



ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

(NOTE: Do not use this form for organizing a for-profit business corporation. Use Form 2)

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Ch. 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

Whitnall Park Rotary Club Foundation, Inc. WISCONSIN FILED

Article 1. Name of the corporation: _____
(Must include "Inc." or similar word. See Instructions)

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: John G. Movroydis

Article 4. Street address of the initial registered office: (The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)
13935 Bishop's Drive, Suite 300
Brookfield, WI 53005

Article 5. Mailing address of the initial principal office: 13935 Bishop's Drive, Suite 300
Brookfield, WI 53005

Article 6. (Select and mark (X) one of the statements below)

The corporation will have members. OR The corporation will not have members.

(OPTIONAL) Article 7. Name and address of the initial directors (minimum of three):

- | | |
|--|--|
| 1. Roger G. Brinkmeier
5541 S. Kurtz Rd.
Hales Corners, WI 53130 | 3. John G. Movroydis
13935 Bishop's Drive, Ste. 300
Brookfield, WI 53005 |
| 2. Robert J. Nolan
4262 S. 108th St.
Greenfield, WI 53228 | 4. Cynthia L. Fortier
5480 S. 108th St.
Hales Corners, WI 53130 |

FILING FEE - \$35.00 See instructions, suggestions, and procedures on following pages.

DFI/CORP/102(R02/10/03) Use of this form is voluntary.

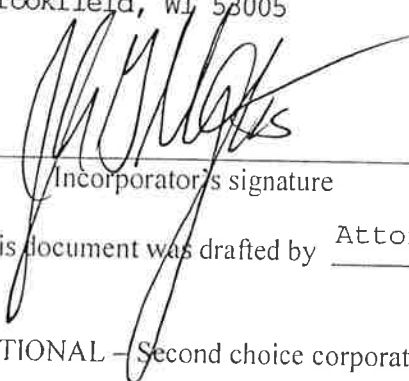
WI - DFI CORP
FILE ID# 62050309

(OPTIONAL) Article 8. The purpose or purposes for which the corporation is organized:

See attached Addendum A.

Article 9. Name and complete address of each incorporator:

John G. Movroydis
13935 Bishop's Drive, Ste. 300
Brookfield, WI 53005



Incorporator's signature

Incorporator's signature

This document was drafted by Attorney John G. Movroydis

(Name the individual who drafted the document)

OPTIONAL - Second choice corporate name if first choice is not available: _____

INSTRUCTIONS (Ref. sec. 181.0202 Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with the appropriate **FILING FEE of \$35**. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). Sign the document manually or otherwise as allowed under sec. 181.0120(2), Wis. Stats.

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TTY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

Article 1. The name must contain "corporation", "incorporated", "company", or "limited" or the abbreviation "corp.", "inc.", "co." or "ltd." or comparable words or abbreviations in another language. If you wish to provide a second choice name that you would accept if your first choice is not available, enter it in the "Optional" area on page 2.

Article 2. This statement is required by sec. 181.0202(1)(a).

Articles 3 & 4. The corporation must have a registered agent located at a registered office in Wisconsin. The address of the registered office is to describe the physical location where the registered agent maintains their business office. Set forth the street number and name, city and ZIP code in Wisconsin.

ARTICLES OF INCORPORATION
Nonstock Corporation

┌ DeWitt, Ross & Stevens, S.C.
Attorney John G. Movroydis
13935 Bishop's Drive, Suite 300
Brookfield, WI 53005

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◆ Your name, return address and phone number during the day: (262) 754-2840

INSTRUCTIONS (Continued)

Articles 3 & 4. (Cont'd) P O Box addresses may be included as part of the address, but are insufficient alone. The corporation may not name itself as its own registered agent.

Article 5. The articles of incorporation must set forth the address of the corporation's principal office. "Principal office" means the office, whether in or outside Wisconsin, in which are located its principal executive offices.

Article 6. Select and check the appropriate box in article 5 to indicate if the corporation will or will not have members. A "member" means a person who has membership rights in a corporation in accordance with its articles of incorporation or bylaws.

Articles 7 & 8. These articles (or others you may wish to add) are provided for optional information that you may elect to include, such as the name and address of the initial directors, a purposes clause, tax-exempt provisions, etc. Do not include by-laws, as the department does not accept by-laws for record. Extensive additional provisions may make use of this pre-printed form impractical. If you elect to draft your own articles of incorporation, do not also submit the pre-printed form. (NOTE: Corporations expecting to apply to Internal Revenue Service for federal TAX-EXEMPT STATUS are advised to obtain and read IRS Publication 557 "Tax-Exempt Status for Your Organization" before preparing these articles of incorporation, as the articles must contain particular language and provisions to meet federal tax code requirements.)

Article 9. Enter the name and complete address of each incorporator. There may be one or more incorporators. At least one incorporator is required to sign the document, although all incorporators may sign.

No certificate of incorporation will be issued. The "FILED" endorsement applied to this document by the Department of Financial Institutions is evidence that the articles of incorporation have been accepted. One or more "Received" endorsements may appear on the document, but do not indicate its acceptance for filing.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

ADDENDUM A
TO
ARTICLES OF INCORPORATION OF
WHITNALL PARK ROTARY CLUB FOUNDATION, INC.

8.1 Powers.

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

8.2 Activities and Restrictions.

In these Articles, the term "I.R.C." or Internal Revenue Code means the Internal Revenue Code of the United States of America, and references to provisions thereof are to such provisions as they now exist and from time to time may be amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code, and the same can be accomplished without jeopardizing the Corporation's exemption under I.R.C. Section 501(c). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or any other private person or persons; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under I.R.C. Section 501(c) or (ii) by a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed

by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 6. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 8. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 9. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 10. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation.

Section 11. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

8.3 Limited Liability of Directors and Officers.

The directors and officers shall have the full limited liability and mandatory and other indemnification as provided under Chapter 181 Wisconsin Statutes for nonstock corporations.

8.4 Indemnification.

This Article shall be in addition to, and not in limitation or lessening of the indemnification provision of directors and officers provided under Wisconsin law, in particular Chapter 181 Nonstock Corporations of the Wisconsin Statutes; and in the event of any conflict, ambiguity or other construction as between Wisconsin law and these Articles of Incorporation, the provision providing the greatest and most broad protection to the directors and officers shall apply, unless expressly prohibited by law or public policy.

Section 1 - Indemnification For Successful Defense. Within 20 days after receipt of a written request pursuant to Section 3 of this Article, the Corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in

the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the Corporation.

Section 2 - Other Indemnification.

(a) In cases not included under Section 1, the Corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the Corporation, unless liability was incurred because the director or officer reached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

- (i) A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- (ii) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (iii) A transaction from which the director or officer derived an improper personal profit.
- (iv) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 3 - Written Request. A director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the Corporation.

Section 4 - Non-Duplication. The Corporation shall not indemnify a director or officer under Section 1 or 2 if the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 5 - Determination Of Right To Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:

(i) By a majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of two or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(ii) By independent legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in subparagraph (i) or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

(iii) By a panel of three arbitrators consisting of one arbitrator selected by those directors entitled under subparagraph (ii) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

(iv) By a court under Section 8.

(v) By any other method provided for in any additional right to indemnification permitted under Section 7.

(b) In any determination under (a), the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.

(c) A written determination as to a director's or officer's indemnification under Section 2 shall be submitted to both the Corporation and the director or officer within 60 days of the selection made under (a).

(d) If it is determined that indemnification is required under Section 2, the Corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of the written determination under (c). The Corporation shall also pay all expenses incurred by the director or officer in the determination process under (a).

Section 6 - Advance Expenses. Within 10 days after receipt of a written request by a director or officer who is a party to a proceeding, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 that indemnification under Section 2 is not required and that indemnification is not ordered by a court under Section 8(b)(2). The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7 - Non-Exclusivity.

(a) Except as provided in (b), Sections 1, 2, and 6 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(i) The Articles of Incorporation.

(ii) A written agreement between the director or officer and the Corporation.

(iii) A resolution of the board of directors.

(b) Regardless of the existence of an additional right under (a), the Corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 2 (a) (1), (2), (3) or (4). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(c) Sections 1 to 12 do not affect the Corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances.

(i) As a witness in a proceeding to which he or she is not a party.

- (ii) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the Corporation.

Section 8 - Court Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the Corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court or for review by the court of an adverse determination. After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

- (i) That the director or officer is entitled to indemnification under Section 1 or 2.
- (ii) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.

(c) If the court determines under (b) that the director or officer is entitled to indemnification, the Corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9 - Indemnification of Employees or Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the board of directors or by contract.

Section 10 - Insurance. The Corporation may, upon resolution of its board of directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, partner or member of another corporation, partnership, joint venture, trust or other entity against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's Bylaws.

Section 11 - Liberal Construction. In order for the Corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in

order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12 - Definitions Applicable To This Article.

(a) "Affiliate" shall include, without limitation, any Corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.

(b) "Corporation" means this Corporation and any domestic or foreign predecessor of this Corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction.

(c) "Director or Officer" means any of the following:

- (i) A natural person who is or was a director or officer of this Corporation.
- (ii) A natural person who, while a director or officer of this Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member, agent or employee of any governing or decision-making committee, or of another corporation or foreign corporation, partnership, joint venture, trust or other entity.
- (iii) A natural person who, while a director or officer of this Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
- (iv) Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer of this Corporation serving as a director, officer, partner, trustee, member of any governing or decision-making committee, or serving as an employee or agent of an Affiliate shall be so serving at the request of the Corporation.

(d) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

(e) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(f) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

Section 13 - Private Foundation Limitations. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification, which would give rise to a penalty excise tax under I.R.C. Chapter 42.

8.5 The purpose or purposes for which the Corporation is organized:

The Corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of § 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provisions for payment of all of the Corporation's liabilities, dispose of all the Corporation's assets exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

8.6 Annual Membership Meeting.

The Corporation shall hold its annual meeting of members in July of each year, with all members being given due notice as determined by the President of the Corporation.

8.7 Officers.

The initial officers of the corporation shall consist of the following: Roger Brinkmeier - President; John G. Movroydis - Vice President; Cynthia L. Fortier - Secretary; Robert J. Nolan - Treasurer.

8.8 Stock, Dividends, Dissolution.

The Corporation shall not have or issue shares of stock. No dividend shall ever be paid to members of the Corporation, and no part of the income, assets or surplus of the Corporation shall be distributed to its members, directors, or officers, except upon dissolution of the Corporation. The Corporation may pay compensation in reasonable amounts to employees, members, directors, or officers for services rendered, except as limited in the By-Laws, and may confer benefits upon its members in conformity with its purposes; and may reimburse persons for expenses incurred on behalf of the Corporation.

8.9 Dissolution Clause.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 1986 (or the corresponding provisions 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 in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

8.10 Amendment.

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

Dated this 5th day of July, 2006.


John G. Movroydis, Incorporator