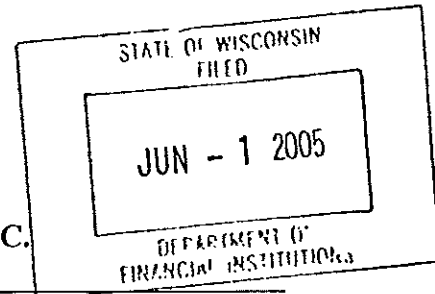


RECEIVED DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

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ARTICLES OF INCORPORATION
OF

MADISON SENIOR CENTER FOUNDATION, INC.



For the purposes of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, I, Christine K. Beatty, execute the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **MADISON SENIOR CENTER FOUNDATION, INC.**

ARTICLE II

The Corporation is organized exclusively for the benefit of the Madison Senior Center, an agency of the City of Madison, Wisconsin, with respect to its activities to improve the recreational, intellectual, social, physical and mental well being of older adults; to carry out such purposes the Corporation shall solicit and accept funds and other gifts for and provide grants and other resources in support of the Madison Senior Center and the programs, policies and services for older adults in the Madison, Wisconsin metropolitan area; and to engage in activities related to the aforementioned purposes; to invest in, receive, hold, use, and dispose of property as may be necessary or desirable to carry into effect the aforementioned purposes; provided, however, that all of the above purposes are within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

The Corporation shall have all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article II above, and further provided that:

- (1) no part of the net earnings of the Corporation inure to the benefit of any private individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes stated in Article II above;
- (2) no substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation;

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- (3) the Corporation not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
- (4) If the Corporation should fail to be classified as an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code, the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code;
- (5) If the Corporation should fail to be classified as an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code, the Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code;
- (6) If the Corporation should fail to be classified as an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code, the Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code;
- (7) If the Corporation should fail to be classified as an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code, the Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code;
- (8) If the Corporation should fail to be classified as an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code, the Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code; and
- (9) notwithstanding any other provision of these Articles, the Corporation will 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 of 1986 (or 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 of 1986 or corresponding section of any future federal tax code.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The initial directors of the Corporation are:

Name of Director	Address of Director
Reta Haring	4942 N. Sherman Avenue Madison, WI 53704
James G. Marshall, Jr.	7213 E. Branford Lane Madison, WI 53717
Jerry Sanders	21 North Butler Street Madison, WI 53703

The method of electing directors of the Corporation shall be as provided in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be less than three.

ARTICLE VI

The principal office of the Corporation is in Dane County, and its mailing address is:

Madison Senior Center
330 W. Mifflin Street
Madison, WI 53703

and the name and address of the initial Registered Agent of the Corporation is:

Christine K. Beatty
330 W. Mifflin Street
Madison, WI 53703

ARTICLE VII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the 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 charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine.

ARTICLE VIII


The name and address of the incorporator, who is older than eighteen years, is:

Christine K. Beatty
330 W. Mifflin Street
Madison, WI 53703

ARTICLE IX

No amendment making any change to Article II of these Articles of Incorporation shall be effective without the prior approval of the Madison Senior Center.

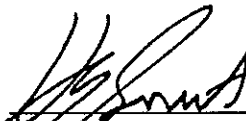
IN WITNESS WHEREOF, I execute these Articles in duplicate this 25 day of May, 2005.



Christine K. Beatty

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

The foregoing instrument was acknowledged before me this 25th day of May, 2005 by Christine K. Beatty.



Howard A. Sweet
Notary Public, State of Wisconsin
My Commission is Permanent.

This instrument was prepared by and after filing is to be returned to:

Howard A. Sweet
Hurley, Burish & Milliken, SC
P.O. Box 1528
10 East Doty Street
Madison, WI 53703

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