

**ARTICLES OF INCORPORATION  
OF  
ONALASKA FOUNDATION FOR  
EDUCATIONAL EXCELLENCE, INC.**

THESE ARTICLES OF INCORPORATION were executed by the undersigned for the purpose of forming a Wisconsin Corporation under the provisions of Chapter 181 of the Wisconsin Statutes, without stock and not for profit.

**ARTICLE 1. NAME OF CORPORATION.**

1.1 The name of the corporation shall be: ONALASKA FOUNDATION FOR EDUCATIONAL EXCELLENCE, INC.

**ARTICLE 2. PERIOD OF EXISTENCE.**

2.1 The period of existence of the corporation shall be perpetual.

**ARTICLE 3. PURPOSE.**

3.1 The general purpose of the Corporation shall be to engage in those lawful activities for which corporation may be organized under Chapter 181 of the Wisconsin Statutes provided such activities shall be limited to and used exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

3.2 To the extent consistent with the above general purposes, the specific purposes of this Corporation shall be as follows: The Corporation is a non-profit corporation established to promote educational excellence and strengthen community participation in the schools of Onalaska, Wisconsin.

3.3 The Corporation is established:

- A. To recognize and encourage outstanding academic achievement among Onalaska students.
- B. To enhance local business, civic, and individual involvement with community schools.
- C. To promote the incorporation of emerging educational technologies within the curriculum.
- D. To encourage our community to value outstanding student achievement.
- E. To encourage educators and students to develop innovative educational opportunities.
- F. To acquire property of any nature (by gift or otherwise) and hold, operate and/or sell the same, the net proceeds of which shall be used for the other specific purposes set forth in this ARTICLE 3.
- G. To accept gifts from donors specifically restricted to one or more of the purposes set forth above and to apply the same in accordance with such restrictions.

**ARTICLE 4. OPERATIONAL LIMITATIONS.**

4.1 Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 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 (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law). This Corporation is organized exclusively for the purposes set forth above and other similar purposes as a not-for-profit corporation; and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any director, officer or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

#### ARTICLE 5. STOCK.

5.1 This is a non-stock Corporation and no stock shall be issued.

#### ARTICLE 6. MEMBERS.

6.1 There will be no members of the Corporation.

#### ARTICLE 7. DIRECTORS.

7.1 The number of directors of the Corporation shall be fixed by the By-Laws, but shall be not less than three (3). The directors shall be elected as set forth in the By-Laws.

#### ARTICLE 8. NAMES AND ADDRESSES OF DIRECTORS.

8.1 The names and addresses of the initial Board of Directors are:

Claude Deck 2244 Evenson Drive, Onalaska, WI 54650  
Evelyn Pertzsch 229 2nd Avenue North, Onalaska, WI 54650  
David Solie, Sr. 501 Birch, Onalaska, WI 54650

#### ARTICLE 9. PRINCIPAL OFFICE.

9.1 The principal office of the Corporation is located at 1821 East Main Street, Onalaska, Wisconsin.

#### ARTICLE 10. NAME OF INITIAL REGISTERED AGENT.

10.1 The name of the initial registered agent of the Corporation is Lawrence E. Dalton.

#### ARTICLE 11. ADDRESS OF INITIAL REGISTERED AGENT.

11.1 The address of the initial registered agent is 1821 East Main Street, Onalaska, WI 54650.

ARTICLE 12. INCORPORATOR.

12.1 The name and address of the incorporator is: Richard W. Schroeder, 505 King, Suite 300, P.O. Box 1927, La Crosse, WI 54603-1927.

ARTICLE 13. DISSOLUTION.

13.1 On 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 and educational, 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of La Crosse County, exclusively for such purposes or to such organization or organization as that Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 14. AMENDMENTS.

14.1 These Articles may be amended from time to time in a manner authorized by law at the time of any such amendments.

Executed in duplicate at La Crosse, Wisconsin, on this 12th day of May, 1998.

INCORPORATOR:

Richard W. Schroeder

STATE OF WISCONSIN  
COUNTY OF LA CROSSE)

Personally came before me this 12th day of May, 1998, the above named incorporator, Richard W. Schroeder, to me known to be the person who executed the foregoing instrument, and acknowledged the same.

Constance R. Meunier  
Notary Public, La Crosse County, WI  
My Commission expires 12/26/99

This document was drafted by  
Attorney Richard W. Schroeder  
***Mail Return Copy to: Attorney Richard W. Schroeder***  
***HALE, SKEMP, HANSON, SKEMP & SLEIK***  
***P.O. Box 1927***  
***La Crosse, WI 54602-1927***