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ARTICLES OF INCORPORATION  
of

THE LA CROSSE COMMUNITY FOUNDATION CORPORATION

The undersigned, acting as incorporator of a nonstock Corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes (the "WNCL"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is The La Crosse Community Foundation Corporation.

ARTICLE II

Existence

The period of existence of the Corporation shall be perpetual.

ARTICLE III

Powers

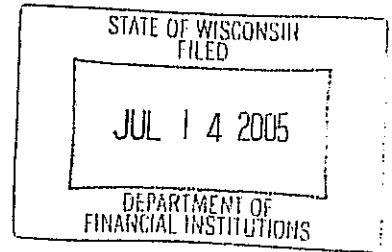
The Corporation shall have all powers conferred upon nonstock, nonprofit Corporations organized under the WNCL and any successor provisions thereto as now or hereafter enacted or amended. Such powers shall be exercised only in fulfillment of the purposes of the Corporation set forth herein.

ARTICLE IV

Purpose

The purpose of the Corporation shall be to receive gifts, administer funds and make distributions for Charitable Purposes (as defined in Article X) for the benefit and improvement of residents of the La Crosse, Wisconsin, metropolitan area in such a way that the quality of life in the La Crosse Metropolitan area shall be enhanced. The Corporation is organized and shall be operated exclusively for such Charitable Purposes and limited to the exclusive purposes permitted for tax exempt status under Internal Revenue Code (I.R.C.) Sec. 501(c)(3). In furtherance of its purposes, the Corporation shall, to the extent considered advisable by its Board of Directors, coordinate its activities with and operate in connection with the La Crosse Community Foundation, a Charitable Trust organized pursuant to an Amended and Restated Declaration of Trust effective as of June 5, 2001 (the "Declaration"), and may, without limitation:

- (a) provide and perform administrative services required for the operation of the La Crosse Community Foundation and/or the Corporation;



- (b) acquire and/or lease real and/or personal property for the benefit and/or purposes of the La Crosse Community Foundation and/or the Corporation;
- (c) disburse funds for the benefit and/or purposes of the La Crosse Community Foundation and/or the Corporation;
- (d) manage, invest and administer of funds and moneys for the benefit and/or purposes of the La Crosse Community Foundation and/or the Corporation;
- (e) retain employees, consultants, investment managers and other personnel for the benefit and/or purposes of the La Crosse Community Foundation and /or the Corporation; and/or
- (f) solicit donations and bequests and receive and administer property and funds for Charitable Purposes primarily in and for the benefit of the La Crosse, Wisconsin, metropolitan area.

All of the net earnings of the Corporation shall be devoted for the benefit and/or purposes of the Corporation, as aforesaid, and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in I.R.C Subsection 501(h)) and 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.

#### ARTICLE V Members

The Corporation shall have no members.

#### ARTICLE VI Offices

The principal office of the Corporation is located in La Crosse County, Wisconsin, and the mailing address of such office is:

300 2<sup>nd</sup> Street North, Suite 320  
La Crosse, WI 54601.

The address of the registered agent of the corporation is:

300 2<sup>nd</sup> Street North, Suite 320  
La Crosse, WI 54601

The name of the initial registered agent at such address is: Sheila Garrity

## ARTICLE VII

### Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By-Laws from time to time, but shall not be less than the number of directors required by the WNCL, which at the time of the execution of these Articles is three (3). The directors of the Corporation shall be appointed by the La Crosse Community Foundation Board and, unless otherwise provided in the By-Laws of the Corporation, shall be the same persons who, from time to time, serve as the members of the La Crosse Community Foundation Board. The terms of office, qualifications and method of election of directors shall be as specified in the By-Laws.

## ARTICLE VIII

### Dissolution

In the event of 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, distribute all of the assets of the Corporation to the La Crosse Community Foundation. In the event that said La Crosse Community Foundation does not then qualify under IRC Sections 170(c)(2), 2055(a) and 2522(a), then the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to those of the Corporation to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine.

## ARTICLE IX

### Tax Status

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It is intended that the Corporation shall have the status of an organization (i) which is exempt from Federal income tax under I.R.C. Section 501(c) and which is other than a private foundation within the meaning of I.R.C. Section 509(a); (ii) to which contributions are deductible for Federal income tax purposes under I.R.C. Section 170(c)(2); (iii) to which bequests are deductible for Federal estate tax purposes under I.R.C. Section 2055(a)(2); and (iv) to which gifts are deductible for Federal gift tax purposes under I.R.C. Section 2522(a)(2). These Articles shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

## ARTICLE X

### Certain Definitions

All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986 as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such Sections

and provisions. All references herein to the Declaration shall be considered references to the *Amended and Restated Declaration of Trust of the La Crosse Community Foundation* as it exists on the date hereof and as it may hereafter be amended or restated.

All references herein to "Charitable Purposes" shall be such purposes as may be permitted for tax except status under I.R.C. Sec. 501(c)(3) including, to the extent permitted for such status, religious, charitable, scientific, literary, educational, cultural, benevolent and civic or public purposes.

**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator is David F. Stickler, Moen Sheehan Meyer, Ltd., 201 Main Street, Suite 700, La Crosse, Wisconsin 54601.

Executed this 6<sup>th</sup> day of July, 2005.

*David F. Stickler*

David F. Stickler

Personally came before me this 6th day of July, 2005, the above named David F. Stickler, to me known to be the person who executed the foregoing instrument and acknowledged the same.

*Margaret E. Ednor*  
MARGARET E. EDNOR Notary Public

La Crosse County, Wisconsin

My Commission Expires: *is permanent*

*This instrument was drafted by*  
Attorney David F. Stickler  
Moen Sheehan Meyer, Ltd.  
U.S. Bank Place, Suite 700  
201 Main Street  
Post Office Box 786  
La Crosse, Wisconsin 54602-0786  
(608) 784-8310

