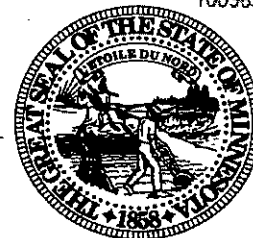




Office of the Minnesota Secretary of State
Minnesota Public Benefit Corporation / Annual Benefit Report
Minnesota Statutes, Chapter 304A



82061750024

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)

Please 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

27 MAR 2018

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@dark-clouds.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:

Samantha Solberg

(615-261-1138)

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



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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 clothing and merchandise and organizing travel to games across the country, fans recognize that thing they have in common. We promote events and activities that continue these relationships outside of the stands. We build 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 that 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 the Dark Clouds GBC 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 first began 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 the fans of Minnesota soccer.

Those years of relative uncertainty have 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 the Dark Clouds 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 Dark Clouds as a General Benefit Corporation (GBC). The Dark Clouds have created their own history and presence by supporting professional soccer in Minnesota, giving people something they can rally behind and use to demonstrate their support. We have partnered with Minnesota United to offer a special "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, even on non-game days. 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 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 69.6 overall on the B Impact Assessment. The community category was our strongest area at a score of 45.5, while environment was our weakest with a score of 7.0. Highlights from the B Impact Assessment follow.

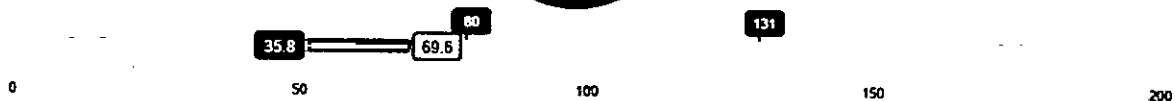
Overall B Impact Score

Dark Clouds GBC






For Calendar Year Ending: Dec. 31st, 2017

Your scores below are being compared against 232 Ordinary Businesses that also have 0 employees.

69.6



Impact Area Scores

	Governance	17	+
	Workers	NA	
	Community	45.4	+
	Environment	7.1	+
	Customers	NA	

PARTNERSHIPS

The Dark Clouds GBC is creating an impact on Minnesota Soccer culture. Here are some specific ways we have succeeded in meeting our benefit statement.

1. IMPACT OF PARTNERSHIP WITH MNUFC

The Dark Clouds and Minnesota United enjoy a mutually beneficial relationship. In fact, it was our support of the previous team, Minnesota Stars FC, which convinced the current ownership group to purchase the team in 2012. The Dark Clouds contribute to game day atmosphere and excitement with the songs and demonstrations of support, and Minnesota United provides the soccer that our membership is dying to see.

Minnesota United recognizes the value of that relationship and supports the work of the Dark Clouds GBC as evidenced by their sale of a "Dark Clouds Supporters" branded season ticket. That ticket, located in the Dark Clouds Supporters section of the stadium, uses a portion of its price to subsidize the activities of the Dark Clouds GBC. This year we will see an increase in Dark Clouds season ticket holders from 520 to over 900.

2. 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 game they love.

The Dark Clouds GBC has functioned as fundraisers for the Sanneh Foundation by donating thousands of dollars through silent auctions and other fundraising efforts. Supporters also volunteer to serve at the TSF's events, such as the Twin Cities Burger Battle, or at the Conway Community Center by sorting donations or painting. In January 2017, several Dark Clouds GBC members traveled to Haiti with the Haitian Initiative and we subsidized sending 6 members to Haiti for volunteer work. The Dark Clouds GBC served as a MYSA Level \$1,500 sponsor for TSF's 2017 Gala4Goals. The organization is also an Olympic Level sponsor at 2018 Gala4Goals event, donating \$4,000 to the organization for this purpose in 2017.

3. 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 2017, SAYEC was the beneficiary 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. The \$3800 collected from Dark Clouds members was used to provide 120 tickets for MNUFC games to youth involved in SAYEC (thanks to a partnership with Minnesota United). Money contributed through DCCCC was also spent to support the club's soccer field maintenance as well as provide a general purpose donation to further the club's mission.

4. IMPACT OF OUR PARTNERSHIPS WITH SIGNIFICANT LOCAL BUSINESSES

The Dark Clouds 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 2017 season building more new partnerships. We have grown exponentially in the past year and now have over 1,300 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 the Nomad World Pub, Lake Monster Brewing, BlackStack Brewing, the Dubliner, Town Hall Brewing and many other local bars and breweries. 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 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 two local t-shirt printers, Chux and General Sports. We also worked with Wear-a-Knit in Cloquet, MN to make hats. We are looking to continue this in the coming year as well as expand our local partners by working with businesses like Phenom Print Studio in Minneapolis.

5. AREAS FOR IMPROVEMENT

We intend to expand our range of partners to include more women- and minority-owned local businesses. We seek to partner with more local businesses in the Midway Saint Paul neighborhood, the location of the new MNUFC stadium, to build relationships with those in the community. The Dark Clouds GBC brand is something that we are currently building and considering what kind of businesses we wish to be associated with in the future is an important step.

IMPACT HIGHLIGHTS OF 2017

- 148 active volunteers, with 1,035.5 volunteer hours contributed through 15 Silver Lining events and Keepers of The North logged 265 volunteer hours last year.
- \$7,900 in total donations to The Sanneh Foundation.
- \$2,000 donation to the Saint Paul Central High School Foundation's Philando Castille scholarship fund.
- \$2,000 raised for Avenues for Homeless Youth through sales of our 2017 Pride Week celebration scarf.
- \$4,431 raised for SAYEC through the Dark Clouds Charity Card Club fundraiser.
- \$35,390 in revenue from clothing and merchandise sales.
- \$10,430 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 2017, 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 Minnesota United 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. Every person who comes to a Minnesota United game is invited to participate in the 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 Dark Clouds create a point of entry for fans new to the game. The eye is drawn to our section, full of singing, flag-waving fans that 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 Dark Clouds have 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 that our team plays in 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 clinics and 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 2017, through the Dark Clouds Silver Lining and True North Elite Keepers of the North volunteer groups, we contributed over 1,300 volunteer hours. Here are some of our projects for the year:

- Traveling to Haiti for a week-long Silver Lining service trip to conduct on the ground service with The Sanneh Foundation Haitian Initiative.
- Packing meals at Feed My Starving Children, fixing bikes for young people from low-income backgrounds with Free Bikes 4 Kidz, helping to build a shed and compost bin for the youth-run Green Garden Bakery, and working with The Sanneh Foundation for a series of Halloween soccer clinics for youth in Shakopee and Minneapolis.

- 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), the Northeast Food Truck Rally (Meals on Wheels), and the PurpleRideStride (Pancreatic Cancer Action Network).
- Participating in projects to improve our environment like an Afton State Park cleanup and a Midway cleanup and environmental awareness project with Friends of The Mississippi.

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 who 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 the state of 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, groups that may feel marginalized or even ignored, and provide them with a space where they feel comfortable to be themselves.

DIRECTIONS FOR 2018 (AND BEYOND)

- Position the Dark Clouds GBC for sustainability and growth by creating a structure in which several affiliate supporters groups may work together to support soccer in Minnesota while maintaining their own identity and culture
- Create more opportunities for engagement among soccer supporters and the broader community
- Build a safer space for supporter interaction by creating a Supporters Conduct Review Board and new Code of Conduct

The explosive growth of the soccer supporters' community in Minnesota has highlighted some new challenges in our structure. To accommodate the many new and growing affiliate supporters groups coming under our umbrella, we are changing the model of our organization in order to remove some of the obstacles that can limit our growth. Some of the actions we plan to take include increased communication from the GBC board, fostering collaboration between the affiliate supporters groups, and empowering supporters groups to establish their identities while remaining a part of a larger umbrella organization. We are also working to clarify the split in leadership structure between the Dark Clouds supporters group and the Dark Clouds GBC.

One of the most important aspects of the Dark Clouds GBC is supporting community involvement and engagement through volunteer activities. We have put forth a challenge to our members this year to do at least five hours of volunteer work in their community. In addition to the volunteer goal, we plan to surpass our 2017 donation total of \$10,000 to local non-profits because we strive to outdo ourselves whenever possible. Furthermore, the Silver Lining and Keepers of the North volunteer groups are currently working to form a 501c3 to support more charitable work in the community.

The MNUFC supporters section is moving next year into a brand-new facility, one we hope to call home for a very long time. As part of that move, we will continue to ensure that the team understands the needs and concerns of the supporters. We will continue to partner with MNUFC to make sure the section is a safe place for people from all walks of life to show their love of the beautiful game. To support this work, we are creating a new Code of Conduct, which MNUFC will help communicate to those in the supporters section and we will form a Supporters Conduct Review Board made up of individuals from across supporters groups to address any violations of this Code of Conduct.



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