



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

- File Number 8200175 00024
- Corporate Name: (Required) Dark Clouds GBC
- The public benefit corporation's board of directors has reviewed and approved this report.
- 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 report, reviewed and approved by the board of directors.

5. 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

3/31/23

Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

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List a name and daytime phone number of a person who can be contacted about this form:

Margaret Hejer

Contact Name

651-276-2164

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

#40 cash
OK

Business Record Details »

Minnesota Business Name
Dark Clouds GBC Inc.

Business Type

Business Corporation (Domestic)

MN Statute

302A

File Number

820017500024

Home Jurisdiction

Minnesota

Filing Date

3/30/2015

Status

Active / In Good Standing

Renewal Due Date

12/31/2023

Public Benefit Corp - General Benefit Renewal Due Date

03/31/2023

Registered Office Address

2648 Marshall St NE
Minneapolis, MN 55418-2616

A

Number of Shares

10000

Registered Agent(s)

(Optional) Currently No Agent

Chief Executive Officer

Andrew Beck
1888 Feronia Ave
St. Paul, MN 55104
USA

Principal Executive Office Address

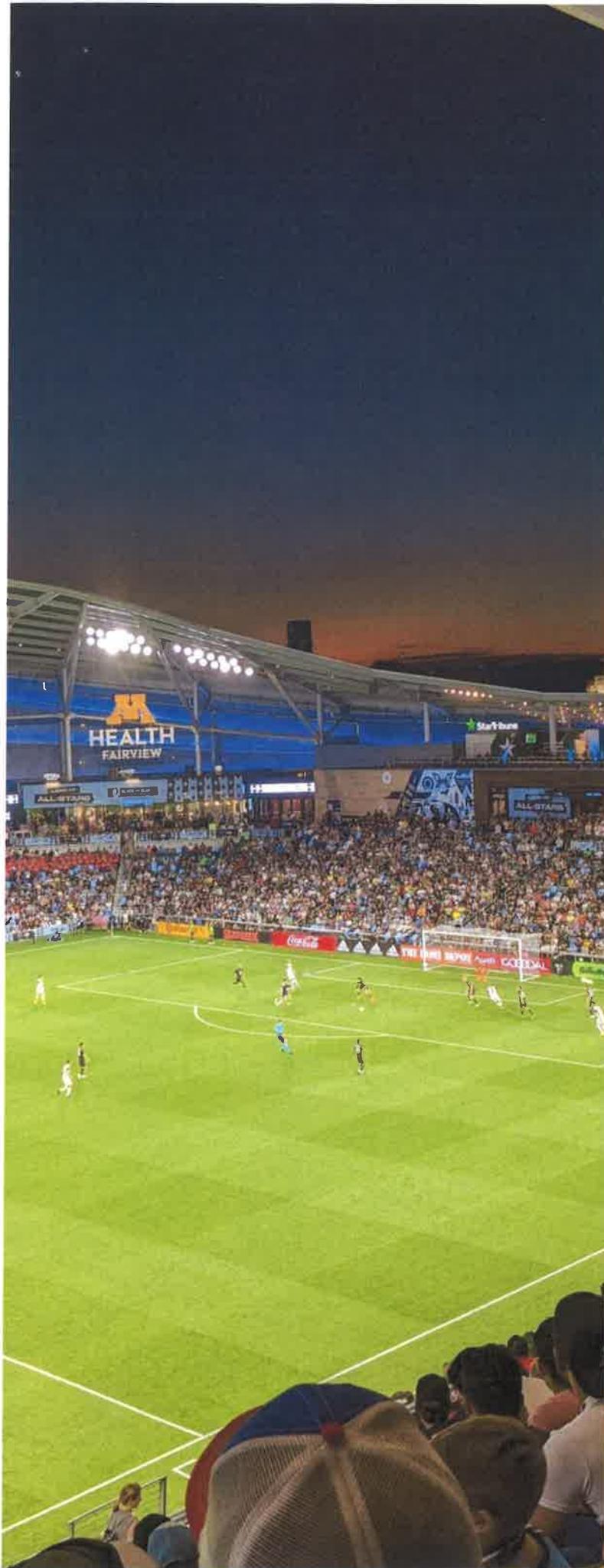
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Dark Clouds GBC: 2023 Annual Report



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- Partnerships
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Introduction

Soccer is the universal game. Across the world it brings people from diverse backgrounds together to share a passion for their teams, their communities and their sport. We can see this on display on the global stage when every few years the entire planet slows down for a month to see which nation will win the World Cup. The love of the game, however, begins at the local level because beyond the excitement of the competition and the spectacle of the matchday, soccer builds community. Soccer fans organize around our love of the game to better support our teams, create works of art that express our devotion, and perhaps most importantly have a positive impact on our communities.

The mission of the Dark Clouds GBC is to support professional soccer, serve and build communities, and create a welcoming and inclusive culture around the sport in Minnesota. We accomplish this by creating section-covering banners called tifo, cultivating a vibrant matchday atmosphere with drums and song, creating clothing and merchandise, and organizing travel to games across the country. Fans come together to represent the team they have in common, and the passion for this sport and for Minnesota United FC allows us to set aside differences. Through leaning into this common identity we promote a culture within our supporters that is inclusive and welcoming to all.

Our mission, however, extends beyond the matchday. We promote community events and activities that continue to build these relationships outside of the stadium. Volunteering and donating to worthy causes is at the heart of what we do. Through partnering with local organizations and supporting their work, either financially or through volunteer work we are able to extend the impact of our supporters groups. Often, these volunteer hours are where our strongest relationships are formed.

Being part of a supporters group isn't just about cheering for 90 minutes on matchday, it's about a love of soccer, a passion for support, and a duty to do good in and continue to build the community around the game.

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 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. 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 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.

History (continued)

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, drumming 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 revenue 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 99.1 overall on the B Impact Assessment for our work in 2022. This is an increase of almost 16 points over the previous year. The community category was our strongest area at a score of 78.5, while customers was our weakest with a score of 1.0. Highlights from the B Impact Assessment follow.

Overall B Impact Score

Overall B Impact Score



Dark Clouds GBC

For Fiscal Year End Date: **31 Dec 2022**



Governance

QUESTIONS ANSWERED: 17/17
OVERALL SCORE: 15.7



Community

QUESTIONS ANSWERED: 47/47
OVERALL SCORE: 78.5



Environment

QUESTIONS ANSWERED: 27/27
OVERALL SCORE: 3.7



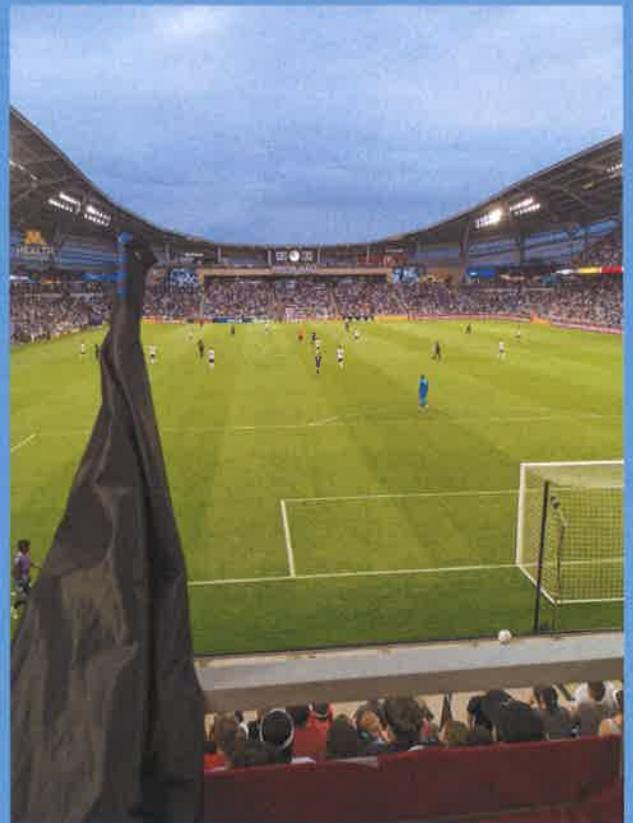
Customers

QUESTIONS ANSWERED: 4/4
OVERALL SCORE: 1.0



Partnerships

Here are some specific ways we have succeeded in meeting our benefit statement.



Impact of Our Partnership with Minnesota United

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 matchday 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. Membership in one of our supporters groups is included in the ticket and a portion of the proceeds from that ticket are used to subsidize the activities of the Dark Clouds GBC. We continue to try to help the team to grow our section.

In addition to this partnership we continue to look for new ways to strengthen our relationship with the team through promoting their community engagement efforts, such as donation drives and neighborhood clean ups. Early in the 2022 season we were also able to partner with the team to provide high quality masks to fans who wished to attend matches but had concerns about the level of Covid-19 within the community. The “Safe & Loud” campaign also allowed both organizations to promote additional resources, such as vaccination clinics, in the area.

Impact of Our Partnership with Local Business

The supporters groups affiliated with the GBC 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 last year working to strengthen those relationships as we move to a “new normal” following the Covid-19 pandemic. We have seen renewed engagement in the last year as more supporters 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 Saint Paul, Dual Citizen, Iron Door Pub, Pryes Brewing, Summit Brewing and La Doña Cervecería to name a few. We worked with these businesses to provide discounts to our members and to hold watch parties, pre- and post-game festivities, silent auctions, summits, fundraisers, 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 local printers, such as Phenom Print Studio, Antibroadcasting and General Sports. We also seek to use local designers where possible. We continue to expand our range of partners to include more local businesses.

Impact of Our Work with Community Organizations

Since the Pandemic and the community uprising in 2020 there has been a growth of mutual aid organizations in the Twin Cities area. One way that the Dark Clouds GBC has been able to support our local area is by supporting those organizations. Our supporters groups hosted several supply drives to help support organizations Emma Norton, the Hallie Q. Brown Community Center and CANMN. Utilizing times when our supporters would normally gather, like watch parties, provides a seamless way for our supporters to continue to give back. Additionally we have been able to boost these donations through working with our other partners, for example at one of the CANMN drives Pries donated a beer for anyone who brought a donation. We will continue to work on fostering these types of partnerships in the coming year.

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.



Photo Credit: MattJPhoto.net

Support Professional Soccer

2022 marked our first year in what has become our new normal following the Covid-19 pandemic. While the case counts were still fairly high at the start of the season, within a few months they began to level off and we saw a renewed energy for supporting MNUFC in the stadium. Our matchday support is entirely volunteer run and while the pandemic was difficult on our base of volunteers this renewed energy has brought in new volunteers and a renewed sense of purpose to the organization.

The 2022 season also saw the return of one of our most visible forms of support: tifos. Tifos are large banners, often covering most or all of a section, that are displayed to show support for the team. We displayed five tifos last year, including one showing support for the people of Ukraine following Russia's invasion, and another for LGBTQ+ Pride night stating that "This Game Belongs to All of Us". Tifo is not only a way to show support for the players on the pitch but also an important way to show support and solidarity for causes important to us.

Support during matches continues to be loud and passionate, drawing the eye and the ear of all those in Allianz Field. The Thunderwall, our volunteer drummers, continues to grow in their numbers, offering even more people a way to get involved in the matchday atmosphere. Our matchday team continues to find ways to get more people involved, whether by teaching new folks the words to a song or handing them a flag to wave. This grassroots effort during the game has been at the core of our organization since it began and as we have grown it has continued to be at our core.

Serve and Build Communities

In 2022 the Dark Clouds Silver Linings, True North Elite's Keepers of the North, and Red Loons contributed \$13,259.79 and volunteered more than 805 hours. Here are some of the highlights:

- Silver Linings had 79 different volunteers over 8 different events within the community including; 2022 5K Bee Run and River Cleanup, Central Honors Philando, Free Bikes 4 Kids - MN Ironman Ride, Green Garden Bakery Event, PanCan Purple Stride, Second Harvest Heartland, Twin Cities Oktoberfest and University Avenue Clean-Up.
- Keepers of the North had 10 volunteers at 5 different events.
- Dark Clouds contributed \$1280 from the sale of their LGBTQ+ Pride merchandise to Avenues for Homeless Youth.
- True North Elite members contributed \$288.79 to UnRestrict to support access to reproductive healthcare.
- Dark Clouds' annual end of season silent auction event raised \$4,424 to support Como Park High School's soccer program and The Urban Village nonprofit, both organizations who are helping to make the game of soccer more accessible to our community.
- Dark Clouds continued a tradition of "rewarding bad behavior" by having members pledge to donate for each yellow and red card discipline Minnesota United players received during the season, through the Dark Clouds Charity Card Club (D4C). This effort raised \$5,174 to support ACES (through a directed donation from the DGS Foundation). This year they also introduced an award for the player who raised the most due to their contributions (cards) on the field.
- Dark Clouds raised \$1850 through their Prideraiser campaign for The Aliveness Project, by asking members to pledge for each goal scored during June.
- Red Loons raised \$400 for voices for children by donating the proceeds from shirts that showed support for Ukraine.

Welcoming, Inclusive Culture

Soccer can be an accessible sport. It is easy to travel to all corners of the world, 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. However, we acknowledge that soccer sometimes has a reputation for being less than inclusive, either in the supporter culture in some countries or through the high costs that can be associated with playing the game at a competitive level. Dark Clouds GBC works with our affiliated supporters groups to ensure that here, in Minnesota, all are welcome. This is visible on matchday with the diverse backgrounds represented in our volunteers and in the work that we do in the community to support organizations who are making the game more accessible.

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 can they feel comfortable to be themselves

Direction Forward

In the next year these are some of the high level goals we seek to accomplish:

- Build on the GBC success and continue to work towards creating a sustainable organization with clear expectations and processes
- Increase the number of merchandise vendors available to our supporter groups that support using recycled materials and fair-trade policies and add more partnerships with minority and or women owned businesses.
- Build a partnership with DGS Foundation 501(c)3 and partner with them to find new ways to do good in our 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

Our membership grew significantly in 2019 and into 2020, however following the Covid-19 pandemic and moving towards a more seasoned fanbase, Dark Clouds, GBC needs to ensure that it is set up for sustainable success. This will be achieved through formalizing our membership passthrough with MNUFC and continuing to work with our affiliated supporters groups to ensure that we are enabling them to do their work in supporting our mission. As an entirely volunteer run organization and one that changes leadership often, we have found the importance of creating processes and practices that enable sustainability. We continue to mature our business practices and look to enable future boards through building a strong foundation for them to grow from.

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.

Direction Forward (continued)

We will also continue our work to expand our list of partners and vendors. This year, our partnerships team will continue to seek out more women-owned and BIPOC-owned businesses within our community that we can support. We will seek to find new collaborations where we can use our partner businesses to help support the causes we are passionate about. Already in 2023 we have some exciting collaborations lined up and there is more to come.

In 2021 some of our members formed the DGS Foundation, a separate 501(c)(3) whose mission aligns closely with ours. We look to establish a partnership with the DGS Foundation over the next year to give the Dark Clouds GBC and our affiliated SG's new avenues for us doing good in our community. Already partnering with DGS allowed Dark Clouds to ensure that donations for D4C contributions for 2022 were tax deductible. Working more closely with them can only help to amplify the impact we have on our community.



Photo Credit: MattJPhoto.net

Conclusion

The soccer community is truly unique and harnessing the passion and generosity of that community will continue to be the life blood of this organization. As an all volunteer organization we are constantly amazed by the dedication and the support our volunteers give. We truly would not be here without each and everyone of them.



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Original File Number 820017500024

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Steve Simon

Steve Simon
Secretary of State