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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 document

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]

Signature of Public Benefit Corporation's Chief Executive Officer

3/31/2022

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:

mnwonderwall@gmail.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:

Andrew Beck (507) 630-0449

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

**2022 DARK CLOUDS
GBC ANNUAL REPORT**

- Introduction
- History
- B Impact Assessment
- Partnerships
- Pursuit of Mission
- Direction for 2022

INTRODUCTION

Soccer is a universal language. Across the world, people of all races, creeds, orientations, beliefs and ages come together around a ball and plot of land. People cheer, laugh, cry, sing, celebrate and feel every emotion possible around those two objects, it does matter if they are playing or watching, in person or on television. Soccer unites us all. Annually, the Champions League final is the most-watched event on tv and the women's game is growing at a rapid pace. Minnesota is no exception to that and that is why the Dark Clouds GBC exists.

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. By organizing travel across the country, creating massive banners called tifos and creating clothing and merchandise, the Dark Clouds GBC helps people come together around things they have in common. We help build lasting relationships between all groups, and not only during matches. Those bonds get deeper and stronger during community events and volunteering.

Our community represents members from many neighborhoods, cities, regions, states and countries around the world. Fans find themselves with their club, identifying with that uniting force allows them to cast aside differences they might see with those standing next to them. For the next 90 minutes and beyond, they sing, stand, eat, drink, yell, high five, hug, celebrate and hopefully have the opportunity to sing Wonderwall in unison at the end of it all. That shared experience and identity brings the newly-welcomed back for a second round and those that have been there for years never wanting to leave.

The Dark Clouds GBC mission goes beyond building relationships because we can accomplish amazing things once those relationships are built. Giving back to our community and donating to causes is at core of what we do. Those things aren't an occasional event either, it's part of our culture and a growing expectation in our organization. That generosity isn't solely directed back toward our sport, but to the broader community we work, live, worship and play in.

Being a soccer supporter isn't just about spending a few hours every weekend with friends watching players kick a ball on a plot of land. It's a passion, a love, a duty to give back and a universal language that connects us all.

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 Sannah 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 Red Lions 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.

B IMPACT ASSESSMENT

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 83.2 overall on the B Impact Assessment for our work in 2021. The community category was our strongest area at a score of 59.8 while customers was our weakest with a score of 1.5.

Overall B Impact Score



Dark Clouds GBC

For Fiscal Year End Date: December 31st, 2021



Your Company

B Corporation Certification Qualification

0

500



Governance

QUESTIONS ANSWERED OVERALL SCORE
15/18 18.4



Community

QUESTIONS ANSWERED OVERALL SCORE
37/42 59.8



Environment

QUESTIONS ANSWERED OVERALL SCORE
17/17 3.3



Customers

QUESTIONS ANSWERED OVERALL SCORE
4/4 1.5



PARTNERSHIPS

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.

PARTNERSHIPS

IMPACT OF OUR PARTNERSHIPS WITH 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 2021 season building more new partnerships. We have grown consistently in the past few years and now have thousands of 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 The Black Hart of St. Paul, Iron Door Pub, Eagan Arms Public House, Dual Citizen Brewing, La Doña Cerveceria, Summit Brewing Company, Ninth Street Soccer and Coffee and Pyles Brewing Company. We worked with these businesses to 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 and Sisyphus Brewing. 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 are always expanding those partnerships in new and exciting ways and hope to do even more to work with more minority & 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 MNUFC's stadium Allianz Field, to build relationships with those in the community.

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.

PURSUIT OF MISSION SUPPORT PROFESSIONAL SOCCER

Like in 2020, 2021 was a challenging year for the Dark Clouds GBC supporting professional soccer in Minnesota. The pandemic continued to affect the way we operated, especially early in the year. As the year continued and restrictions lessened, the GBC & our member supporters groups were able to start establishing a new normal.

As Allianz Field continues to have more fans with every passing game, the culture supported by the GBC creates an atmosphere and experience unlike any other in the market that keeps fans coming back match after match. Most everyone in the supporters section participates in an MNFC match, no matter if they are the one going wild leading chants or the one holding their scarf above their head to sing Wonderwall.

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.

PURSUIT OF MISSION

SERVE AND BUILD COMMUNITIES

In 2021 though the Dark Cloud Silver Linings, True North Elite's Keepers of the North volunteer groups and Red Loons, contributed \$11,147 & 700 volunteer hours. Here are some of the highlights of the year

- Silver Linings had 91 different volunteers working a total of 627 hours across 9 different events
- Dark Clouds raised and donated \$9321.22 to 4 different local nonprofits
- Keepers of the North had 7 different volunteer events totaling 63 hours and 13 individual volunteers
- The Red Loons donated \$1026.40 to 3 different local charities
- The Red Loons volunteers an incredible amount of hours to local soccer related community groups
- The Thunderwall raised roughly \$800 that went to providing children music lessons

Several of the community service projects and fundraising efforts performed in 2021 by Silver Lining and Keepers of the North benefited the Hamline-Midway neighborhood and surrounding St. Paul community. It is important to us to give back to the area of the Twin Cities where Allianz Field resides. Next year, we hope to expand our impact on the Midway area deeper relationships the Hamline-Midway Coalition and Keystone Community Services.

PURSUIT OF MISSION

WELCOMING, INCLUSIVE CULTURE

Soccer is a naturally inclusive sport. It is easy to travel to any corner of the world and join in a game and make new connections with people with whom you might not have any other common ground. These 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.

DIRECTION

- Build on the GBC success and start professionalizing the organization by engaging with talent help the organization grow
- Conduct a survey of our membership in an effort to better understand our demographics and thoughts of members
- Increase the number of merchandise vendors available to our supporter groups that support living, recycled materials and fair-trade policies
- Diversify our connections to the community by adding more partnerships with minority and or women owned businesses.
- Build a deeper partnership with DGS Foundation 501(c)3 and partner with them on more and deeper projects in the community
- Increase our involvement with youth development partner organizations such as Like a Girl and Sol to grow the next generation of players and supporters
- Grow our presence in the Midway community and beyond partnering with MNUFC where possible

After the past few years of transitions of defining and separating the work the GBC does and the work our member Supporter Groups do, as an organization we reached a solid baseline of roles and responsibilities. This allows leaders to focus on what their role is and to move quickly. That ability has also led to the GBC having a significant amount of growth over the past few years and the board believes it is time to start bring in professionals to assist current volunteers in handling operational roles like accounting and finance & communications.

Another benefit of the maturity we've reached it allows other members of leadership to take on additional projects such as a member survey. While leadership at all levels has a finger on the pulse of the membership and SG's have taken on smaller surveys, this will be the biggest and most comprehensive survey the WW has ever taken of it's membership. This will give us new insights and ideas into who exactly our membership is but also what they are looking for.

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.

In 2021 the DGS Foundation was founded, an independent 501(c)3 that grew as an extension of the Dark Clouds Silver Lining, to help impact our community. The GBC wants to continue our partnership with the 501(c)3 allowing the GBC to use new fundraising opportunities.



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Steve Simon

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Secretary of State