

BYLAWS OF NORTHERN LIGHTS BUILDING COMPANY

These are the Bylaws of Northern Lights Building Company organized under Minnesota Statutes, Chapter 317 A and laws amendatory thereof and supplementary thereto.

ARTICLE I.

NAME, PURPOSE AND FISCAL YEAR

Section 1. Name and Purpose. The name of this corporation is Northern Lights Building Company. This corporation is an independent and non-profit organization established under Chapter 317 A of the Minnesota State Statutes.

The purpose of this corporation shall be exclusively for owning, managing and leasing real estate and buildings for educational purposes to charter schools.

This corporation is organized without capital stock and shall be operated exclusively for educational and scientific purposes. No part of the corporation's net earnings or profits shall inure to the benefit of any private member or individual who is a member of the corporation or be used or appropriated for other than the above stated purposes and no substantial part of this activity shall be for the carrying off of propaganda or otherwise attempting to influence legislation.

It is intended that this corporation shall be of the character described in the provisions of Section 501C3 of the Internal Revenue Code and Section 317 A of the Minnesota Statutes. In the event of dissolution, the funds of the corporation shall be distributed to tax exempt institutions of learning and/or other tax exempt organizations meeting the requirements of Section 501C3 of the Internal Revenue Code, all as determined by vote of the Board of Directors.

Section 2. Fiscal Year. Except as otherwise determined by the Board of Directors, the fiscal year of the corporation shall end on the 31st of December in each year.

ARTICLE II.

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the corporation. The Board of Directors shall elect the officers of the corporation and shall cause a full report concerning the affairs of the corporation to be rendered to the Board of Directors at the annual meeting of the corporation.

at a Board meeting.

(c) Quorum. A majority of the directors currently holding office is a quorum for the transaction of business.

(d) Order of Business. The directors may from time to time determine the order of business at their meetings. The usual order of business at such meeting shall be as follows:

- (1) Meeting is call to order by the President at the date, time, and place of the meeting.
- (2) Roll call--quorum being present; the meeting proceeds with business.
- (3) Reading of minutes of previous meeting and their consideration and approval.
- (4) Report of officers.
- (5) Report of committees.
- (6) Consideration of communications.
- (7) Unfinished business.
- (8) New business.
- (9) Motion to adjourn.

(e) Management. Except as authorized by the shareholders pursuant to a shareholder control agreement or unanimous affirmative vote, the business and affairs of the corporation shall be managed by or shall be under the direction of the Board.

(f) Action Without Meeting. An action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by written action signed by all of the Directors entitled to vote on that action. The written action is effective when it has been signed by all of those Directors, unless a different effective time is provided in the written action.

ARTICLE III.

OFFICERS

Section 1. Number of Officers. The officers of the corporation shall consist of a President and a Secretary/Treasurer and other such officers as may be appointed by the Board of Directors.

Section 2. Election, Terms of Office, and Qualifications. All officers of the corporation shall be elected annually by the Board of Directors. Officers shall hold office until the annual meeting that marks the term of their election until their successors have been duly elected or qualified or until their death or until they shall resign or until they shall have been removed from office. Vacancies in any office may be filled by the Board of Directors.

Section 3. President. The President shall subject to the directions of the Board of Directors have general supervision over the affairs of the corporation. The President may execute all authorized contracts and other obligations in the name of the corporation and shall have such other authority and shall perform other such duties as may be determined by the Board of Directors.

Section 4. Secretary/Treasurer. Secretary/Treasurer shall maintain or cause to be maintained minutes of the meetings of the Board of Directors, give notices of meetings of the Board of Directors as required by law, shall maintain or cause to be maintained the financial accounts, shall hold the same open for inspection and examination by the Board of Directors, shall prepare or cause to be prepared a full report of the finance of the corporation to be presented at each annual meeting of the corporation and shall perform such other duties as may be determined by the Board of Directors.

Section 5. Other Officers of the Corporation. Other officers of the corporation may have other offices, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by the Board of Directors.

Section 6. Executive Director. The Board of Directors may appoint or hire an executive director who shall be the Chief Executive Officer of the corporation and subject to the direction of the Board of Directors, shall have general supervision over the daily operation of the corporation. The Executive Director shall also prepare or cause to be prepared the annual administrative budget of the corporation and shall have such other authority and perform other such duties as may be determined by the Board of Directors.

Section 7. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and require the performance of duties in addition to those mentioned herein.

Section 8. Quorum. That a majority of the directors currently holding office as a quorum for the transaction of business.

ARTICLE IV.

COMMITTEES

Section 1. Committees. The Board of Directors may from time to time hereafter establish committees to perform certain functions and have such duties as the Board of Directors shall determine.

ARTICLE V.

BOOKS OF RECORD AND BOND

Section 1. Books of Record. The Board of Directors of the corporation shall cause to be kept records of all proceedings of directors and committees and other such records and books of account as shall be necessary and appropriate to the conduct of corporate business.

Section 2. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the corporation originals or copies of records of all proceedings of directors and committees, all financial statements of the corporation and articles of incorporation and Bylaws of the Corporation and all amendments to the Bylaws.

Section 3. Bond. At the discretion of the Board of Directors, bond may be required of all directors, officers and employees of the corporation that deposit or withdraw or otherwise handle the funds of the corporation. The bond shall be in such amount on such terms and conditions and with such company or companies as the Board of Directors shall determine.

ARTICLE VI.

INDEMNIFICATION

Section 1. Indemnification. The corporation may indemnify a person for such expenses and liabilities in such a manner under such circumstances and to such extent as permitted by applicable law.

ARTICLE VII.

WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever any notice whatsoever is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing

signed by the person or persons entitled to such whether before, at, or after the time stated therein or before, at or after the meeting.

ARTICLE VIII.

AMENDMENTS

Section 1. Amendments to Bylaws. These Bylaws may be amended, altered, or replaced at any meeting of the Board of Directors provided that the substance of the proposed amendment, alteration or appeal shall be so stated in the notice of the meeting.

END OF BYLAWS


Secretary, Dave Hagman



1380 79-2 NP-RO



MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF
REGISTERED OFFICE/REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Entity Name:

Northern Lights Building Company

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

305 Bridge Street Warba MN 55793
Street City State Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

None

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

[Handwritten Signature: Kraig Dobb]

Signature of Authorized Person

Name and Telephone Number of a Contact Person: Kraig Dobb (218) 492-4400
please print legibly

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State (YOUR CANCELLED CHECK IS YOUR RECEIPT)

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAIL TO: Secretary of State
Corporate Division
180 State Office Building
100 Rev. Dr. Martin Luther King Jr. Blvd
St. Paul, MN 55155-1299

(No walk-in service available at this location for corporate, UCC or notary)

MAY 16 2007

[Handwritten Signature]

Mark Ritchie
Secretary of State

Walk-in service is available at our public counter located in the Minnesota State Retirement System Bldg, 60 Empire Drive, Suite #100, St. Paul, MN 55103.

**MINUTES OF ACTION IN LIEU OF
ORGANIZATIONAL MEETING
OF
NORTHERN LIGHTS BUILDING COMPANY**

The undersigned, being all of the members of the Board of Directors of Northern Lights Building Company, a Minnesota corporation, acting as the Board of Directors pursuant to M.S.A. 317A, adopt the following resolutions effective _____, 2007.

RESOLVED, that the following persons are duly elected as the initial Board of Directors:

Kraig Dibb
Dave Hagman
Keith Armstrong
Dana Marrier
Norm Chaffee

RESOLVED, that the following persons are duly elected to the offices set opposite their respective names:

President.....Kraig Dibb
Vice President/Secretary/Treasurer.....Dave Hagman

RESOLVED, that the board of directors, on behalf of the corporation, hereby ratifies, approves, confirms, and adopts all action taken by the promoters and incorporators prior to the formation of this corporation. The corporation shall hereafter be bound by the activities of the promoters and incorporators and shall accept the benefit of all agreements, arrangements, negotiations, and contracts, which have been negotiated on behalf of the corporation, by the promoters and incorporators.

RESOLVED, that the resolutions with respect to the corporation's authority to deposit funds in and withdraw funds from the Grand Rapids State Bank contained in the Corporate Authorization Resolution presented at this meeting, be and they hereby are adopted.

Northern Lights Building Company

Let it be resolved that this amendment be added to the Northern Lights Building Company Bylaws Article 2 section 2.

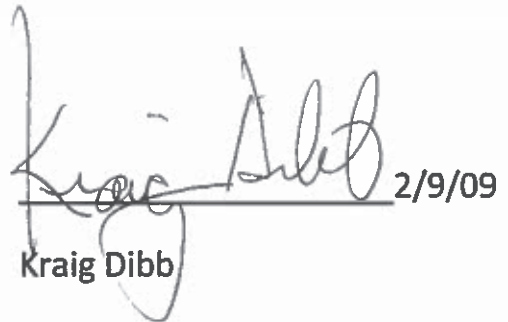
"The board of directors of the Northern Lights Building Company shall consist of at least 2 members from the Northern Lights Community School."

 2/9/09

Dave Hagman

Northern Lights Building Company

Board member

 2/9/09

Kraig Dibb

Northern Lights Building Company

Board Member

Section 2. Election, Number, Qualification and Terms of Office. The initial Board of Directors shall be elected by the incorporator. Subsequent directors shall be elected by the remaining board members. The number of directors shall be no less than three and not more than ten. Each director of the corporation shall hold office until the annual meeting of the board held in the year in which his or her term expires. A term of office shall be two years. Each initial director shall serve one complete term, unless determined otherwise by the Board of Directors.

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JAN. 2013
TODD 201
DANE 201
RD - 201

Section 3. Resignation. Any director may resign at any time by giving written notice to the president. The resignation shall take effect at the time specified and acceptance is not necessary to make the resignation effective.

Section 4. Vacancies. Vacancies on the Board of Directors caused by death, resignation, removal from office or failure to continue to meet the qualifications for director or any other cause other than the expiration of a term shall be filled by a majority vote of the directors for the unexpired portion of the term.

Section 5. Removal of Directors. Any director at any time may be removed from office for any cause deemed sufficient by the Board of Directors by affirmative vote of a majority of the full number of directors. A vacancy on the Board of Directors caused by such removal shall be filled in the manner specified in Section 4 hereof.


Section 6. Compensation. No officer or director of the corporation shall be entitled to compensation for service to the corporation.

Section 7. Board Meetings.

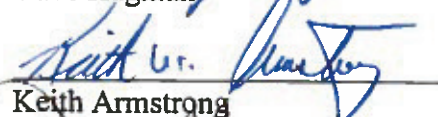
(a) Time and Place. Meetings of the Board may be held from time to time at any place within or without the State of Minnesota that the Board may select or by means of an electronic communication pursuant to Minnesota Statutes, Section 302A.231, Subd. 2. If the Board fails to select a place for a meeting, the meeting of the Board shall be held at the registered office of the Corporation.


(b) Notice and Waiver of Notice. Any director may call a meeting by giving two days notice to all other directors of the date, time and place of the meeting. If the day and date, time and place of the meeting has been announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. A director may waive notice of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of a meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. A director may give advance written consent or opposition to a proposal to be acted on

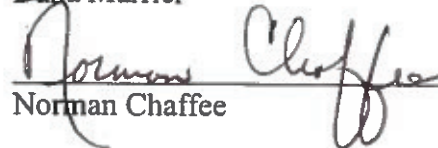
RESOLVED, that the board of directors shall hold quarterly meetings per year.


Kraig Dibb


Dave Hagman


Keith Armstrong


Dana Marrier


Norman Chaffee