ARTICLES OF INCORPORATION

UW-WHITEWATER FOUNDATION INC

WHITEWATER, WISCONSIN

This amendment is executed by the undersigned for the purpose of amending the Articles of Incorporation for the UW-WHITEWATER FOUNDATION, INC., a corporation without stock and not for profit.

ARTICLE I.

NAME AND PLACE OF BUSINESS

The name of this corporation shall be UW-Whitewater Foundation, Inc. and its principal place of business shall be at the administrative offices of the University of Wisconsin-Whitewater.

ARTICLE II.

OBJECTS AND PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of Section 501 (c ) (3) of the Internal Revenue Code, as amended, and is authorized to accept, hold, administer, invest and disperse for educational and scientific purposes such funds or properties as may from time to time be given to it by any person, firm or corporation, to receive gifts and make financial and other types of contributions and assistance for the benefit of the University of Wisconsin-Whitewater. All the assets and earnings shall be used exclusively for charitable, educational, and scientific purposes under the relevant provisions of the Internal Revenue Code, as amended, and as set forth herein, including the payment of expenses incidental thereto.

ARTICLE III.

POWERS

For the furtherance of the objects and purposes of this Corporation, it shall have power:

(a) To enter into contracts, to sue and be sued, complain and defend, in its Corporate name, and to have a Corporate Seal;
(b) To borrow money and given its notes or other obligations therefore and to secure payment thereof by pledging, encumbering and mortgaging any property it may own;

(c) To sell, convey and dispose of any real property it may own. All contracts, mortgages, deeds and other instruments connected with the purchase, sale or disposal of real estate for and on behalf of the Corporations shall be executed in the Corporate name by the Chair or Vice Chair and the Secretary or Assistant Secretary with an impress of the Corporate Seal attached, and all releases of mortgages, liens, judgements or other claims that are required by Law to be made of record may be executed by the Chair or Vice Chair or the Secretary or Assistant Secretary of the Corporation with an impress of the Corporate Seal attached. Any or all such instruments in this paragraph provided may also be executed in the Corporate name by such other officers or agents of the Corporation as designated and authorized by the Board of Directors and with the Corporate Seal attached thereto;

(d) To receive and administer funds for scientific and educational purposes;

(e) To take and hold, by request, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

(f) To sell, convey and dispose of any property, and to invest, reinvest, or dispose of the principal thereof, or to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(g) To receive any property, real, personal or mixed, in trust, under the terms of any will, deed or trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more such purposes, if authorized or directed in the trust instrument under which it is received;

(h) To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them;

(i) To reject any or all gifts, benefits, or devises which said Corporation deems not in the best interests of the objectives and purposes of said Corporation;
(j) In general, to exercise any, all and every power for which a non-profit corporation, organized under the provisions of the laws of the State of Wisconsin, and within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, for scientific and educational purposes can be authorized to exercise, but not for any other power.

ARTICLE IV.

BOARD OF DIRECTORS AND OFFICERS

The affairs and business of this Corporation shall be conducted by a Board of Directors of not fewer than nine (9) and not more than thirty-six (36) elected directors selected at a meeting of the Board of Directors of the Corporation, one of whom shall be elected Chair, one elected Vice Chair, and one elected Treasurer. The President shall automatically serve as Secretary.

ARTICLE V.

EXEMPTION FROM LIABILITY

The Corporations shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE VI.

AMENDMENTS

These Articles may be amended pursuant to Section 181.1002 of the Wisconsin Statutes by a majority of the directors of the Board of Directors in office at the time the amendment is adopted. The Corporation shall provide at least seven (7) days written notice (whether by e-mail, facsimile, or writing) to each director of any meeting at which an amendment is to be voted upon, and the notice shall set forth the proposed amendment, unless notice is waived.

ARTICLE VII.

DURATION

This Corporation shall commence business as soon as practical after these Articles are filed and recorded as by law provided, and shall continue perpetually unless sooner dissolved by a three-fourths vote of all directors hereof, or by act of the Legislature of the State of Wisconsin, or by operation of law.
ARTICLE VIII

DISPOSITION OF ASSETS ON DISSOLUTION

Upon dissolution of this Corporation, all of its property and assets, after payment of all of its obligations, shall be and become the property of the State of Wisconsin, and the Board of Directors shall thereupon cause appropriate instruments of conveyance to the State of Wisconsin to be executed by the Board of Regents of the University of Wisconsin System, or its successor, conditioned however, for the perpetual use of the University of Wisconsin – Whitewater for the purposes set forth in Article II hereof.

Amended on the 6th day of February, 2002.

UW-WHITEWATER FOUNDATION, INC.