

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

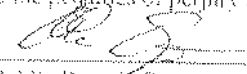
1. Corporate Name: (Required) DARK CLOUDS GBC

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 SUPPORTING DOCUMENTS

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.


Signature of Public Benefit Corporation's Chief Executive Officer

31 MAR 21
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 OPTI 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

2021 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. The rapid growth of the women's game is beginning to captivate the world in much the same way, with over 1,131,312 people alone attending the 2019 World Cup in France. 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 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 FC 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. We have seen the formation and growth of new supporters groups like True North Elite and Dark Glitterati since Minnesota United announced its move to Major League Soccer. 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.

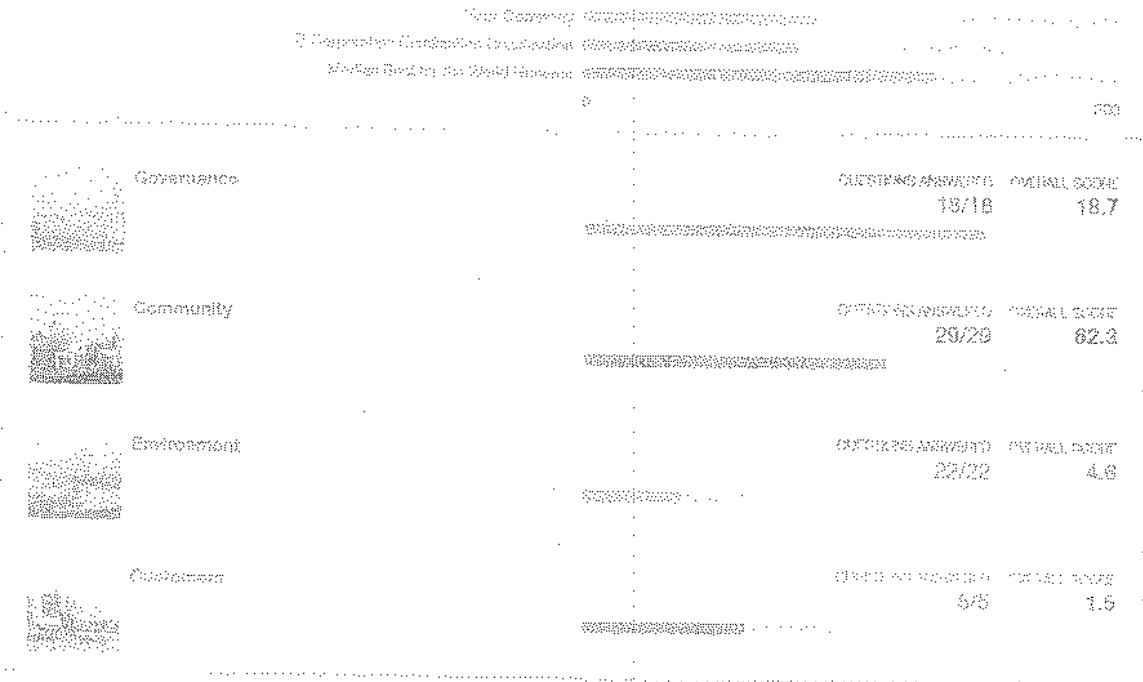
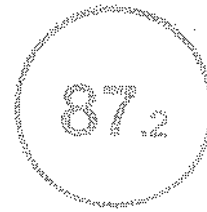
Seeing this growth of the game is why we incorporated as a General Benefit Corporation (GBC). We have created an important presence in professional soccer in Minnesota, giving people something they can rally behind and use to demonstrate their support. We have partnered with Minnesota United to create 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 87.2 overall on the B Impact Assessment for our work in 2020. The community category was our strongest area at a score of 62.3, while customers was our weakest with a score of 1.5.

Overall B Impact Score

Dark Clouds GBC

For fiscal year 1 on file December 31st, 2020



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 Allianz Field, is used to subsidize the activities of the Dark Clouds GBC.

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 Dark Clouds GBC was a Gold Level sponsor at TSF's 2019 Gala4Goals fundraising event, donating \$11,850 to the organization for this purpose. Unfortunately, 2020 saw a drastic reduction in all of our charitable giving, especially to the Sanneh Foundation, as the financial operations of the GBC were not sufficient to support them as the corporation normally would. That said, we still managed to donate \$1900 to them as a portion of the fund raised from the end of year Dark Clouds silent auction.

IMPACT OF OUR PARTNERSHIP WITH COLOR OF CHANGE AND THE MINNEAPOLIS FOUNDATION

Color of Change is the nation's largest online racial justice organization. They are a 7-million-member organization which uses their position to create a more human and less hostile world for Black people in America. In 2020, we donated \$1000 to their organization to advance racial justice in America. The Minneapolis Foundation is a similar organization, which drives collective action to realize strong, vibrant communities. They work with local organizations to best address the issues facing their community, and we donated \$1045 in matching funds to them after a fundraising drive.

IMPACT OF OUR PARTNERSHIPS WITH SIGNIFICANT LOCAL BUSINESSES

The supporters groups affiliated with the GBC have engaged with many local businesses in the Twin Cities. We have several long-standing relationships with local breweries and bars and spent the 2020 season building more new partnerships. We have grown exponentially in the past few years 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 Brew Co, and Sisyphus Brewing. We worked with these businesses to provide discounts to our members and, in a normal, non-pandemic year, 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, and Small Cakes Apple Valley. From providing discounts to our members, to supply 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. We expanded one of these partnerships in 2019 by making Finnegan's the official away 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 the apparel that we sell from local printers, such as Phenom Print Studio and General Sports. We intend to expand our range of partners to include more local businesses in the Midway neighborhood, the location of the new MNUFC stadium, to build relationships with those in the community.

IMPACT HIGHLIGHTS OF 2020

- Silver Lining logged 173 volunteer hours through 6 events.
- Keepers of The North logged 184 volunteer hours through 7 events.
- \$1900 in donations to The Sanneh Foundation.
- \$500 raised for Avenues for Homeless Youth through sale of 2020 Dark Clouds Pride Week scarf.
- \$1069 raised for Neighbors United Funding Collaborative.
- \$1900 in donations to Like a Girl from proceeds gathered at the Dark Clouds Charity Auction

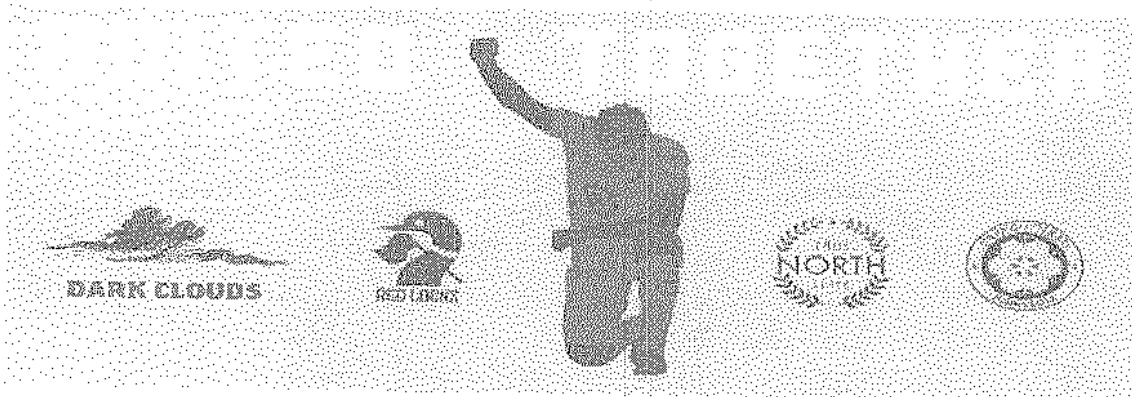
PURSUIT OF MISSION

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 2020, the Dark Clouds GBC supported professional soccer in Minnesota by supporting our supporters through an incredibly trying year. We did this by doing virtual watch parties, where we gave space for supporters to share in something approximating normalcy amid a global pandemic. 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.

Our supporters came together and produced cloth masks that were sold as a fundraiser as well, so that people who didn't have funds for vital personal protection equipment were able to get it for free. This meant supporters were able to show their supporters group affiliation while being a part of the Mask Up MN initiative.

Our tifo crew came together and created a powerful banner that stood in the Wonderwall (what we call the supporters section) in the place of supporters, who could not attend matches this year. Our revenue took a nosedive in 2020 because of the pandemic, but it was important to get out this message after the murder of George Floyd. We needed to signal to our supporters, our friends, our families, that we are here for each other in the middle of all the unrest. Included below is the artwork we put on that tifo.



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 2020, through the Dark Clouds Silver Lining and True North Elite's Keepers of the North volunteer groups, we contributed over 350 volunteer hours. Here are some of our projects for the year:

- Participating in projects to improve our environment with the Mississippi Park Connection, along with a fall and a spring Adopt a Highway event.
- Aiding our houseless community through a Logan Park Encampment volunteer event.
- Keepers of the North volunteering with TPT Be My Neighbor Day and a food drive at La Dona as a part of the Hallie's Heroes Food Drive event.

Several of the community service projects and fundraising efforts performed in 2020 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 participating in the Free Farmers Market at Allianz Field, along with the United Way Action Day with MNUFC. Keepers of the North also conducted a neighborhood cleanup event, ran another Change Starts with Me event, and joined the Silver Lining in participating in a Black Lives Matter mural painting event. We hope to expand our impact on the Midway area, including, but not limited to, our involvement with Like A Girl, and also deepen our connection to the North Minneapolis Community through Sol, a futsal focused organization that gives kids the opportunity to play competitive futsal in a positive environment while promoting giving back to the community.

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 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 2021 (AND BEYOND)

- Complete a full review of all financial operations and eliminate inefficiencies.
- 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.
- Assist MNUFC in broadening the scope of its community involvement focus beyond just the Midway neighborhood.
- Increase our involvement in youth development through working with partners such as Like a Girl and Sol to grow the next generation of supporters.

The work to define the structure in which the four supporters groups operate under the GBC is critical to ensuring stability and future growth of the organization. The board of the corporation and the board of the Dark Clouds used to be one in the same. This streamlined decision-making and allowed for clear delineation of responsibilities. The new structure has the corporation shifting to the governance role laid out in the by-laws and articles of incorporation, and the supporters groups determining the day-to-day actions of their members. The hard work of making this pivot started to bear fruit in 2020, and will be continued in 2021, because it not only makes sense for the GBC board but it is what the Supporters Group leaders all say their members want.

As an organization that designs and produces 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. 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. This change will start at the GBC level, and will ideally lead to our supporters groups making the same changes to deepen the connection to the textile industry and its workers.

We will also continue our work 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 perspectives these new vendors and their customers will bring to our community. We will also have more conversations with our existing vendors throughout the year, so that we can learn each other's challenges and see how we can collaborate to help overcome them. It is clear the pandemic hit many communities of color especially hard, and it is

imperative that we respond to that crisis with support and compassion. We will challenge ourselves to rise to this occasion and work in our communities for a better future.

Finally, we look to formally begin working with The DGS Foundation in 2021. They were formed by members of our soccer community and through them, groups like the Dark Clouds Silver Lining will be able to take advantage of fundraising opportunities that weren't legally allowed under the GBC umbrella. The GBC looks forward to supporting our member supporter groups' volunteer activities in conjunction with The DGS Foundation in 2021, monetarily and otherwise.



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Steve Simon

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Secretary of State