

**ARTICLES OF INCORPORATION
OF EAU CLAIRE PUBLIC SCHOOLS FOUNDATION, INC.
A NON-STOCK CORPORATION**

Articles of incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under Chapter 181 of the Wisconsin Statutes, do hereby certify:

Article I.

The name of the Corporation shall be Eau Claire Public Schools Foundation, Inc.

Article II.

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

Article III:

Name of Initial Registered Agent: Daniel Van de Water

Article IV:

Street Address of Initial Registered Office: 500 Main Street
Eau Claire, WI 54701

Article V:

Mailing Address of Initial Principal Office: 500 Main Street
Eau Claire, WI 54701

Article VI:

The Corporation will have no members.

Article VII:

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be three (3); thereafter, the number and manner of election or appointment of Trustees, and their terms of office shall be as provided in the Bylaws, but the number of Trustees shall not be less than three (3).

The names and addresses of the initial Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Kenneth Faanes	5695 North Shore Drive Eau Claire, WI 54703
James Leary	500 Main Street Eau Claire, WI 54701
Daniel Van de Water	500 Main Street Eau Claire, WI 54701

Article VIII:

Said corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

In furtherance of these purposes, the Corporation's activities shall include, but not be limited to: providing support for the activities, programs, projects, equipment and facilities of the Eau Claire Area School District ("ECASD") a public school district in Eau Claire, Wisconsin; identifying and supporting new programs for ECASD; facilitating relationships between ECASD and its community, including alumnae, parents and businesses; providing support for continuing education, professional development and training for ECASD staff, parents and legal guardians; and providing support for public education within and without the State of Wisconsin.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonstock corporations in the State of Wisconsin.

Article IX:

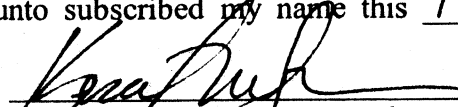
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article VIII hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of in or

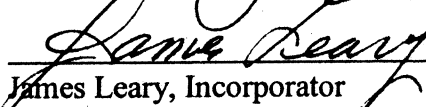
opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

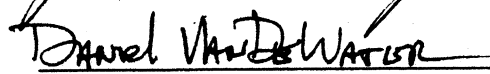
Article X:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of February, 2008.

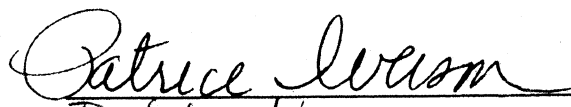

Kenneth Faanes, Incorporator


James Leary, Incorporator


Daniel Van de Water, Incorporator

STATE OF WISCONSIN)
)ss.
COUNTY OF Eau Claire)

Personally came before me this the 1st day of February, 2008, the above-stated incorporator, Kenneth Faanes, to me to be known to be the persons who executed the foregoing instrument and acknowledge the same.


Patrice Wernan, Notary Public
My Commission Expires: 3-29-09

STATE OF WISCONSIN)
)ss.
COUNTY OF Eau Claire)

Personally came before me this the 1st day of February, 2008, the above-stated incorporator, James Leary, to me to be known to be the persons who executed the foregoing instrument and acknowledge the same.

Patrice Iverson
Patrice Iverson Notary Public
My Commission Expires: 3-29-09

STATE OF WISCONSIN)
)ss.
COUNTY OF Eau Claire)

Personally came before me this the 1st day of February, 2008, the above-stated incorporator, Daniel Van de Water, to me to be known to be the persons who executed the foregoing instrument and acknowledge the same.

Patrice Iverson
Patrice Iverson, Notary Public
My Commission Expires: 3-29-09

THIS DOCUMENT WAS DRAFTED BY:
William J. Spangler - Lawyer
Weld, Riley, Prenn & Ricci, S.C.
PO Box 1030
Eau Claire, WI 54702-1030

F:\docs\SCHOOLS\Eau Claire\0296 Education Foundation\Foundation.Articles.wpd