

EDUCATION FOUNDATION OF KENOSHA, INC.

BY-LAWS

ARTICLE I

NAME

The name of this non-profit corporation shall be EDUCATION FOUNDATION OF KENOSHA, INC.

ARTICLE II

This corporation is organized and shall be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes, however, said purposes shall be limited to charitable, literary, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law). Said purposes shall include, but shall not be limited to, the following activities: to improve the educational opportunities of students enrolled in schools of the Kenosha Unified School District No. 1, of Kenosha, Wisconsin, through the encouragement and implementation of programs to stimulate and enhance student interest and academic achievement in all types of curriculum. Such programs may include academic competition among students, special motivational programs for students and teachers alike, mini grants for special student projects and speaker or instructional shops for students and teachers alike, all of which do not come within the standard budget of the Kenosha Unified School District No. 1.

All the assets and earnings shall be used exclusively for the purposes herein set out, including the payment of expenses incidental hereto; and no part of the net earnings shall inure to the benefit of any member of the corporation.

ARTICLE III

MEMBERSHIP

The corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The property, affairs, and business of the corporation shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of any odd number of persons, but not less than three (3), which are appointed from time to time by the Superintendent of the Kenosha Unified School District No.1. The initial Board of Directors

shall consist of the seven (7) persons so designated in the articles of Incorporation, with three (3) of the Directors appointed to initial one-year terms, two (2) of the Directors appointed to two-year terms, and two (2) of the Directors appointed to three-year terms. Thereafter, all Directors at the expiration of any such terms shall serve for three (3) year terms. No director shall serve more than two three-year terms successively after this corporation shall be in existence for a period of at least five (5) years. The Superintendent of the Kenosha Unified School District No. 1 shall serve ex-officio as a non-voting member of the Board of Directors after his initial term as a Director shall expire.

Section 3. An appointed director may be removed from office by the affirmative vote of two-thirds (2/3) of all of the directors then in office or by the Superintendent of the Kenosha Unified School District No. 1.

Section 4. An annual meeting shall be held each year on the first Monday in the month of March, at such time and place as may be fixed by the Board of Directors. The Board shall then meet for the purpose of electing officers and for the transaction of such other business as shall come before the meeting. As soon as practicable after the appointment of the initial Board of Directors, they shall meet for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting.

Section 5. Regular meetings of the Board of Directors shall be held from time to time at such time and place as the Board may determine by resolution. Regular and annual meetings of the Board of Directors shall be upon written notice mailed to each director, addressed to him or her at his or her residence or usual place of business, at least fifteen (15) days before the day on which the meeting is to be held.

Section 6. Special meetings of the Board of Directors may be held at any time and upon call of the President, or shall be called by at least three (3) board members, and the President may designate the place where such meetings of the Board of Directors shall be held.

Section 7. The number of directors necessary to constitute a quorum for the transaction of business at any meeting shall be five (5), and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had.

Section 8. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 9. Any vacancy in the Board of Directors

caused by death, resignation, removal, or any other cause, shall be filled by the Superintendent of the Kenosha Unified School District No. 1 and the new director so appointed shall hold office for the remainder of the term held by the director who vacated his or her office.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be members of the Board of Directors and shall consist of a President, a Vice President, a Secretary, and a Treasurer. All officers elected by the Board of Directors shall hold terms of office of one (1) year.

Section 2. The President shall appoint a committee of not less than three (3) members of the Board of Directors prior to the annual meeting of the Board to act as a Nominating Committee. Such committee shall prepare a slate of officers to be presented at the annual meeting of the Board of Directors.

Section 3. Vacancies in any office shall be promptly filled by the Board of Directors in such manner as vacancies are filled for members of the Board of Directors.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The President, or in the President's absence, the Vice President, shall preside at all meetings of the corporation and the Board of Directors. The President shall appoint the chairman of all standing committees. The President shall execute, in the name of the corporation, such documents and other instruments as may be necessary, and shall direct the operations of the corporation in accordance with the Articles of Incorporation, these By-laws, and pertinent directives. Furthermore, the President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 2. The Vice President shall assist the President in directing the operations of the corporation and shall have such powers and duties as may be specified in the By-laws or prescribed by the Board of Directors. If the President is unable to preside at a meeting of the Board of Directors, or is absent for any reason, the Vice President shall preside at such meeting or meetings and perform the duties of the President during the period of the President's absence or other inability to act. In the event of a vacancy in the office of President, the Vice President shall not automatically succeed to the powers

and duties of President, but such vacancy shall be filled by the Board of Directors in such manner as such vacancies are filled for members of the Board of Directors under Article IV.

Section 3. The Secretary shall be responsible for the minutes and records of all meetings, shall attend to correspondence of the corporation, and shall be the custodian of all records and papers of the corporation. The Secretary shall also be responsible for maintaining files containing resolutions, correspondence, By-laws, revisions and other pertinent records of the corporation. The Secretary shall keep a record containing the names of all persons who are members of the Board, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 4. The Treasurer shall have charge of all funds and deposit the same in the name of the corporation in a financial institution, i.e. bank, savings and loan association, credit union, designated by the Board of Directors. Furthermore, the Treasurer shall pay all bills as directed by the Board of Directors. The Treasurer shall see that the books are audited by a certified public accountant selected by the Board of Directors on an annual basis. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be from September 1st through August 31st inclusive.

ARTICLE VIII

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation and these By-laws to the extent authorized or permitted by law.

ARTICLE IX

RULES OF ORDER

Robert's Rules of Order (latest revision) shall govern the meetings of the Board of Directors, and all committees of the corporation in all cases in which they are applicable and in which they are not inconsistent with these By-laws.

ARTICLE X

LIABILITY

The corporation shall have no capital stock, and the private property of the incorporators, Board of Directors, officers, committee members and employees shall not be liable for the debts of the corporation.

ARTICLE XI

OTHER PROVISIONS

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. It is intended that this corporation be operated without stock and not for profit as an entity exempt from state and federal income taxation.

Section 3. The corporation shall not participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

SEAL

The corporation shall have a corporate seal, which shall have inscribed thereon the name of this corporation, the state of incorporation and the words "Corporate Seal".

ARTICLE XIII

CONTRACTS

The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or pledge its credits, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE XIV

INFORMAL ACTION RESOLUTION

Any action required by the Articles of Incorporation,

by the By-laws, or by any provision of law, to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors or members of a committee thereof entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any documents which may be filed with the Secretary of State, pursuant to law.

ARTICLE XV

AMENDMENT

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by the affirmative vote of at least five (5) Directors. Any proposed change in the By-Laws shall be prepared in written draft form and shall be submitted to all of the members of the Board of Directors by mail not less than forty-eight (48) hours prior to the next scheduled regular or special meeting of the Board of Directors.

ARTICLE XVI

ADOPTION OF BY-LAWS

The foregoing By-laws were adopted by a unanimous vote of the Directors of the corporation at a special meeting of the Directors held on the 19th day of May, 1986.

President

EDUCATION FOUNDATION OF KENOSHA, INC.BY-LAWSARTICLE INAME

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Section 7. The number of directors necessary to constitute a quorum for the transaction of business at any meeting shall be five (5) members eligible to vote, and the act of a majority of such members present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may fix the time to which to adjourn, adjourn, recess, or take measures to obtain a quorum.

Section 8. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 9. Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, shall be filled by the Superintendent of the Kenosha Unified School District No. 1 and the new director so appointed shall hold office for the remainder of the term held by the director who vacated his or her office.

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Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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CONTRACTS

The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or pledge its credits, or render it liable pecuniarily for any purpose or to any amount.

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INFORMAL ACTION RESOLUTION

Any action required by the Articles of Incorporation, by the By-laws, or by any provision of law, to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors or members of a committee thereof entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any documents which may be filed with the Secretary of State, pursuant to law.

ARTICLE XV

AMENDMENT

These By-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by the affirmative vote of at least five (5) Directors. Any proposed change in the By-laws shall be prepared in written draft form and shall be submitted to all of the members of the Board of Directors by mail not less than forty-eight (48) hours prior to the next scheduled regular or special meeting of the Board of Directors.

ARTICLE XVI

ADOPTION OF BY-LAWS

The foregoing By-laws were adopted by a unanimous vote of the Directors of the corporation at a special meeting of the Directors held on the 19th day of May, 1986.

President

AMENDED AND RESTATED
BYLAWS
OF
EDUCATION FOUNDATION OF KENOSHA, INC.

ARTICLE I
Offices

Section 1. Principal Office. The corporation shall maintain a principal office in the State of Wisconsin which shall be located in the City of Kenosha, Kenosha County. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Statutes.

ARTICLE II
Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications of Directors. The number of directors shall be as determined by the Board of Directors from time to time but in no event less than three (3) nor more than fifteen (15) and shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the Wisconsin Nonstock Corporation Law, which at the time of adoption of these bylaws is three.

Section 3. Election and Term.

(a) Kenosha Unified School District Director. The School District Administrator of Kenosha Unified School District No. 1. shall serve as an ex-officio voting member of the Board of

Directors. If such position is vacant, the individual serving as interim School District Administrator shall serve as interim director until such time as a new School District Administrator is appointed.

(b) Board-Elected Directors. The remaining directors (the "Board-Elected Directors") shall be elected by the entire Board of Directors of this corporation at its annual meeting. Directors who are so elected shall take office immediately following the annual meeting of this corporation. A Board-Elected Director shall not be a member of the District School Board nor an employee of the District.

(c) Term of Office of Board-Elected Directors. Board-Elected Directors shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, so that the three (3) classes consist of, as nearly as possible, an equal number of directors. Initially, directors of the first class shall hold office for an initial term of one (1) year, directors of the second class for an initial term of two (2) years and directors of the third class for an initial term of three (3) years. At the close of each annual meeting of this corporation, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of three (3) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of directors.

Section 4. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 5. Removal. A Board-Elected Director may be removed from office with or without cause by the Board of Directors of this corporation, either at a regular meeting or at any special meeting called for that purpose.

Section 6. Vacancies. In the event a vacancy occurs in the Board-Elected directors, an interim director shall be appointed by the remaining Board-Elected directors of this corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 7. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of March in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 8. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any three (3) directors.

Section 10. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of any meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed, sent by facsimile or telegraphed to each director at his business address at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed,

with postage thereon prepaid. If sent by facsimile, such notice shall be deemed given when confirmation of transmittal is obtained by the sender. If such notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 12. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation.

Section 14. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Compensation. Directors of the corporation shall not receive compensation for serving as directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 17. Executive and Other Committees.

(a) The Board of Directors by resolution may create an executive committee or one or more other committees, each consisting of three or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors may also designate persons who are not directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the executive committee shall have and may exercise, when the Board of Directors is not in session, all of the identified powers of the Board of Directors in the management of the business and affairs of the corporation.

(b) Nondelegable Powers; Alternative Members; Rules of Committees. No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies in committees of directors created pursuant to this Section 17. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee,

upon request of the President or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 18. Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

ARTICLE III Officers

Section 1. Number. The principal officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or

President and Vice President. Officers shall be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice Presidents. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) shall perform the

duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the corporation's affairs.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation and for moneys due and payable to the corporation from any source whatsoever, including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. Officers of the corporation shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE IV Indemnification

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 181.041 to 181.053, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise. All capitalized terms used in this Article IV and not otherwise defined herein shall have the meaning set forth in Section 181.041 of the Statute.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of

this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V
Fiscal Year

The fiscal year of the corporation shall end on the last day of August in each year.

ARTICLE VI
Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and words "Wisconsin" and "Corporate Seal."

ARTICLE VII
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by law or directed by the Board of Directors, the President may authorize in writing any officer or agent of the corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Loans. No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness

shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Financial Reporting. Within 180 days after the conclusion of each fiscal year, the corporation shall furnish complete and accurate financial statements for the fiscal year to the School Board of Kenosha Unified School District No. 1, and shall promptly supply such additional financial or other information as may be requested from time to time by the School Board of Kenosha Unified School District No. 1.

ARTICLE VIII Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof by a majority vote of the directors. Any proposed change in the Bylaws shall be prepared in written draft form and shall be submitted to all of the members of the Board of Directors by mail not less than forty-eight (48) hours prior to the next scheduled regular or special meeting of the Board of Directors.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

* * * * *

Certified a true and correct copy of the Amended and Restated Bylaws adopted on the 8th day of May, 1997, by the Board of Directors of Education Foundation of Kenosha, Inc.

/s/ Marc A. Skurski
Secretary

Article II, Section 3, Paragraph (c) subsequently amended 5/8/02

Efk/bylaws rev 050802

THIS DOCUMENT IS TO BE RECORDED IN KENOSHA COUNTY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDUCATION FOUNDATION OF KENOSHA, 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 Education Foundation of Kenosha, Inc., all pursuant to the provisions of the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes:

ARTICLE I

Name

The name of the corporation is Education Foundation of Kenosha, Inc.

ARTICLE II

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. Section 501(c)(3), and exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of Kenosha Unified School District No. 1, of Kenosha, Wisconsin, including the carrying on of such of its programs as the Board of Directors of this corporation from time to time deems to be suitable and appropriate. The phrase "such of its programs" is

meant to include projects and activities which Kenosha Unified School District No. 1 conducts, sponsors, advises or in which it participates. The activities in which the corporation may engage to carry out its purposes are those which enhance the quality or variety of the education which the District provides to its students beyond what can be achieved with the District's normal tax and government revenues. With regards to any of the following activities that involve grants provided by the EFK, it is intended that these grants be on a "one-time" basis, or considered as "seed money" if the grant is for an ongoing program. It is not intended that grants be construed to be a commitment to ongoing funding from the EFK. The use of EFK grants for salaries and payments for continuing services is prohibited. Activities may include, but are not limited to:

(a) Provision of scholarships to residents of Kenosha Unified School District No. 1 to be applied toward post-secondary education;

(b) Improvement of the educational opportunities of students residing in the Kenosha Unified School District No. 1 through the encouragement and implementation of programs to stimulate and enhance student interest and academic achievement in all types of curricula;

(c) Operation and supervision of summer school activities, recreational activities, and similar activities;

(d) Funding of student participation in local, regional, national and international academic competitions and conferences;

(e) Funding of special motivational programs for students and/or teachers;

(f) Provision of grants for special student projects and special educational projects for teachers; and

(g) Funding and operation of speaker or instructional workshops for students and/or teachers.

All grant proposals must be submitted following the instructions entitled Preparation of a Grant Proposal available through either the school principal's office or the Superintendent's Office.

In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Members

The corporation shall have no members.

ARTICLE V

Directors

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Wisconsin Nonstock Corporation Law, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE VI

AMENDMENT

These Articles of Incorporation may be amended by the directors of the corporation by vote of the majority of the number of directors then in office provided that no amendment shall substantially change the original purposes of the corporation.

ARTICLE VII

Dissolution

In the event of 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, distribute all of the assets of the corporation exclusively to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

ARTICLE VIII

Principal Office; Registered Agent

The mailing address and county of the principal office of the corporation is 3600 - 52nd Street, Kenosha (Kenosha County), Wisconsin 53144-2697. The name and street address of the Registered Agent of the corporation is Dr. Michael Johnson, Kenosha Unified School District No. 1, 3600 52nd Street, Kenosha, WI 53144-2697.

CERTIFICATION

The undersigned officers of Education Foundation of Kenosha, Inc. hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted on June 26, 1997 by an affirmative vote of a majority of the Board of Directors at a meeting of the Board of Directors.

Executed in triplicate this 27th day of August, 1997.

Additional changes made to article II at 11/12/98 EFK meeting. These changes were subsequent to the Amended & Restated Articles of Incorporation drafted by Patricia Hintz.

Elli Chemerow

President

William J. Smith
Secretary

I CERTIFY that the attached copy has been compared by me with a document on file with this Department and that it is a true copy thereof, and that I am the legal custodian of said document.

DATE: 11-24-97

BY: KC

Richard L. Dean

Richard L. Dean, Secretary
Department of Financial Institutions
STATE OF WISCONSIN

This document was drafted by:

Patricia A. Hintz
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497

ATTACHMENT #5

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDUCATION FOUNDATION OF KENOSHA, INC.

ARTICLE II - PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. Section 501(c)(3), and exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of Kenosha Unified School District No. 1, or Kenosha, Wisconsin, including the carrying on of such of its programs as the Board of Directors of this corporation from time to time deems to be suitable and appropriate. The phrase "such of its programs" is meant to include projects and activities which Kenosha Unified School District No. 1 conducts, sponsors, advises or in which it participates. The activities in which the corporation may engage to carry out its purposes are those which enhance the quality or variety of the education which the District provides to its students beyond what can be achieved with the District's normal tax and government revenues. With regard to any of the following activities that involve grants provided by the EFK, it is intended that these grants be on a "one-time" basis, or considered as "seed money" if the grant is for an ongoing program. It is not intended that grants be construed to be a commitment to ongoing funding from the EFK. The use of EFK grants for salaries and payments for continuing services is prohibited. The activities in which the corporation may engage may include, but are not limited to:

- (a) Provision of scholarships to residents of Kenosha Unified School District No. 1 to be applied toward post-secondary education;
- (b) Improvement of the educational opportunities of students residing in the Kenosha Unified School District no. 1 through the encouragement and implementation of programs to stimulate and enhance student interest and academic achievement in all types of curricula;
- (c) Operation and supervision of summer school activities, recreational activities, and similar activities;
- (d) Funding of student participation in local, regional, national and international academic competitions and conferences;
- (e) Funding of special motivational programs for students and/or teachers;
- (f) Provision of grants for special student projects and special educational projects for teachers; and
- (g) Funding and operation of speaker or instructional workshops for students and/or teachers.

All grant proposals must be submitted following the instructions entitled Preparation of a Grant Proposal available through either the school principal's office or the Superintendent's Office.

AMENDMENT TO THE
BY-LAWS
OF
EDUCATION FOUNDATION OF KENOSHA, INC.
Adopted January 23, 2008

Article II

Section 12. Quorum. A minimum of five (5) directors then in office shall constitute a quorum for the transaction of any business at a meeting of the Board of Directors, but if less than five (5) directors are present at a meeting, then a majority of the directors present may adjourn the meeting without further notice.

CERTIFICATION

I hereby certify that the attached is a true and correct copy of the Amendment to the By-Laws of the **EDUCATION FOUNDATION OF KENOSHA, INC.**

Dated this 23rd day of January, 2008.


Secretary of Board