, Inc. a Minnesota non-profit corporation and was duly adopted at a meeting of the Members thereof held on the _____ day of _____, 2025.

President

Secretary

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AMENDED AND RESTATED

BY-LAWS

of

PATHWAYS, INC.

~~[Section 2e Amended March 15, 2013]~~

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ARTICLE I – PATHWAYS CORPORATION ASSEMBLY

Section 1. The voting membership shall be as follows

- a) One ~~pastor~~ minister of Word and Sacrament or one minister of Word and Service or one Synodically Authorized Minister (SAM), and one lay delegate from each member congregation.
- b) Every member congregation with over 500 baptized members shall be entitled to one additional delegate from each 500 baptized members or major parts thereof.
- c) ~~Individual members of congregations that are members of this Corporation shall have no interest or voting rights other than through their elected delegates.~~ Only elected or appointed delegates to the Pathways Corporation Assembly shall have voice and vote. All other visitors are invited to observe the proceedings, with no voice nor vote. All meetings shall be open to all congregational members of a member congregation.
- d) The secretary shall keep a current list of all the members of this Corporation and issue membership certificates annually to each member congregation. The membership of the corporation shall be in the congregations of the NWMN Synod Conferences 1-6 of the Evangelical Lutheran Church in America (or its successor) as listed in the current Pathways Annual

Report. Other congregations, including full communion partners of the ELCA, may become members of this corporation upon written application to the board of directors and acceptance by the corporation at its next annual meeting thereafter.

Section 2.

Meetings of the Corporate Assembly:

- a) An annual meeting ~~of the members~~ of this Corporation shall be held each year in March, ~~and such date and place shall be determined by the Board of Directors for each year.~~ Notice of such annual meeting shall be given to each member congregation at least two weeks prior to the meeting.
- b) Special meetings of the Corporate Assembly may be called by notice. The notice shall state the specific purpose of the meeting. Notice of such meeting shall be given to each member congregation at least two weeks prior to the meeting. Only the business for which a special meeting has been called shall be transacted at the meeting.
- c) The quorum for any meeting of the Corporate Assembly shall be 25 voting members. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though withdrawal of members originally present leaves less than the number otherwise required for a quorum. Any meeting held and adjourned is an official meeting and cannot be challenged after adjournment.
- d) Each voting member shall be entitled to one vote. In the following cases, the vote shall be by ballot:
 1. To adopt or amend the Articles of Incorporation
 2. To adopt or amend the By-Laws of the Corporation

3. For the Purchase or sale of real estate

e) below is found in Article I Section 1.

~~e) Membership in this corporation shall consist of ELCA congregations in Conferences one through six seven in the NW MN Synod or successive conferences. They are entitled to notice, voice and vote at meetings of the Corporate Assembly. Other congregations, including full communion partners of the ELCA, may become members of this corporation upon written application to the board of directors and acceptance by the corporation at its next annual meeting thereafter.~~

Section 3.

Corporate Assembly Responsibilities:

- a) It shall elect members to the Board of Directors.
- b) It shall adopt the annual budget for the Corporation and **establish the dues to be assessed from member congregations.**
- c) ~~It shall receive reports concerning the activities, condition and needs of Pathways.~~
- d) It may make recommendations to the Board of Directors.
- e) It ~~must~~ shall vote on proposed amendments to the Articles of Incorporation and the By-Laws of this corporation.

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Section 4.

Nominating Committee:

- a) The Chairperson of the Corporation, in consultation with the Executive Director, shall appoint a Nominating Committee of not

less than four, nor more than eight members, to be selected from the membership of the Corporation, giving consideration to geographic representation of the Conferences.

b) The Nominating Committee shall report to the next annual meeting of the Corporation Assembly and shall present nominations for vacancies on the Board of Directors taking into consideration the by-law requirements for representation of the Board of Directors, Article II, Section 2.

Section 5.

Nominations from the floor.

All elections by the Corporation Assembly shall allow for nominations from the floor. All nominations from the floor must comply with representation requirements in Article II, Section 2.

Section 6.

Power of Appointment

The chairperson of the Board of Directors shall have the power of appointment to fill vacancies within the committees of the Corporate Assembly.

Section 7.

Proxy vote

No vote by proxy or absentee ballot shall be allowed in the Corporate Assembly.

ARTICLE II – THE BOARD OF DIRECTORS

Section 1.

Membership of the Board of Directors

- a) The Board of Directors of Pathways, Incorporated shall consist of not less than 7 ~~42~~, nor more than 10 ~~48~~-members, elected from Member congregations.
- b) Election shall be conducted in such a manner that no more than 6 ~~4~~ members are elected to three-year terms each year, subject to one consecutive reelection.
- c) Advisory members of the Board of Directors shall be the following who will have voice but no vote:
 1. The Executive Director of Pathways.
 2. Any person or persons so appointed by the Board of Directors.
- d) Any Board Member may be removed, either with or without cause by a majority vote of the Board of Directors at a regular meeting, or a special meeting called for that purpose at least 10 days in advance, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of the Corporation shall be present thereat.
- e) Current (2025) Members of the Board will continue to serve out their terms as elected in previous years .

Section 2.

Special Areas of Representation of the Board of Directors:

a) At least ~~4~~ 3 but no more than ~~9~~ 5 of the elected members of the Board of Directors shall be ~~pastors~~ ministers of Word and Sacrament, ministers of Word and Service, or Synodically Authorized Ministers (SAM), of the Evangelical Lutheran Church of America.

b) The Board of Directors shall elect a Treasurer for the Pathways Corporation either from within or from outside its membership. If elected from outside its membership, the Treasurer shall be considered an advisory member of the Board and no limitation of term shall apply pursuant to Article II, Section 1, b. The term of office shall be one year.

~~e) Each of the conferences shall have at least two (2) representative members.~~

~~d) c) Due consideration shall be given to an equitable distribution of Board members from the areas served.~~

Section 3.

Organization of the Board of Directors.

a) The Board of Directors shall elect from its own membership a chairperson, one or more vice-chairpersons, and a secretary; and a treasurer if a board member, who shall also serve in these respective capacities as officers of the Pathways Corporation. The term of office shall be one year.

b) Any officer may be removed, either with or without cause by a majority vote of the Board of Directors at a regular meeting, or a special meeting called for that purpose at least 10 days in advance, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors of the Corporation shall be present thereat.

Section 4

Chairperson.

The chairperson of the Board of Directors shall preside at all meetings of the Corporation and the Board of Directors and its Executive Committee. The Chairperson shall perform all duties required by the Board of Directors. The Chairperson shall have general powers and duties of supervision and management usually vested in the office of chairperson of the Corporation. The Chairperson shall be an ex-officio member of all standing committees. In the absence of the chairperson, the vice-chairperson shall assume the duties of chairperson. In the event of a vacancy occurring in the office of chairperson, the Board of Directors shall elect a new chairperson.

Section 5.

Vice-Chairperson.

In the absence or disability of the chairperson, the vice-chairperson shall perform the duties and exercise the powers of the chairperson, ~~and~~ The vice-chairperson shall perform such other duties as the Board of Directors shall prescribe.

Section 6.

Secretary.

The Secretary of the Board of Directors shall serve as Secretary of the Corporate Assembly, the Board of Directors and its Executive Committee. The Secretary shall have custody of the official minutes. The Secretary shall fulfill such other responsibilities that may be required by the Articles of Incorporation and the By-Laws, or as directed by the Board of Directors. In the absence of the secretary, the chairperson may appoint a temporary secretary. If a vacancy in the office of the secretary occurs, the Board of Directors shall elect a new secretary.

Section 7.

Treasurer.

The Treasurer shall present and interpret financial statements for the Board of Directors at Board meetings. The Treasurer shall present and interpret Financial Statements for the constituency at each Annual Meeting. The

Treasurer shall reconcile all cash accounts on a monthly basis and at the end of the year. The Treasurer shall discuss regularly with the Executive Director the financial information of Pathways.

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Section 8.

Authorized Signatures.

Any two officers of the Corporation shall sign on behalf of Pathways, Incorporated all conveyances and official documents pertaining to the Corporation.

Section 9.

Bonding.

The Treasurer and Executive Director and other persons designated by the Board of Directors shall be bonded in a manner and in such sum as the Board of Directors shall determine.

Section 10.

Power and Authority of the Board of Directors.

~~The Directors of this corporation shall constitute its governing board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the By-laws, and the statutes of the State of Minnesota underwhich this Corporation is organized.~~ The Board of Directors and the officers of the Corporation shall have the general management of the affairs of the Corporation; shall have charge of the disposition and management of properties, funds, gifts and legacies belonging to the Corporation; shall keep the buildings and other property of the Corporation in good repair; shall procure needed equipment; shall adopt rules and regulations for the organization and administration of the program; shall make provisions for the performance of such services in connection with the conduct of the program as it deems necessary.

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Section 11.

Meetings of the Board of Directors.

- a) The Board of Directors shall meet at least four times a year. The times of meetings shall normally be set in advance for the calendar year and the members notified of the selected dates.
- b) Five days written or electronic mail notice shall be given for each meeting. The notice shall include an agenda of the meeting calling attention to items of special concern.
- c) Special meetings of the Board of Directors may be called by the chairperson of the Corporation or the Executive Director by written or electronic mail notice to all members at least 10 days in advance of the special meeting. The specific purpose of the meeting shall be noted. Any director may, in writing, either before or after the meeting, waive notice thereof, and without notice any director shall by his attendance and participation be deemed to have waived notice.
- d) A quorum for the transaction of business by the Board of Directors shall be a majority of the directors.
- e) The Board of Directors may conduct a meeting by electronic transmission or other electronic means.

Section 12.

The Executive Committee.

The Executive Committee shall be comprised of the officers of the Board of Directors and the Executive Director. The Executive Committee shall have and exercise the authority of the Board in the management of the business of the Corporation in the interval between the meetings of the Board, and shall be subject to the control and direction of the Board at all times.

Section 13.

Committees.

The Board of Directors may create or dissolve any committees for the purpose of carrying out its responsibilities. Their authority and responsibility shall be from and to the Board of Directors.

Section 14.

Vacancies.

a) ~~If any Director office shall become vacant by reason of death, resignation, or otherwise, the Board of Directors shall elect a successor or successors to fill the vacancy until the next meeting of the Corporate Assembly.~~

ROLF'S COMMENT-THIS IS INCONSISTENT WITH BELOW IF BELOW IS WHAT YOU WOULD LIKE THEN I WOULD HAVE THE ABOVE SECTION READ:

~~a). If any Director's office shall become vacant by reason of death, resignation, or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term of the office or offices in which such vacancy occurs.~~

b) If a Board member is absent without excuse three consecutive meetings, that Board member's office may be declared vacant by the Board of Directors. The Board member shall be notified by the secretary of the Corporation after the second meeting concerning the absence. If the office is declared vacant following the third absence, the Board member must be notified in writing.

In the event of the absence or disability of any Director's office, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled

c) A person filling an unexpired term shall be eligible for election to a full three-year term of office and one consecutive reelection.

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Section 15.

The Board of Directors shall report annually to the Corporate Assembly.

ARTICLE III – ADMINISTRATION

Section 1. Executive Director:

- a) The Executive Director shall be the executive head of Pathways. The Executive Director shall report annually to the Board of Directors, or as required by them, and to the Corporation Assembly concerning the work and needs of the Pathways program. The Executive Director shall be responsible to carry out the policies and directives of the Board of Directors and be subject to periodic evaluation by the Board of Directors.
- b) The Executive Director shall be responsible for preparation of a budget for approval.
- c) In case of vacancy in the office of Executive Director, the Board of Directors shall serve in the capacity of executive director until an interim has been appointed or until a new Executive Director has been selected.

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ARTICLE IV – AMENDMENTS

The procedure to amend the By-laws shall be:

- a) The Board of Directors may propose the amendment to the By-laws by resolution setting forth the proposed amendment and

directing that it be submitted for adoption at a meeting of the voting members; or

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b) Any five voting members from member congregations of the corporation may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the secretary of the corporation.

c) Notice of the meeting of the voting members, stating the purpose of the meeting including the proposed amendment, shall be given to ~~each voting member~~ each member congregation and to each member of the Board of Director of the Corporation ~~no less than five nor more than thirty days in advance~~ at least two weeks prior to the meeting of the meeting date on which the vote shall be taken (normally the annual meeting).

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d) Two-third majority vote of the members present and voting shall be required for adoption; and the amendment shall take effect upon adoption.

ARTICLE V – INDEMNIFICATION

To the full extent permitted by Minnesota Statutes, Section 317A.521, and any other law, as amended from time to time, or by other provision of law the corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

Deleted: To the full extent permitted by Minnesota Statutes, Section 317.16, Subd. 2 (14), and any other law, as amended from time to time, or by other provision of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whatever brought, whether civil, criminal administrative or investigative, by reason of the fact that he or she was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The indemnification provided by the Article shall continue as to a person who has ceased to be a Director, officer, employee or agent shall inure to the benefit of the heirs, executors and administrators of such a person and shall apply whether or not the claim against such person arises out of matters, occurring before the adoption of the Bylaw.

(1) has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;

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(2) acted in good faith;

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(3) received no improper personal benefit and section 317A.255, if applicable, has been satisfied;

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(4) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and

(5) in the case of acts or omissions occurring in the official capacity described in subdivision 1, paragraph (c), clause (1) or (2), reasonably believed that the conduct was in the best interests of the corporation, or in the case of acts or omissions occurring in the official capacity described in subdivision 1, paragraph (c), clause (3), reasonably believed that the conduct was not opposed to the best interests of the corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria in this Article.

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CERTIFICATION

We, the undersigned, do hereby certify:

That we are the duly elected and acting President and Secretary of Pathways, Inc. a Minnesota non-profit corporation, and that the foregoing Amended and Restated Bylaws constitute the Amended and Restated Bylaws of said Pathways, Inc. a Minnesota non-profit corporation and was duly adopted at a meeting of the Members thereof held on the _____ day of _____, 2025.

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President

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Secretary

