UNIVERSITY OF WISCONSIN FOUNDATION

RESTATED ARTICLES OF INCORPORATION

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing Articles of Incorporation and amendments thereto:

ARTICLE I
   Name

The name of the corporation shall be UNIVERSITY OF WISCONSIN FOUNDATION.

ARTICLE II
   Incorporation

The corporation is incorporated under Ch. 181 of the Wisconsin Statutes. Its period of existence shall be perpetual.

ARTICLE III
   Purpose

The corporation is organized and shall be operated exclusively for educational, scientific, literary, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the “Internal Revenue Code”), as follows:

To aid the University of Wisconsin-Madison (hereinafter referred to as “the University”), by solicitation, for the benefit of the University, of gifts of real property or personal property, or both, from individuals, associations, corporations, or other entities.

To collect and receive gifts, bequests, devises or things of value, to accept the same subject to such conditions and trusts as may be imposed thereon, for the
benefit of the University and to hold, administer, use or distribute the same, and to obligate itself and to execute and perform conditions or trusts, all for the benefit of the University in the advancement of the educational, scientific, literary and charitable purposes thereof.

To acquire by gift, purchase, or otherwise properties, businesses and things of value, to use, operate, mortgage, sell or otherwise exploit or dispose of the same, and to devote the net income, profits and avails thereof for the benefit of the University.

And, in general, to exercise the powers granted by Chapter 181 of the Wisconsin Statutes, for the accomplishment of the foregoing purposes.

The corporation may provide fund-raising assistance or manage endowments for other public colleges, universities, and institutions or affiliated entities, including other foundations, in Wisconsin, so long as all such activities (a) further, or do not impair, the corporation’s purpose of aiding and supporting the University and (b) are permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code

**ARTICLE IV**
**Principal Office**

The location of the principal office of the corporation is 1848 University Avenue, Madison, Wisconsin, 53726.

**ARTICLE V**
**Registered Agent**

The registered agent of the corporation is Mike Knetter, or such other person as the Board of Directors may from time to time appoint.
ARTICLE VI
Register Office

The address of the registered agent is 1848 University Avenue, Madison, Wisconsin, 53726.

ARTICLE VII
Board of Directors

The number of directors shall be fixed by the by-laws of the corporation, but shall not be less than three (3).

ARTICLE VIII
Members

The corporation shall have members.

ARTICLE IX
Powers

The corporation shall have all powers conferred upon nonstock 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.

The corporation shall not engage in any of the following activities:

1. 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.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

3. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.
Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

ARTICLE X
Dissolution

The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

(1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor. This shall include obligations arising out of agreements or arrangements with other public colleges, universities, and institutions or affiliated entities, including other foundations, in Wisconsin.

(2) The remaining assets shall be distributed, pursuant to the plan to dissolve adopted in the manner set forth above in this article, to the University (or its successor), or, if the University (or its successor) shall not then qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or if the University (or its successor) shall be unable or unwilling to accept the assets of the corporation upon its dissolution, then the Board of Directors shall dispose of all of the net 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 educational, scientific, literary and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

(3) Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Dane County Circuit Court to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, exclusively for educational, scientific, literary and charitable purposes, as such court shall determine.
ARTICLE XI
Amendment

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

CERTIFICATE

This is to certify that the foregoing Restated Articles of Incorporation were approved by the members of the corporation at the corporation’s annual meeting on June 24, 2011 in accordance with sec. 181.1003 of the Wisconsin Statutes.

Executed on June 30, 2011 by:

[Signature]
Michael M. Knetter
President and CEO
University of Wisconsin Foundation

These Restated Articles of Incorporation were drafted by Gregory M. Monday.