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THIS MUST BE RECORDED WITH THE REGISTER OF DEEDS

VOL 183 PAGE 408

United States of America

State of Wisconsin — Department of State

To All to Whom These Presents Shall Come, Greeting:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that
Articles of Incorporation

of

SUN PRAIRIE COMMUNITY FOUNDATION, INC.

of which the attached is a duplicate, was on the date hereof, accepted and filed in my office.

In Testimony Whereof, I have hereunto set my hand and affixed
my official seal at the Capitol, in the city of Madison, this
29th day of June, A.D., 1960




ROBERT C. ZIMMERMAN
Secretary of State

United States of America

State of Wisconsin

Department of State

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the day of June 29, 1970, Articles of Incorporation were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for the following corporation formed

WITHOUT STOCK AND NOT FOR PROFIT:

Name: SUN PRAIRIE COMMUNITY FOUNDATION, INC.

Principal Office: Sun Prairie, Wisconsin

Purposes for which organized: To provide supplemental cultural, recreational, educational, scientific and literary activities...

I hereby certify that a certificate has been filed in my office to the effect that a duplicate of said Articles, bearing my certificate, was recorded in the office of the Register of Deeds of Dane County, Wisconsin, on the 29th day of June, 1970.

THEREFORE, The State of Wisconsin does hereby grant unto the said corporation the powers and privileges conferred by the Wisconsin Statutes for the purposes stated and in accordance with said Articles.



In Witness Whereof, I have hereunto set my hand and affixed my official seal at the Capitol, in the City of Madison, this 3rd day of November A.D. 1970.

Robert C. Zimmerman

ROBERT C. ZIMMERMAN
Secretary of State

SUN PRAIRIE COMMUNITY FOUNDATION, INC.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned adult citizens of the United States and residents of the State of Wisconsin, desiring to form a Wisconsin corporation under Chapter 181, of the Statutes of the State of Wisconsin, without stock and not for profit, do hereby certify:

ARTICLE FIRST: The name of the corporation shall be Sun Prairie Community Foundation, Inc. and its principal office location shall be in the City of Sun Prairie, County of Dane, State of Wisconsin.

ARTICLE SECOND: The period of existence shall be perpetual unless dissolved in accordance with these Articles.

ARTICLE THREE: This corporation's business and purpose, hereinafter sometimes collectively referred to as general purposes of the foundation shall be:

(a) To provide supplemental cultural, recreational, educational, scientific and literary activities and facilities to the residents of Sun Prairie, and the surrounding rural areas, and if such provisions are made they may be made without regard to ordinary business principles and not as investment with the realization that they may not be good business risks.

(b) To aid such cultural, recreational, scientific, literary or educational uses and purposes as in the judgment of the corporation or its principal board, shall be in the furtherance of the public welfare and tend to assist, encourage and promote the well doing and well being of mankind or of deserving persons or the inhabitants of any community.

(c) In no event and under no circumstances shall any part of the trust estate or the income therefrom be distributed to or inure to the benefit of the Founders, or any member of the Sun Prairie Rotary Club, or the heirs or personal representatives, or any Trustee hereunder, or for the benefit of any other person, firm or corporation who may hereafter make any contribution to this Foundation, or to his or their heirs, personal representatives, successors or assigns, except, however, that any of the persons hereinabove in this paragraph enumerated and the employees of any corporation making a contribution to this Foundation may receive reasonable compensation for their services to the Foundation, or may become a proper beneficiary under any of the general purposes of the Foundation.

(d) No part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in any matter whatsoever, whether by the publishing or distributing of statements or otherwise, in any political campaign on behalf of any candidate for public office.

(e) No activity of this Foundation or any benefit derived from any money spent shall be denied to any person because of Race or Creed.

(f) Notwithstanding any other provision of these Articles this corporation shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of this corporation.

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8.00 AM

ARTICLE FOURTH: The initial registered agent shall be James C. Beck with an address of 1325 Wagner Court, City of Sun Prairie, County of Dane, State of Wisconsin, 53590.

VOL 183 PAGE 410

ARTICLE FIFTH: The names and addresses of the initial founders and/or incorporators and original Board of Trustees and/or directors are the following with the exception that Malvin Wang, 1941 Wisconsin Avenue, Sun Prairie, Wisconsin is on the original Board but is not a founder.

NAME	ADDRESS
James C. Beck	1325 Wagner Court - Sun Prairie, Wisc.
Mary Ann McCauley	221 MacArthur St. - Sun Prairie, Wisc.
Mrs. Dorothy Jorgenson	440 Lincoln Drive - Sun Prairie, Wisc.
Louis E. Blaser	170 Church St. - Sun Prairie, Wisc.
Erich Lenz	Route 1 - Sun Prairie, Wisc.
Rev. Eugene J. Graham	Route 1 - Sun Prairie, Wisc.

ARTICLE SIXTH: The corporation shall be without capital stock and no dividends or secondary profits shall be declared or paid to the members or Board of Trustees thereof.

ARTICLE SEVENTH: The founders and/or incorporators and any/or all subsequent Board(s) of Trustees may create, in addition to the general fund(s), any and all specific trust funds required by virtue of any restrictive clause(s) in any instrument of donation, if the same be within the provisions of the purpose clause.

ARTICLE EIGHTH:

(a) The founders and/or incorporators and/or any subsequent Board of Trustees may accept for a specific trust, or otherwise, any gift, devise, bequest, assignment, transfer, or conveyance to take effect now or future, of any right, title, or interest in any real, personal or mixed property, any chose in action or any right or thing whatever, whether in fee or trust, for any use or uses as may be described by its donor or testator as long as the use is not inconsistent with the general provisions of the corporation, or the Board may accept the same for general purposes and disbursement of the corporation or for any one or more purposes of the corporation. Unless directed otherwise, items may be mingled.

(b) The founders and/or incorporators and for any subsequent Board of Trustees have the specific right of rejecting any gift, devise, bequest, assignment, transfer, or conveyance to take effect in the present or future, of any right title, or interest in any real, personal, or mixed property any chose in action or any right or thing whatever, whether in fee or trust, that they, in their descretion believe to be unwise, undersirable or impracticable.

(c) The incorporators and/or subsequent Board of Trustees shall administer any item or items received unless otherwise specifically provided for by the terms of the gift, devise or bequest. All funds or property received shall be administered for such purposes and subject to such special provisions and conditions, so long as in the opinion of the Trustees the same is practicable.

ARTICLE NINTH: The management and control of the corporation shall reside in a Board of seven (7) Trustees, originally chosen by the founders and/or incorporators, and subsequently chosen by the remaining Trustees. The terms of office shall not exceed three years except that a Trustee may be re-appointed for not more than one additional three year term. In recognition of the contribution of the Rotary Club of Sun Prairie in creating the foundation,

the president of the club shall be a Trustee for his term of office. The Board shall, for a one year term, include, on a rotated basis, the president of a service club in Sun Prairie. The Board shall at all times include one clergyman and one woman of the community. So as to provide continuity on the Board the remaining five members of the Board, other than the Rotary and service club presidents, shall be divided into two classes. Class one shall consist of three persons who shall serve an initial term of two years and thereafter this class shall have three year terms. Class two shall consist of two persons who shall serve an initial term of three years and thereafter shall have three year terms. There shall be no members of the corporation other than the Board of Trustees and the officers of the corporation.

ARTICLE TENTH: The Trustees shall annually elect four officers, to-wit, a President, a Vice President and a Secretary and Treasurer. The President and Vice President shall be elected from among the Trustees but the Secretary and Treasurer need not be a Trustee. The President and Vice President, together with one other trustee to be selected by the Board, shall constitute an Executive Committee, which committee shall be entitled to exercise all the powers of the Board of Trustees when not in session, but subject to the direction thereof.

ARTICLE ELEVENTH: The principal duties of the President shall be to preside at all meetings of the members, of the Board of Trustees and of the Executive Committee, and to have general supervision of the affairs of the corporation.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatever, of the latter.

The principal duties of the Secretary shall be to countersign all conveyances, assignments and contracts executed by the corporation, affix the seal of the corporation thereto, and to such other papers as may be required or directed to be sealed, and to keep a record of the proceedings of the members, and of the Trustees, and Executive Committee, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or pertaining to the business thereof.

The principal duties of the Treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into his hands, and keep an accurate account of moneys received and disbursed, and proper vouchers for money disbursed, and to render such accounts, statement and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Trustees.

The Board of Trustees may, from time to time, provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Trustees, or as may be prescribed from time to time by the By-Laws. Whenever the trustees may so order, the offices of Secretary and Treasurer may be held by the same person.

ARTICLE TWELFTH: The trustees of the corporation shall have power to make, amend and repeal by-laws and regulations for the government of the corporation, for the orderly conducting of its affairs and management of its property, for determining the manner of calling and conducting its meetings, and the manner of appointing and mode of voting by proxy, and the corporation shall have all other powers now conferred, or which hereafter may be conferred by law, including all powers which may be necessary or convenient for the accomplishment of its purpose.

ARTICLE THIRTEENTH: Until the Trustees of the corporation shall be elected, the signers of these Articles shall have direction of the affairs of the corporation, and may make such rules as may be necessary for perfecting its organization.

ARTICLE FOURTEENTH: These Articles may be amended, by resolution setting forth such amendment for amendments adopted, at any meetings of the Board of Trustees, duly convened and held pursuant to the By-Laws, by a vote of at least majority of members, but no such amendment shall change substantially the original purpose of the corporation.

ARTICLE FIFTEENTH:

(a) The Board of Trustees shall have full power and authority to hold, administer, manage and conserve any and all property, not delegated elsewhere by the donor and to this end may sell, transfer, convey, lease or exchange all or any part of its property under such terms and conditions as the Trustees may deem best.

(b) The Trustees may invest or reinvest any of the corporation's funds in such forms of investments as they deem best including but not limited to stock, stock rights, waivers, bonds, debentures, convertible debentures, notes, certificates of interest, certificates of indebtedness or any other thing of value issued by any person, firm, association, trust, corporation or body politic, whatsoever.

(c) The Trustee, as an investment for the trust estate and not for the purpose of conducting a business therewith or by means thereof, may acquire, upon such terms and conditions as they may deem appropriate, real estate and personal property of any kind, and in connection therewith the Trustees shall have full power and authority to hold, manage and conserve the same in a manner that will redound to the best interest of the trust estate. The Trustees may lease such property under a lease or leases, to commence at once or in the future, and upon any terms, and for any period or periods of time, although such period or periods might extend beyond the duration of the trust estate and may renew and extend leases. The Trustees may employ rental agents to rent and collect rents whenever and to the extent they may deem desirable. In conservation and management of any real estate the Trustees shall have full power and authority to construct or make improvements thereon or additions thereto.

(d) The Trustees, as an investment, shall have full power and authority to invest in and purchase, or otherwise acquire, oil, gas and other similar or dissimilar mineral royalties, overriding royalties, production payments, oil payments, gas payments, not profit overriding royalties, and not profit interests. The Trustees shall have no power or authority to acquire by purchase any interest in a working interest in an oil, gas and other mineral lease. If the working interest in such a lease or a fractional part of the working interest in such a lease should come into the hands of the Trustees by gift or by liquidation of a corporation, or otherwise than by purchase, the Trustees shall within a reasonable time dispose of such working interest for such consideration as they may deem proper. In the disposition of any such working interest or interest therein, the Trustees are specifically authorized and empowered to reserve such overriding royalties or limited overriding royalties as they may deem proper and appropriate.

(e) Any property acquired by the Trustees by gift or otherwise, as herein provided, shall be deemed a proper investment and the Trustees shall be under no obligation to dispose of or convert any such property. Investments need not be diversified, may be of a wasting nature, and may be made or retained with a view to possible increase in value. The Trustees may invest and reinvest all funds available for investment or reinvestment from time to time or at such times as they may deem desirable in such investments as they are permitted to make pursuant to the terms of this indenture. They are expressly authorized to invest in non-income-earning property if in their judgment the best interest of the trust estate will be served thereby. The Trustees, except as herein otherwise specifically provided, or as otherwise specifically provided in respect of a particular gift, shall have as wide latitude in the selection, retention and making of investments as an individual would have in retaining or investing his own funds.

(f) The Trustees, for any consideration or purpose permitted by this indenture or by the particular gift, may sell, exchange, alter, mortgage, pledge, or otherwise dispose of the investments of the trust estate; borrow any sum or sums believed by them to be necessary or desirable at any time and from time to time for the purpose of protecting and advancing the interest of the trust estate, or for any other purpose which in their opinion may be proper and for the best interest of the trust estate; pay all reasonable expenses, execute obligations, negotiable and non-negotiable; join in by deposit, pledge or otherwise any plan of reorganization or readjustment of any investment of the trust estate, and vest in a protective committee or committees or other legal entities such power as in their opinion may be desirable; assume the payment of or extend and renew any indebtedness incurred by the Trustees then acting, or prior Trustees; sell, for cash or credit, or for part cash and part credit, all or any part of the trust property; appoint, remove and act through agents, managers and employees, and confer upon them such power and authority as the Trustees may deem necessary or desirable.

(g) The Trustees may partition any trust property from any other property with which it may be commingled or in which the Trustees may hold an undivided interest, and may exchange any trust property for any other property which they may deem wise.

(h) The Trustees may consent to the extension, revision or renewal of any security, obligation, written contract or right.

(i) The Board may open and maintain bank accounts in the name of the corporation, and make deposits and withdrawals subject to the rules of the Board.

ARTICLE SIXTEENTH: The Board of Trustees shall have the power and authority and are directed to apply from time to time to the general purposes of the corporation such amounts of income or principal or both of the trust estate as they in their discretion may appoint, order or direct and shall not be restricted in any manner or to any extent in the selection of the specific uses, objects and purposes to which the said trust estate and/or its income shall be so applied subject, however to such special provisions and conditions, if any, contained in the instrument of conveyance. Distribution may be made, but the Board is not limited to, organizations qualified as exempt under Section 501 (c) (3) Internal Revenue Code of 1954 or its corresponding provision in later Internal Revenue laws.

ARTICLE SEVENTEENTH: In case of the dissolution of the corporation, the Board of Trustees shall, after payment of any and all liabilities of the corporation, transfer the remaining funds, whether principal or interest to the Sun Prairie Public Library if such library exists or to any library or libraries furnishing such service to the public in the City of Sun Prairie, for any use the library board deems best whether it be for the purchase of books, buildings, etc. so long as the residents of Sun Prairie, Wisconsin shall realize a benefit by its expenditure. Chp. 181, shall govern dissolution.

ARTICLE EIGHTEENTH: Except as otherwise expressly provided in this indenture, the acts of a majority of the Trustees shall be and constitute an exercise of the trust powers and discretions conferred upon the Trustees collectively.

ARTICLE NINETEENTH: The Trustees may from time to time employ or retain advisors, investment counsel, accountants, investigators, attorneys, and other agents and employees, and may from time to time prescribe the powers and duties of such persons, and may delegate to any of such persons the execution and administration of any acts of the Trustees, and may fix and pay to such persons out of the trust estate such compensation as they may deem just and reasonable.

