

EXHIBIT C

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REC'D M. C. C. C. C.

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: McGrann Shea Franzen Carnival & Lamb, Chartered

Corporate Charter Number: 6N-59

Chapter Formed Under: 319A

This certificate has been issued on 12/21/1989.



Joan Anderson Grove
Secretary of State.

ARTICLES OF INCORPORATION
of

3562

McGrann Shea Franzen Carnival & Lamb, Chartered

THE UNDERSIGNED, being a natural person of full age, for purposes of forming a corporation under Chapters 302A and 319A of the Laws of the State of Minnesota, as amended, does hereby adopt the following Articles of Incorporation:

ARTICLE 1.

NAME

The name of this Corporation shall be:

McGrann Shea Franzen Carnival & Lamb, Chartered X

ARTICLE 2.

REGISTERED OFFICE

The location and post office address of this registered office of this Corporation in this State shall be:

2525 Lincoln Centre
333 South 7th St.
Minneapolis, MN 55402 ✓

ARTICLE 3.

PURPOSE

The sole purpose of the Corporation shall be the practice of law pursuant to Sections 481.01 to 481.17 of the Laws of the State of Minnesota, and such other limited purposes as may be permitted of professional corporations under Chapter 3 and 19 of the laws of the State of Minnesota.

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ARTICLE 4.

CAPITAL SHARES

4.1) Authorized Shares. The aggregate number of capital shares which this Corporation shall have the authority to issue is One Million (1,000,000) shares. ✓

4.2) Par Value. Except for any class or series of common or preferred shares that may be established from time to time by resolution of the Board of Directors pursuant to ARTICLES 4.3 or 4.4 hereof, each capital share of this Corporation shall be a voting Common Share and shall have a par value of one cent (\$0.01) per share.

4.3) Classes and Rights. The Board of Directors may, from time to time, establish by resolution different classes or series of common or preferred shares and may fix the rights and preferences of such shares in any class or series.

4.4) Issuance of Shares to Different Classes. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

4.5) Limitation and Share Ownership. Notwithstanding the foregoing, the Corporation may issue its stock only to and admit as a member only natural persons licensed to practice law in the State of Minnesota or partnerships or professional corporations rendering such services.

ARTICLE 5.

5.1) Preemptive Rights. No holder of shares of this Corporation shall have preemptive rights to subscribe for or purchase his proportionate share of any shares of this Corporation now or hereafter authorized or issued.

5.2) Voting Rights. At each meeting of the shareholders and with respect to any matter upon which the shareholders shall have a right to vote, each holder of record of shares of this Corporation shall be entitled to one (1) vote for each share so held. No shareholder shall have the right to cumulate his votes for the election of directors or for any purpose whatsoever.

5.3) Required Vote. The shareholders shall take action by a unanimous action in writing or by the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of the voting shares present at a duly convened meeting of shareholders where a quorum is present, except where a larger proportion is required by law, these Articles, or a shareholder control agreement.

ARTICLE 6.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Andrew J. Shea
2525 Lincoln Centre
333 South 7th St.
Minneapolis, MN 55402

DIRECTORS

7.1) Qualification of Directors and Officers. Each and every director and officer of the Corporation shall be a natural person licensed to practice law in the State of Minnesota.

7.2) Number and Term. The management of this Corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws and may be altered by amending the Bylaws but shall never be less than required by law. The term of office of each of the directors shall be fixed by the Bylaws.

7.3 Written Action. An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office.

ARTICLE 8.

BYLAWS

The Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation, subject to the power of the shareholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by law.

ARTICLE 9.

MISCELLANEOUS

9.1) Interested Directors. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and, in the absence of fraud, any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation; provided, in any case, that the fact that he or

such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2) Indemnification of Directors, Officers, Employees and Agents. Directors, officers, employees and agents of this Corporation shall be indemnified to the maximum extent permitted by the Minnesota Business Corporation Act, for expenses and liabilities arising by reason of their position with, or by acts in such capacities on behalf of, the Corporation or another corporation which they may serve at the request of the Corporation.

9.3) Limitation of Director Liability. A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) under Minnesota Statutes Sections 302A.559 or 80A.23, (d) for any transaction from which the Director derived an improper personal benefit, or (e) for any act or omission occurring prior to the date when this Article becomes effective. If the Minnesota Business Corporation Act is amended or construed to authorize the elimination or limitation of the liability of a Director for acts or omissions in addition to those for which the Director is not personally liable as set forth in the preceding sentence, then the Director's liability shall be so eliminated or limited to the fullest extent permitted by the amended or construed Minnesota Business Corporation Act. No amendment to or repeal of this Article 8 shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

- 5 -

6N-59

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION

of
McGrann Shea Franzen Carnival & Lamb, Chartered

The undersigned, the President and Secretary of McGrann Shea Franzen Carnival & Lamb, Chartered (the "Corporation") organized under Chapters 302A and 319A of the Laws of the State of Minnesota, as amended, state that an amendment to the Corporation's Articles of Incorporation was adopted by the shareholders and directors of the Corporation on December 30, 1989, pursuant to and in accordance with the provisions of Chapter 302A of the Laws of the State of Minnesota, as amended.

Article 1 is amended in its entirety to read as follows:

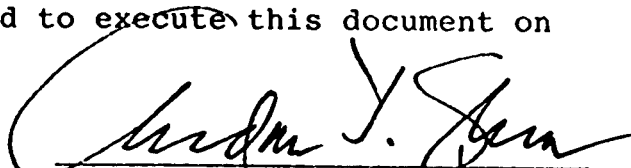
"ARTICLE 1

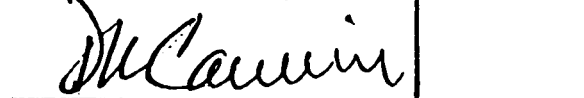
NAME

The name of this Corporation shall be:

McGrann Shea Franzen Carnival Straughn & Lamb, Chartered" K

The undersigned state that the foregoing is true and accurate and that they are duly authorized to execute this document on behalf of the Corporation.


Andrew J. Shea, President


Douglas M. Carnival, Secretary

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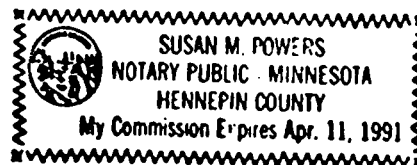
STATE OF MINNESOTA)

)ss:

COUNTY OF HENNEPIN)

On this 8th day of January 1990, before me personally appeared Andrew J. Shea and Douglas M. Carnival, to me known to be the persons described in and who executed the annexed and foregoing Amendment to Articles of Incorporation of McGrann Shea Franzen Carnival Straughn & Lamb, Chartered and who acknowledged that they executed the same as officers of said Corporation as their own free act and deed.

Susan M. Powers
Notary Public



STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 11 1990 K

John Andrew Howe
Secretary of State