

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

FAMILY ENRICHMENT CENTER OF OZAUKEE, INC.

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Family Enrichment Center of Ozaukee, Inc., all pursuant to the provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

FEB 22 12:00PM

4. \$

ARTICLE I

151834 DORP 25

25.00

Name

The name of the Corporation is Family Enrichment Center of Ozaukee, Inc.

ARTICLE II

FEB 22 12:00PM

4. \$

Purposes

151835 DORP 25

25.00

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of §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") and exclusively for the benefit of, to perform the functions of and/or to carry out the purposes of the named organizations listed below and additional qualified organizations (as defined in the next sentence) as may be selected by the Board of Directors.

The named organizations are:

COPE Services, Inc.
Family Services of Mequon/Thiensville, Inc.
Mental Health Association in Ozaukee County, Inc.
St. Mary's Hospital-Ozaukee, Inc.
United Way of Greater Milwaukee
Volunteer Center of Ozaukee County

The term "qualified organizations" means organizations which (a) deliver health or human development services to families and individuals in Ozaukee County, Wisconsin, (b) have tax-exempt status under §501(c)(3) of the Internal Revenue Code and (c) are described in paragraph (1) or (2) of §509(a) of the Internal Revenue Code.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five (5); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

ARTICLE VI

Dissolution and Liquidation

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;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

ARTICLE VII

Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

ARTICLE VIII

Miscellaneous

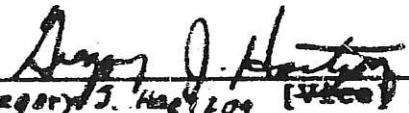
Section 1. The name and address of the registered agent of the Corporation is: Dorothy Dyken, 14135 North Cedarburg Road, Mequon, Wisconsin, 53092.

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is: 14135 North Cedarburg Road, Mequon, Wisconsin 53092. The principal office is located in Ozaukee County, Wisconsin.


CERTIFICATION

The undersigned officers of Family Enrichment Center of Ozaukee, Inc. hereby certify that there are no members having voting rights, and that the foregoing Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Directors held on September 25, 1995, by the affirmative vote of a majority of the directors then in office.

Executed in duplicate this 22nd day of January, 1996.



Gregory J. Haezel [Vice] President



[Assistant] Secretary
Carol A. Schmitt

This document was drafted by:

Theodore F. Zimmer, Esq.
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497

In furtherance of the aforementioned purposes, the Corporation's purposes shall include, without limitation, the acquisition, ownership and operation of real property for the use thereof by organizations described in 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 Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit 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; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(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.

ARTICLE IV

Members

The Corporation shall not have members.