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**Annual Benefit Report**  
**of**  
**Portia's Desk, SBC**  
**A Minnesota Specific Public Benefit Corporation**

**March 28, 2023**



Portia's Desk, SBC ("Portia's Desk"), was incorporated on January 21, 2016 as a Specific Benefit Corporation, under Minnesota's Public Benefit Corporation Act (the "Act"). Pursuant to Section 304A.101 of the Act, Portia's Desk's specific public benefit purpose is:

**To assist in the development of a thriving social enterprise sector.**

### *Our History*

Portia's Desk was founded by Kim Lowe, a business law attorney in Minneapolis, who works locally and nationally on the development of the social enterprise sector. In keeping with a desire to provide services and thought leadership beyond the legal services, Portia's Desk was created as a compilation of insights and advice and services designed to make the entry and operation of enterprises – both for-profit and nonprofit – more accessible and understandable to both longtime veterans of the social enterprise or nonprofit worlds and those venturing into this brave new sector for the first time. Thematically, Portia's Desk combines law, literature, business and insight into a platform that provides assistance to the development of a thriving social sector.

### *Our Name*

Portia's Desk takes its name from the protagonist of Shakespeare's *Merchant of Venice*, whose legal prowess and resourcefulness effectively bend the will of the law to her own creative aims. Portia, the character, embodies the essence of this endeavor. Portia's story embodies many of the symbolic challenges faced by social entrepreneurs.

Consider the inscriptions on the outside of the gold, silver and lead caskets suitors of Portia must select between in order to win her hand in marriage:

Gold	"Who chooseth me shall gain what many men desire."
Silver	"Who chooseth me shall get as much as he deserves."
Lead	"Who chooseth me must give and hazard all he hath"

And then consider the contents of each casket:

Gold	a skull with a message: "All that glisters [glitters] is not gold ..."
Silver	a picture of an "idiot," with a message "So be gone: you are sped. Still more fool I shall appear by the time I linger here with one fool's head I came to woo, but I go away with two"
Lead	a picture of Portia.

The suitor who selects the casket with the picture of Portia wins her hand in marriage. The lottery in the *Merchant of Venice* symbolizes the choices and challenges social entrepreneurs face and must consider.

And then of course there is Portia, the lawyer, who uses her quick-wit to find a technicality in her father's legal battle with Shylock. Portia's famous lines: "*The quality of mercy is not strain'd, it droppeth as the gentle rain from heaven upon the place beneath: it is twice blest; it blesseth him that gives and him that takes . . .*" embody the essence of social entrepreneurship and all that Portia's Desk hopes to help others achieve.

## *Report*

For the period from January 1, 2022 to December 31, 2022, Portia's Desk continued to pursue the specific public benefit purpose stated in its articles of incorporation in the following ways:

- Grappling with the COVID Pandemic -- continued
  - In 2020 and 2021, we reported the following “Throughout the Pandemic, Ms. Lowe has continued to provide support and resources for social enterprises that are suffering massive loss during the Pandemic. In addition, Ms. Lowe and Avisen Legal have been working with social enterprise incubators to re-tool their delivery of services to meet the needs of social entrepreneurs during the COVID Pandemic.” In 2022, we doubled down on this work and now that we are putting the Pandemic behind us, we are starting to move forward again.
  - Throughout 2022, we spent more time working in the shared economy assisting various cooperatively owned projects move forward. The cooperative movement is finding a rebirth and we are front and center to assist.
- Social Enterprise Policy Work:
  - Ms. Lowe serves as a Uniform Law Commissioner from the State of Minnesota. In this capacity, Ms. Lowe drafts uniform laws that address legal issues that are best addressed uniformly state by state. Ms. Lowe intentionally and mindfully forces the examination of legal proposals that result in different outcomes for groups and races. To the end:
    - Ms. Lowe participated and continues to participate on a national drafting committee working on a methodology to remove racial restrictive covenants from real estate records. While all acknowledge that revising and amending real property records today to remove restrictive covenants does not undue the harm and of the past, hopefully this symbolic legislative effort might create a point of distinction going forward.
- Website/Blog:
  - Portia's Desk's website has taken a hiatus as Ms. Lowe builds out the thought leadership and content of Avisen Legal, P.A., the law firm Ms. Lowe and others founded in August 2017. The Avisen Legal website: <https://www.avisenlegal.com/> contains a growing repository of articles and presentations related to legal issues encountered by social entrepreneurs. Content, thought leadership and guidance at Avisen Legal is provided primarily by Ms. Lowe and others.
- Impact Counsel:
  - Avisen Legal continued with its second year of its Impact Counsel practice group, a legal practice group that practices at the intersection of impact investing and legal counsel. The Impact Counsel works with projects, investors, companies and teams focused on sustainability and social impact who mobilize resources to advance the public good.
- Speaking and Convening:
  - Portia's Desk's founder, Kim Lowe, travels and speaks nationally regarding legal tools and options possible for social enterprise. She also assists in various legislative efforts to develop and pass laws that facilitate social enterprise.
  - Portia's Desk educates legal and business communities about social enterprise options and legal and tax issues related to this form of business operation.
- Model Nonprofit Corporation Act.
  - Ms. Lowe served as member of the drafting committee that just completed the 4<sup>th</sup> edition of the Model Nonprofit Corporation Act. This process, undertaken by the Business Law Section of the American Bar Association, started in 2016 and involved hundreds of hours of work. The final version of the Model Nonprofit Corporation Act was approved in September of 2021 and copies were released to the public Winter of 2022.
- The intersection of nonprofit and for-profit enterprises. Ms. Lowe, in her law practice, continues to examine and create relationships between for-profit and nonprofit enterprises that allow market driven forces to solve social problems more efficiently.

It is important to note that Kim Lowe does not deliver legal services through Portia's Desk. Kim Lowe practices law at Avisen Legal, P.A., a Minneapolis law firm, where she is a founding shareholder and CFO. Her legal practice does provide services to social entrepreneurs. Ms. Lowe wears many hats as a legal practitioner and professional leader. These various roles often blend and cross lines with respect to the thought leadership work of Portia's Desk.

Portia's Desk succeeded in achieving the goals of its specific public benefit purpose by

- Providing insights and thought leadership to both the social enterprise sector as well as the broader business and legal sector.
- Helping to legitimize benefit corporations and other social enterprise vehicles for business.

#### **CERTIFICATION BY THE BOARD OF DIRECTORS**

The undersigned, being all the directors of Portia's Desk, SBC, hereby acknowledge and certify that we have reviewed and approved the enclosed Annual Benefit Report.



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Kimberly Lowe

#### **SUBMISSION**

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 provided all required information 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.



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Kimberly A Lowe  
President



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OFFICE OF THE SECRETARY OF STATE  
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A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State