



Office of the Minnesota Secretary of State
Minnesota Public Benefit Corporation / Annual Benefit Report
Minnesota Statutes, Chapter 304A



Read the instructions before completing this form
 Must be filed by March 31
 Filing Fee: \$55 for expedited service in-person, \$35 if submitted by mail

The Annual Benefit Report covers the 12 month period ending on December 31 of the previous year.
 Notice: Failure to file this form by March 31 of this year will result in the revocation of the corporation's public benefit status without further notice from the Secretary of State, pursuant to Minnesota Statutes, Section 304A.301

1. Corporate Name: (Required) DARK CLOUDS GBC

2. The public benefit corporation's board of directors has reviewed and approved this report.

3. In the field below, enter the information required by section 304A.301 subd. 2 or 3 for the period covered by this report, (see instructions for further information): Note: Use additional sheets if needed. (Required)

SEE ATTACHED

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than 30 days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

[Handwritten Signature]

Signature of Public Benefit Corporation's Chief Executive Officer

26 MAR 19

Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

BOARD@MNWONDERWALL.COM

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

ABRAHAM OPOTE

612 998 4115

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes No

2018 Dark Clouds GBC Annual Benefit Report



INTRODUCTION

More than any other sport, soccer brings people together. We gather together in parks around the world to play the game and in stadiums and in front of televisions to cheer for our teams. Every four years the entire planet slows down for a month to see which nation will win the men's World Cup, and the rapid growth of the women's game is beginning to captivate the world in much the same way. Soccer fans organize around our love of the game to better support our teams, contribute to community causes, and create works of art that express our devotion.

Being a soccer fan is being part of a community. Teams represent neighborhoods, cities, whole states and regions. Fans that identify with a team can put aside differences they might see between themselves and other fans so they can stand and sing, supporting the team that brings them together. That feeling of shared identity and unity of purpose can be intoxicating; urging your team forward as the minutes and tension pile up, singing songs to inspire the players until that breakthrough moment where they finally score that goal. It's not strange to see complete strangers turn to each other and high five or even embrace.

The Dark Clouds GBC facilitates that connection to the sport and to other fans. By creating section-covering banners called tifo, creating clothing and merchandise, and organizing travel to games across the country, fans come together to represent the team they have in common. We promote community events and activities that continue to build these relationships outside of the stadium stands. We help create relationships between people that can last for years and bring families together.

It isn't just about bringing people together, though. Once you've brought people together, they have the power to do great things. Volunteering in our community and donating to worthy causes is the at the center of what we do. That work and generosity is constantly reinforced as a social norm within our group, and those benefits are directed both toward the sport that unites us and toward the broader communities our diverse membership occupy.

Being part of a supporters group is a lifestyle. A love of sport, a passion in support, and a sense of duty to do good in and with the greater community.

HISTORY

The Dark Clouds were formed during the 2004 Minnesota Thunder season where a small group of like-minded soccer fans recognized each other around the stadium. They were all excited about the games and enjoyed good natured heckling of opposition athletes. They traveled together to away games, tailgated before home games, and sang and cheered throughout. As the team was named "The Thunder," they decided to refer to themselves as "Dark Clouds," an amusing in-joke to the good natured, welcoming group that had come together. It was a moniker that couldn't be farther from the true character of the founding fans.

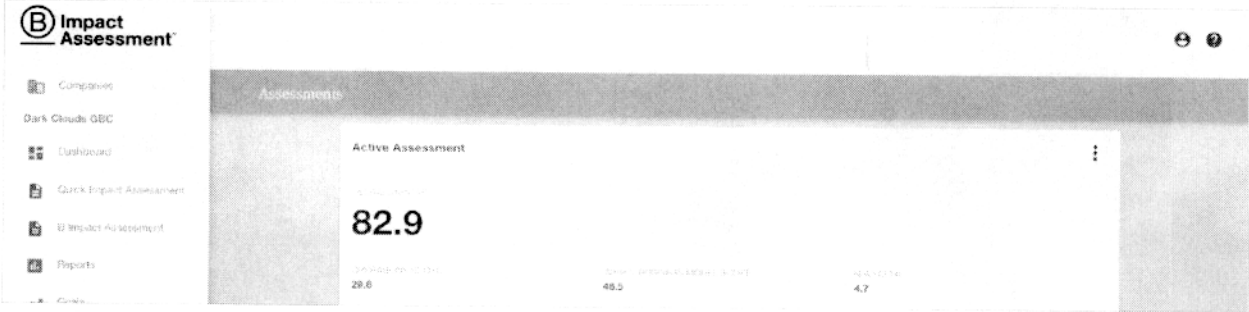
The soccer marketplace is a turbulent one, though, and the pro teams in Minnesota have changed names multiple times since then. NSC Minnesota Stars, Minnesota Stars, and now Minnesota United have all benefited from the Dark Clouds' support, waving the flag of the iconic cloud that has come to represent fans of Minnesota soccer.


Those years of relative uncertainty occurred during a period of growth and development in American professional soccer. Early in this period some fans incorporated as Blue Sky Soccer LLC to provide merchandise to Dark Cloud fans, and proceeds from that merchandise were donated to worthy, soccer-related causes like Nothing But Nets, Grassroot Soccer, and the Sanneh Foundation.

More recently, though, the sport is growing at a greater and greater pace, so the opportunity to do more to serve fans while also serving the community has increased exponentially. Since Minnesota United announced its move to Major League Soccer, we have seen the formation and growth of new supporters groups like True North Elite and Red Loons. These groups, which have their own unique identities but the same goal of supporting Minnesota soccer, are under the umbrella of this GBC. These groups partner with the Dark Clouds supporters group to both create an exciting game day experience in the stands and serve our community through volunteer and fundraising efforts.

Seeing this growth of the game is why we incorporated as a General Benefit Corporation (GBC). We have created an important presence in professional soccer in Minnesota, giving people something they can rally behind and use to demonstrate their support. We have partnered with Minnesota United to create a "supporters" section of the stadium where more passionate, dramatic shows of support like singing, flag waving, and tifo (large banner displays) are permitted. People are excited to be in that section, and they want to show their friends that they're part of that. It provides a game-day experience unlike anything else offered in the Minnesota sporting landscape, where supporting your team means getting involved at a greater level. Selling apparel and promoting events where fans can gather together generates and reinforces a sense of community, belonging, and excitement, as well as generating profit to spread our positive impact throughout Minnesota.

The Board of Directors chose to utilize the B Impact Assessment to help us measure what we are excelling with and what areas we need to work on improving. We scored 82.9 overall on the B Impact Assessment for our work in 2018. The community category was our strongest area at a score of 61.1, while customers was our weakest with a score of 1.1. Highlights from the B Impact Assessment follow.



 Governance	17.6
 Community	61.1
 Environment	3
 Customers	1.1
 Disclosure Questionnaire	NA

PARTNERSHIPS

Here are some specific ways we have succeeded in meeting our benefit statement.

IMPACT OF PARTNERSHIP WITH MNUFC

The GBC and Minnesota United enjoy a mutually beneficial relationship. In fact, it was our support of the previous team, Minnesota Stars FC, that convinced the current ownership group to purchase the team in 2012. The supporters contribute to the game day atmosphere and excitement with songs, drums, flags, and noise, and Minnesota United provides the soccer that our members love to watch.

Minnesota United recognizes the value of that relationship and supports the work of the supporters groups under the umbrella of the GBC as evidenced by their sale of a “supporters” season ticket. A portion of the proceeds from that ticket, located in the Supporters section of the stadium, is used to subsidize the activities of the Dark Clouds GBC. This year we saw an increase in supporters season ticket holders from roughly 1,300 in 2017 to 1,656 in 2018.

IMPACT OF OUR PARTNERSHIP WITH THE SANNEH FOUNDATION (TSF)

The Sanneh Foundation is a local youth nonprofit founded by Saint Paul native and former international soccer player Tony Sanneh. The organization has been a frequent partner of the Dark Clouds since their inception. The work of the Sanneh Foundation focuses on empowering kids, improving lives, and uniting communities in the Twin Cities and Haiti. TSF’s programs provide tutoring and mentorship for high school students in St. Paul Public Schools, the operation of Conway Community Center, and the Haitian Initiative program, supporting at-risk youth by connecting their education with soccer.

The GBC has functioned as fundraisers for the Sanneh Foundation by raising thousands of dollars through silent auctions and other fundraising efforts. Supporters also volunteered to serve at the TSF’s Twin Cities Burger Battle event and at the Conway Community Center by sorting donations. The GBC was an Olympic Level sponsor at TSF’s 2018 Gala4Goals fundraising event, donating \$4,000 to the organization for this purpose.

IMPACT OF OUR PARTNERSHIP WITH SOMALI AMERICAN YOUTH ENRICHMENT CLUB (SAYEC)

The Somali American Youth Enrichment Club (SAYEC) promotes positive development for young people in Minnesota through soccer, education, leadership, and community service. In 2018, SAYEC was one of the beneficiaries of the Dark Clouds Charity Card Club (DCCCC). To be part of DCCCC, individuals sign up to pledge a specific dollar amount per yellow and per red card earned by a Minnesota United player during the MLS season. From the DCCCC, the

SAYEC received \$4,900 in total donations, which included \$2,275 for U12 soccer goals, a \$1,500 cash donation, and \$1,125 for field paint, porta potties and other materials.

IMPACT OF OUR PARTNERSHIPS WITH SIGNIFICANT LOCAL BUSINESSES

The supporters groups affiliated with the GBC have made an effort to engage with many local businesses in the Twin Cities. We have several long-standing relationships with local breweries and bars and spent the 2018 season building more new partnerships. We have grown exponentially in the past year and now have over 1,600 members who are looking for places to meet and mingle before and after soccer games or watch away games on TV. We have continued or built new relationships with local businesses such as La Doña Cervecería, Blackeye Roasting, BlackStack Brewing, Broken Clock Brewing, Finnegans, Sisyphus Brewing and Small Cakes Apple Valley. We worked with these businesses to sponsor our annual bus trip to Kansas City, provide discounts to our members and to hold watch parties, pre- and post-game festivities, silent auctions, summits, and meetings.

We have formed partnerships with many women-owned or co-owned businesses in the Twin Cities, including Finnegans, Urban Growler, Sisyphus Brewing, FunDog Bandanas, and Small Cakes Apple Valley. From providing discounts to our members, to supplying beer and cupcakes for bus trips, we have so appreciated the support these businesses have offered our members. We have also provided them with business by hosting meetings and events in their breweries and working with FunDog to create dog bandanas to sell to our members. We have already expanded one of these partnerships in 2019 by making Finnegan's the official watch party location for True North Elite and hope to do even more to work with women-owned businesses in the future.

We also formed strong partnerships with Minnesota businesses to have a good portion of our merchandise made locally. We sourced almost all of the apparel that we sell from local printers, such as Phenom Print Studio, FunDog Bandanas and General Sports. We intend to expand our range of partners to include more local businesses in the Midway Saint Paul neighborhood, the location of the new MNUFC stadium, to build relationships with those in the community.

IMPACT HIGHLIGHTS OF 2018

- Silver Lining logged 963 volunteer hours through 14 events.
- Keepers of The North logged 407 volunteer hours through 15 events.
- \$3,782 in donations to The Sanneh Foundation.
- \$2,284 raised for Avenues for Homeless Youth through sale of 2018 Dark Clouds Pride Week scarf.
- \$4,900 raised for SAYEC through the Dark Clouds Charity Card Club fundraiser.
- \$230 raised for Saint Paul Central High School Foundation's Philando Castille scholarship fund by True North Elite.
- \$28,006 in revenue from clothing and merchandise sales.
- \$9,339 in revenue from stand-alone membership sales.

PURSUIT OF MISSION

The mission of the Dark Clouds GBC is to support professional soccer, serve and build communities, and create a welcoming, inclusive culture around the sport in Minnesota.

In 2018, the Dark Clouds GBC supported professional soccer in Minnesota by helping to sell season tickets. We did this by creating a culture and brand that is present at MNUFC games and that people are excited to be a part of. Season ticket sales are an important way for MNUFC to demonstrate its effectiveness, and helping to advertise and contribute to those sales shows support for the team that they can bring to stakeholders. Everyone is invited to participate in the MNUFC game day experience the supporters help create and this helps to foster a sense of community and keeps people invested in the team.

Extending beyond those efforts, the supporters create a point of entry for fans new to the game. The eye is drawn to our section, full of singing, flag-waving fans, many of whom marched into the stadium together. It is an environment that makes people want to become involved and allows them opportunities to connect with people who share similar interests.

Soccer is so much more than just the professional game, though. The GBC has served the youth soccer community in Minnesota by supporting the activities of Somali American Youth Enrichment Club and The Sanneh Foundation. We feel that it is important to give back to the community where our team plays and have a very strong culture of volunteerism. Our members are involved in striping fields and repairing nets with volunteer hours, staffing community events that connect people with resources in underserved neighborhoods, and contributing thousands of dollars to sponsor youth soccer programs in the Twin Cities. This allows our members a chance to both connect with people who share similar values and to make a difference in our community.

SERVE AND BUILD

In 2018, through the Dark Clouds Silver Lining and True North Elite's Keepers of the North volunteer groups, we contributed over 1,300 volunteer hours. Here are some of our projects for the year:

- Painting with Hearts and Hammers and Project for Pride in Living, fixing bikes for young people from low-income backgrounds with Free Bikes 4 Kidz, assisting young people with baking cookies at Cookie Cart, and helping at The Special Olympics of Minnesota.
- Staffing fundraising events benefiting our community, such as the Earth Day 5K Bee Run/Walk/Cleanup (Great River Coalition), the Twin Cities Burger Battle (The Sanneh Foundation), and the PurpleRideStride (Pancreatic Cancer Action Network).
- Participating in projects to improve our environment with the Mississippi Park Connection and Green River Greening.

Several of the community service projects and fundraising efforts performed in 2018 by Silver Lining and Keepers of the North benefited the Midway neighborhood and surrounding St. Paul community. It is important to us to give back to the area of the Twin Cities where the new MNUFC stadium resides.

Some examples of these volunteer efforts include staffing the Merriam Park Community Jam and National Night Out at the Hallie Q Brown Community Center. Keepers of the North also raised funds for Keystone Community Services, which serves residents of the Midway neighborhood. Next year, we hope to expand our impact on the Midway area, including, but not limited to, our involvement in the Allianz Field Community Benefits Fund conversations.

INCLUSIVE CULTURE

Soccer is a naturally inclusive sport. It is easy to travel to all corners of the world and join in a game and make new connections with people with whom you might not have any other common ground. Those interactions build communities wherever you are and allow you to grow as a person and see the world from a different perspective. Our goal is to enable our members to make a difference in the lives of people in Minnesota, while at the same time, providing an environment around the game that makes others feel comfortable and welcome. We are working to reach out to underserved communities and groups that may feel marginalized or even ignored, and provide them with a space where they feel comfortable to be themselves.

DIRECTIONS FOR 2019

- Build on the structure set forth by separating out Dark Clouds supporters group leadership from the Dark Clouds GBC Board and define what it means to be a MN Wonderwall affiliate supporters group.
- Increase the number of merchandise vendors available to our supporter groups who provide products that support living wages, recycled materials, and fair-trade policies.
- Diversify our connections to the community by adding more partnerships with minority and or women owned companies.
- Partner with the new nonprofit created later this year to bolster the volunteer efforts of our supporters.

The Dark Cloud GBC now represents several different supporters group beyond just the Dark Clouds, including True North Elite and Red Loons, which means that we needed to create a new structure so the Dark Clouds supporters group could maintain control of its identity. In 2018, a new structure was formed for a Dark Clouds supporters group board separate from the GBC board. Furthermore, we welcomed a new affiliate supporters group to the GBC, the Dark Glitterati. The work we do this coming year will focus on adding definition to how our affiliate supporter groups fit into the overall structure, from volunteer efforts to contributions to the committees who make this community what it is.

As an organization that designs and prints clothing for our members, we can do more to improve conditions for workers around the world in the textile industry. It is our goal to increase the use of vendors who support living wages, fair trade policies, and the use of recycled materials this year. By doing so, we hope to lead others to take a deeper look at how their clothing is made and supporting companies that make responsible business choices.

We are always looking to expand our list of partners and vendors. This year, our partnerships team will work to include more women-owned and people-of-color-owned businesses to that roster. We wish to highlight the wonderful breadth of options available to our members, and welcome the new perspectives these new vendors and their customers can bring to our soccer community.

In 2019, we will finalize the creation of a non-profit organization to represent Silver Lining, Keepers of the North, and other volunteer efforts of the supporters groups we represent. This is significant because this legal 501c3 status will allow our groups to apply for grants to support their work and pursue other fundraising opportunities. The ability to raise funds as an independent nonprofit organization will allow us to pursue even more wonderful volunteer work in our community.



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Secretary of State