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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 (DBA Wonderwall)
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.

Abe Opoti

Signature of Public Benefit Corporation's Chief Executive Officer

2/26/20

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 Opoti

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

2020 Dark Clouds GBC Annual Benefit Report



Table of Contents

Introduction

History

Partnerships

Pursuit of Mission

Inclusive Culture

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 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.

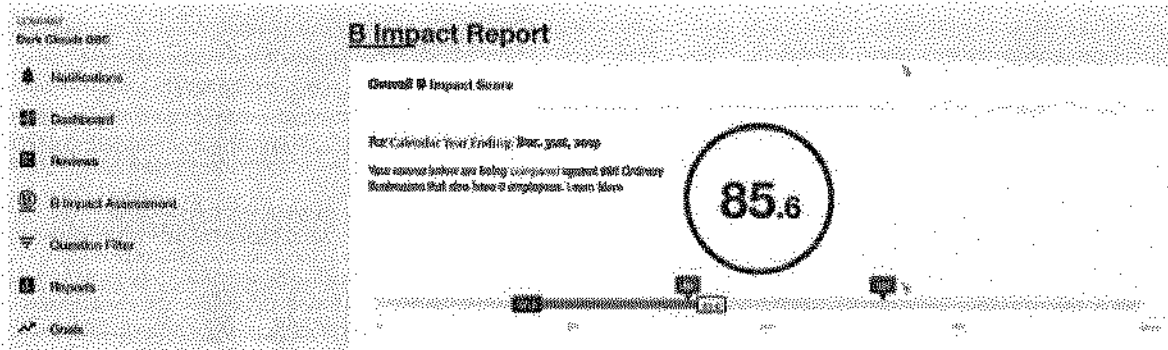
The soccer marketplace is a turbulent one, though, and the pro teams in Minnesota have changed names multiple times since then. NSC Minnesota Stars, Minnesota Stars, and now Minnesota United FC have all benefited from the Dark Clouds' support, waving the flag of the iconic cloud that has come to represent 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 85.6 overall on the B Impact Assessment for our work in 2019. The community category was our strongest area at a score of 62.4, while customers was our weakest with a score of 1.1.



Impact Area Scores:

	Governance	18.7	+
	Community	62.4	+
	Environment	3.2	+
	Customers	1.1	+

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. This year we saw an increase in supporters season ticket holders from 1,656 in 2018 to nearly 1,800 in 2019.

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 unifying 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.

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 2019, SAYEC was again 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 \$1,027 in total donations, which included \$325 for U12 soccer goals, a \$702 cash donation, and \$1633 for two machines tune up, paint, supplies, portable toilet rental.

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 2019 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, Finnegan's Brew Co, 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 Finnegan's, 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 have already 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 2019

- Silver Lining logged 650 volunteer hours through 11 events.
- Keepers of The North logged 684 volunteer hours through 9 events raising \$6749.12.
- Red Loons logged 103 volunteer hours through 5 events.
- \$13,035 in donations to The Sanneh Foundation.
- \$635 raised for Avenues for Homeless Youth through sale of 2019 Dark Clouds Pride Week scarf.
- \$1027 raised for SAYEC through the Dark Clouds Charity Card Club (DCCCC) fundraiser.
- \$350.52 raised for Saint Paul Central High School Foundation's Philando Castille scholarship fund by True North Elite.
- \$3212.81 in donations to Like a Girl in combined fundraising efforts from the DCCCC and Keepers of the North through Dual Citizen Brewing Company

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 2019, the Dark Clouds GBC supported professional soccer in Minnesota by helping to sell season tickets. We did this by creating a culture and brands that are present at MNUFC games 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.

2019 also saw the birth of the Thunderwall, the heartbeat of the supporters section. Previously, the drums that played were controlled solely by the supporters groups who bought them. In moving to Allianz Field, various supporters who tired of the fractured, often disjointed nature of separate SGs drumming thought it best to unite efforts. The GBC had worked with MNUFC to get a dedicated space in the new supporters section for the drums, and it is where Thunderwall now calls home. The drums in that well were funded largely from corporate funds, as the GBC saw value in unifying the sound of the section of the drums.

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 2019, through the Dark Clouds Silver Lining and True North Elite's Keepers of the North volunteer groups, we contributed over 1,400 volunteer hours. Here are some of our projects for the year:

- Working with Green Garden Bakery and Project for Pride in Living, fixing bikes for young people from low-income backgrounds with Free Bikes 4 Kidz, volunteering at The Trevor Project, and helping at The Special Olympics of Minnesota.
- Staffing fundraising events benefiting our community, such as the Fourth Annual 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.
- Multiple Midway cleanup events hosted by the Red Loons at Black Hart of Saint Paul
- Keepers of the North volunteering with Mile in my Shoes touching the lives of those without permanent homes and people exiting incarceration.

Several of the community service projects and fundraising efforts performed in 2019 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 2020 (AND BEYOND)

- Refine the budgetary process through which Supporters Groups request funds for their activities.
- 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.
- Diversify our charitable giving to increase the number of charities we can learn from and communities we can get to know better.

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 financial operations have gained in attention as a result, and 2020 will see additional structure put in place to facilitate supporter activities with clear mandates of how to proceed.

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.

Finally, we look to formally begin working with The DGS Foundation in 2020. 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 2020, monetarily and otherwise.



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