

LYNDE BRADLEY FOUNDATION, INC.

ARTICLES OF INCORPORATION

As Amended August 19, 1946

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ARTICLE I

The purposes of the corporation shall be to raise, invest, and reinvest money and devote the principal and income therefrom perpetually and exclusively for charitable, scientific, literary, and educational purposes, including the encouragement of art, and the prevention of cruelty to children or animals. Without limiting in any way the charitable purposes for which such funds may be used, they shall be available for assisting charitable, scientific, literary, or educational institutions or organizations, whether supported by private donations or public taxation; for promoting education and scientific research; for care of the sick, aged, or helpless; to improve living conditions and to provide recreation for all classes, and for such other charitable purpose as will best tend to improve the mental, moral, and physical well being of all persons who may be selected as beneficiaries hereunder, regardless of race, color, or creed, and according to the discretion of a majority in number of the Board of Directors of this corporation. Said funds shall be used or distributed for the above purposes in the discretion of the

Board of Directors, at such times, in such manner, and in such amounts as will best accomplish the purposes expressed herein.

This corporation shall not engage in any activities which directly or indirectly shall constitute the carrying on of propaganda or of otherwise attempting to influence legislation.

#### ARTICLE II

Said corporation shall have no capital stock, and no dividends or pecuniary proceeds shall be declared or paid to the members thereof, and no part of the net earnings shall inure to any member; and upon dissolution thereof, the entire assets are to be distributed to such charitable, religious, scientific or educational purposes as the members or the Board of Directors shall then determine and no part of said assets shall inure to the members in any manner.

#### ARTICLE III

The name of the corporation shall be "Lynde Bradley Foundation, Inc.," and its location shall be in the City of Milwaukee, Milwaukee County, Wisconsin, with its principal office in the City of Milwaukee, in said County and State.

#### ARTICLE IV

(a) The number of Directors of this corporation shall be seven (7).

(b) The general officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and at the discretion of the Board of Directors, a Chairman of the Board, each of whom shall be elected for a term of one (1) year by the Directors. Any two general offices, except the offices of Chairman of the Board,

President, and Vice-President, may be held by one and the same person at the same time. The Chairman of the Board, President, and Vice-President shall be elected from among the members of the Board of Directors.

#### ARTICLE V

The Board of Directors may by resolution appoint or elect an Executive Director and other and subordinate officers, agents, and committees and fix their respective duties and titles.

#### ARTICLE VI

The principal duties of the respective general officers shall be as follows:

(a) The Chairman of the Board, if there be one, shall preside at all meetings of the Board of Directors, and if requested by the President, at all meetings of the members. He shall perform such other duties as may be delegated to him by the By-Laws or by resolution of the Board of Directors.

(b) The President shall be the general executive officer of said corporation. In the absence of a Chairman of the Board, he shall attend and preside at all meetings of the members and of the Directors. He shall perform such other duties as may be prescribed by the By-Laws or by resolution of the Board of Directors.

(c) The Vice-President shall discharge the duties of the President in case of the refusal, neglect, or inability of the latter for any cause to act, and he shall perform such other duties as may be prescribed by the By-Laws or by resolution or vote of the Board of Directors or by direction of the President.

(d) The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep true and correct records thereof

in the record books provided for that purpose. He shall countersign on behalf of the corporation all papers and documents to be executed on behalf of the corporation which are required to be signed by the President, or Vice-President, and shall affix the corporate seal to all such as shall require the seal to be affixed. He shall be custodian of the corporate seal. He shall also render annual accounts to the corporation and accounts at such other times as shall be required of him by resolution of the Board of Directors, and he shall perform such other duties as may be prescribed by the By-Laws, or by resolution or vote of the Board of Directors, or by direction of the President.

(e) The Treasurer shall be custodian and keeper of the funds, moneys, and credits of the corporation. He shall keep just and true accounts of all dealings of the corporation and shall render an account at each meeting of the members and at such other times as may be required of him by resolution of the Board of Directors. He may be required to give bond in such sum and with such security and such conditions as may be required by the Board of Directors or such as the Board of Directors shall approve, and he shall perform such other duties as may be prescribed by the By-Laws, or by resolution or vote of the Board of Directors, or by direction of the President.

#### ARTICLE VII

The corporation shall be composed of not more than twenty-five (25) members. The signers of the Articles of Incorporation shall be members, and they shall have power at their first meeting to elect additional members within the above limit. Thereafter, members shall be elected by the members, by the vote of a majority of all of the members of the corporation. The members shall constitute a self-perpetuating body.

Memberships shall not be transferable or assignable and shall not pass by descent or will. Members of the corporation shall be known as "Trustees" of the Lynde Bradley Foundation, Inc.

#### ARTICLE VIII

The time and place of the first meeting shall be determined by a majority of the signers of the Articles and notice thereof shall be given as provided by law, or such meeting may be held without notice if all of said signers be present in person and consent thereto.

Thereafter, the annual meetings and special meetings of the corporation shall be held at such times and places as may and shall from time to time be prescribed by the By-Laws.

#### ARTICLE IX

Members only shall be entitled to vote at meetings of the corporation. Members may vote either in person or by proxy appointed in writing, running to another member of the corporation who shall be present at such meeting in person. A majority of the members of the corporation so represented at any annual or duly noticed special meeting, in person or by proxy, as above provided, shall constitute a quorum at such meeting and be capable of transacting any business of the corporation except as otherwise specifically provided by law.

#### ARTICLE X

This corporation shall have the right and power to receive and retain assets and securities in any form and to invest and reinvest the same irrespective of rules prescribed by law for investment of trust funds. This corporation shall also have the power to borrow money for any purposes incidental to or in connection with its general powers and purposes and to

pledge or mortgage its assets as security for any such loans.

#### ARTICLE XI

Said corporation shall have a corporate seal of such design and with such inscription as the By-Laws shall provide or as the Board of Directors by resolution shall adopt.

#### ARTICLE XII

Each person now, or hereafter, serving as a Director or officer of this corporation, or who, at the request of the corporation, acts as a Director or officer of any other corporation in which the corporation has an interest to protect as stockholder or creditor, or his estate in case of death, shall be indemnified by the corporation against expenses reasonably incurred by him in connection with any action, suit, or proceeding, or settlement thereof, to which he may be made a party by reason of his having been such Director or Officer (whether or not he continues to be a Director or officer at the time of incurring such expenses), except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, or by the Board of Directors of the corporation to have been derelict in the performance of his duty as such Director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law, and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred, as shall be determined from time to time by the Board of Directors or Executive Committee.

#### ARTICLE XIII

(a) These Articles may be amended at any regular or duly noticed special meeting of the members by a vote of one-half of the said

members of the corporation, provided previous notice of such proposed amendment shall have been duly given.

(b) The members of the corporation, at any regular or duly noticed special meeting, may adopt or amend such By-Laws as they may deem expedient, necessary, and proper, by a majority vote of said members present at such meeting, provided previous notice of such proposed amendment shall have been duly given.



