

Form 14

1000321

United States of America

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State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come;

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

SEP 25 1987
RECORDED
AT 9:50 AM
DORIS L. PICHA
REGISTER OF DEEDS
La Crosse County, WI



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF WISCONSIN - LA CROSSE FOUNDATION, INC.

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing Articles and Amendments thereto:

Although the present members, directors, and officers of this corporation deem it advisable to Restate its Articles of Incorporation to conform to present date (1986) corporate practice, yet, for sentimental and historical reasons, they wish to retain the preliminary and first paragraph of the original Articles of Incorporation of University of Wisconsin - La Crosse Scholarships, Inc. adopted on February 11, 1935, as follows:

"The undersigned" (George M. Snodgrass, Clayton A. Whitney, Myrtle Trowbridge, A. W. Zeratsky, and Otto M. Schlabach) "have associated, and do hereby associate themselves together for the purpose of forming a corporation under Chapter 180 of the Wisconsin Statutes, the business and purpose of which corporation shall be to provide financial aid and assistance to worthy students at the La Crosse State Teachers College, at La Crosse, Wisconsin, and to encourage scholarship; and generally to participate in and encourage all endeavors to advance the cause of education at the La Crosse State Teachers College; and incidental to the carrying out of the above stated

purposes, to receive, acquire, and hold property, real estate and personal by bequest, devise, donation or purchase, and to sell, convey, transfer or otherwise dispose of the same."

Effective the 30th day of June, 1987, The State College Student Welfare Association of La Crosse, Inc., was merged into University of Wisconsin - La Crosse Foundation, Inc. That in order to assist in the preservation of the historical beginnings and significance of The State College Student Welfare Association of La Crosse, Inc., the directors of the corporation wish to insert within the Restated Articles of Incorporation of University of Wisconsin - La Crosse, Inc., an abbreviated history of The State College Student Welfare Association of La Crosse, Inc., which is as follows:

The Student Welfare Fund was created on May 29, 1945, when the Student Co-Operative Cafeteria Board voted to make the balance from their 1944-45 operation available for student welfare. R. S. Mitchell, President of the College; M. O. Graff, Dean of the College; the Dean of Men, R. J. Gunning; the Dean of Women, Edith Cartwright; and the Business Manager, Elizabeth Pollack, acted informally as a Board to administer the fund. One thousand dollars of the Student Co-Operative Cafeteria Board's 1944-45 operating balance was turned over to the La Crosse State Teachers College Housing Association which was incorporated June 27, 1945 when the State of Wisconsin was making no provision for dormitories and there was an acute shortage of housing for women. Their remaining balance of \$343.11 was received by the college and used for short term loans for students. The one thousand dollars was returned by the Housing Association to the Student Welfare Fund in December of 1946.

The arrangement for the Student Welfare Association was formalized by the President, R. S. Mitchell, on December 28, 1946, and the first meeting was held on January 7, 1947. The Dean of the College, M. O. Graff, the Dean of Women, Edith Cartwright; and the Dean of Men, R. J. Gunning, were authorized to make recommended small short term loans.

The Board took steps on January 7, 1953 to incorporate. Articles of Incorporation were filed with the Secretary of State of Wisconsin by the State College Student Welfare Association of La Crosse, Inc., on May 4, 1953. The Board members were: the President, R. S. Mitchell, Dean of Women, Edith Cartwright, Association President; Dean of Men, R. J. Gunning, Vice President; Business Manager, Elizabeth Pollack, Secretary; and the Dean of the College, M. O. Graff, Treasurer.

When the governing board of the Student Co-Op Cafeteria and the Snack Bar terminated their existence, July 1, 1959, their cash assets of \$16,207.97 were transferred to the Student Welfare Association. The \$16,207.97 was used for purchase of special pieces of furniture and equipment for the new student Union Building.

From the modest beginning of assets of \$343.11 on June 27, 1945, the assets have grown to approximately \$225,000 on March 31, 1987.

Short term loans are made from funds established from contributions from a number of donors or from funds established by individuals or organizations in recognition of individuals. The largest single contribution to the fund was in excess of \$60,000 and given by Mr. Victor Wolf. Students may repay their loans within the agreed time. Loans are made through the year on a short term basis (30 to 90 days).

At time of merger with the University of Wisconsin - La Crosse Foundation, Inc., the Welfare Association's current Board consisted

of: President, Reid Horle; Vice President, Patricia M. Heim; Secretary, A. C. Stadthaus; Treasurer, Bill Grauman; Assistant Treasurer, Ruth Young; and Dave Witmer.

It is the intention of the Board of Directors of University of Wisconsin - La Crosse Foundation, Inc. to preserve the foregoing language for historical purposes, with the understanding that said language within the Restated Articles of Incorporation shall not have any legal effect on the operation of University of Wisconsin - La Crosse Foundation, Inc.

ARTICLE ONE

The name of the corporation shall be: University of Wisconsin - La Crosse Foundation, Inc.

ARTICLE TWO

The period of existence shall be perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to promote the welfare of the University of Wisconsin - La Crosse, and the encourage the interest of the alumni and friends of the University in the University. Its purpose shall be exclusively education and charitable. No part of its receipts or income, from whatever source derived, shall inure to the benefit of any member, provided, however, that this provision shall not preclude the employment of members of the corporation, upon the same terms and conditions as non-members thereof. No substantial part of the activities of the corporation shall be

the carrying on of propaganda, or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any campaign for public office.

ARTICLE FOUR

Location of the principal office at the time of the adoption of these Restated Articles is 1725 State Street, in the City of La Crosse, County of La Crosse, State of Wisconsin, 54601.

ARTICLE FIVE

Name of the registered agent at such address at the time of adoption of these Restated Articles is Patrick Stephens.

ARTICLE SIX

The number of the directors may be fixed by the By-Laws but shall not be less than three (3) nor more than thirty (30).

The general officers of such corporation shall be a President, a Vice President, a Secretary and a Treasurer, and there shall be a Board of Directors consisting of thirty (30) members; such officers and said directors to be elected and to hold their offices for such terms as shall be prescribed by the By-Laws of said corporation.

The directors may make such By-Laws from time to time as they may deem fit and proper for the management of said corporation.

The duties of the several general officers of the corporation and also of the Board of Directors shall be defined by the By-Laws.

ARTICLE SEVEN

The method of accepting and discharging of members, any denial or restriction of voting rights, any classification of members (including distinguishing features of each class) will be as set forth in the By-Laws as amended.

ARTICLE EIGHT

These Articles may be amended in the manner authorized by law at the time of amendment.

ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE TEN

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of La Crosse,

Wisconsin, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned officers of University of Wisconsin - La Crosse Foundation, Inc. certify:

A. The foregoing Restatement of the Articles of Incorporation of said corporation was adopted by the Board of Directors on the 27th day of February, 1987, by the following vote:

<u>NO. OF DIRECTORS</u>	<u>NO. VOTING FOR</u>	<u>NO. VOTING AGAINST</u>
18	18	0

EXECUTED in duplicate and seal affixed this 4th day of June, 1987.

(NO CORPORATE SEAL)

Patricia M. Heim
Patricia M. Heim, President

George W. Marker
George W. Marker, Secretary

This document drafted by:
Attorney George Parke III
Parke, O'Flaherty & Heim, Ltd.
602 Exchange Building
La Crosse, WI 54601

STATE OF WISCONSIN
FILED

SEP 22 1987

JOUGLE LA FOLLETTE
SECRETARY OF STATE