

AMENDED AND RESTATED ARTICLES OF INCORPORATION-
OF
LAWRENCE UNIVERSITY OF WISCONSIN

WHEREAS, LAWRENCE UNIVERSITY OF WISCONSIN (the “corporation”) was formed as a result of the consolidation of Lawrence College of Wisconsin and Milwaukee Downer College through articles of consolidation filed in Wisconsin on June 10, 1964; and

WHEREAS, the corporation now wishes to amend and restate its Articles of Incorporation.

NOW, THEREFORE, the following Amended and Restated Articles of Incorporation of the corporation, adopted in accordance with Section 181.1003 of the Wisconsin Statutes, shall supersede and replace the heretofore existing Articles of Incorporation for the corporation and all amendments thereto:

ARTICLE 1
NAME AND EDUCATIONAL UNITS

The name of the corporation shall be LAWRENCE UNIVERSITY OF WISCONSIN, which shall consist of three educational units, to-wit: (1) Lawrence College for the education of men; (2) Downer College for the education of women; and (3) the Conservatory of Music.

ARTICLE 2
EXISTENCE

The corporation is a nonstock corporation existing under Chapter 181 of the Wisconsin Statutes. The period of the corporation’s existence is perpetual.

ARTICLE 3
PURPOSES

3.1 The corporation is organized, and shall at all times be operated, exclusively for charitable, educational, or scientific purposes within the meaning of Code Section 501(c)(3).

3.2 The purpose of the corporation shall be to maintain an institution of higher learning for both men and women on a plan sufficiently extensive to afford instruction in the liberal arts and sciences and to develop the scholar.

3.3 The corporation shall have no capital stock and no dividends, pecuniary profits or any part of its net earnings shall ever be declared or paid to any person and no persons shall ever have any proprietary interest in its income or assets, excepting the right of control by its Board of Trustees for the educational purposes of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any private person and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation 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.

3.4 Notwithstanding any other provision of these articles, the corporation shall not carry on any activities to the extent not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3), (ii) by a corporation, contributions to which are deductible under Code Section 170(c)(2), (iii) by a corporation to which bequests are deductible for federal gift tax purposes under Code Section 2522(a)(2), or (iv) by a corporation to which gifts are deductible for federal gift tax purposes under Code Section 2522(a)(2).

ARTICLE 4 POWERS

4.1 The corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes 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 in Article 3.

4.2 In addition to the powers granted it by law, the corporation shall have the right and power to retain indefinitely in any form, all types of property, assets and securities, and to invest and reinvest the same in such type, character and amount of investments as its Board of Trustees may from time to time deem meet and proper although such property may not be of the character or diversification prescribed by law for or pursuant to any statutes relating to trust fund investments.

ARTICLE 5 NO MEMBERS

The corporation shall have no members.

ARTICLE 6
PRINCIPAL OFFICE AND REGISTERED AGENT

6.1 The mailing address of the principal office of the corporation is:

711 E. Boldt Way
SPC 40
Appleton, WI 54911

6.2 The name and address of the registered agent is:

G&K Wisconsin Services, LLC
Godfrey & Kahn, S.C.
100 W. Lawrence Street
Appleton, WI 54911

ARTICLE 7
BOARD OF TRUSTEES

7.1 The affairs of the corporation shall be managed by a self-perpetuating Board of Trustees, the Trustees being elected in the manner as is provided from time to time by the By-Laws of the corporation. The words "Trustee", "Trustees" and "Board of Trustees" as used in the Articles of Incorporation and By-Laws of this corporation shall be synonymous with the words "Director", "Directors" and "Board of Directors" used in Chapter 181 of the Wisconsin Statutes.

7.2 The number of Trustees constituting the Board of Trustees of the corporation shall be such number and having such terms and method of selection as are fixed from time to time by the By-Laws of the corporation, but the number of Trustees shall not be fewer than three.

ARTICLE 8
DISTRIBUTIONS

The corporation may make distributions or other payments under subsections (3) and (4) of Section 181.1302 of the Wisconsin Statutes, as may be amended from time to time, to the extent consistent with its purposes as set out in Article 3, above. Such distributions may include distributions to other organizations that are tax exempt under Code Section 501(c).

**ARTICLE 9
DISSOLUTION**

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities of the corporation, the assets of the corporation shall be conveyed and transferred to some educational corporation of like character to be selected by the Board of Trustees of the corporation. If the Board of Trustees fails to select such a corporation, it shall be the duty of the corporation's administrators in liquidation to, after paying or making provision for the payment of all liabilities of the corporation, transfer and convey all of the corporation's assets to some educational corporation of like character. An educational corporation of like character may only be designated as such if it (i) is tax exempt under Code section 501(c)(3), or (ii) is a "governmental unit" (as such term is defined in Code section 170(b)(1)(A)(v)) and the assets are distributed for public purposes.

**ARTICLE 10
AMENDMENT**

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment; excepting, however, that no amendment shall ever alter the irrevocably educational character of the corporation.

**ARTICLE 11
CODE REFERENCES**

All references herein to sections of the "Code" shall be considered to be references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any subsequently enacted federal tax law and to all regulations issued under such sections and provisions.

<p>This instrument was drafted by: Jeffrey D. Riester c/o Godfrey & Kahn, S.C. 100 West Lawrence Street Appleton, WI 54911</p>
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