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WHEREAS, LAWRENCE UNIVERSITY OF WISCONSIN (the “corporation”) was formed as a result of the consolidation of Lawrence College of Wisconsin and Milwaukee Downer College through articles of consolidation filed in Wisconsin on June 10, 1964; and

WHEREAS, the corporation now wishes to amend and restate its Articles of Incorporation.

NOW, THEREFORE, the following Amended and Restated Articles of Incorporation of the corporation, adopted in accordance with Section 181.1003 of the Wisconsin Statutes, shall supersede and replace the heretofore existing Articles of Incorporation for the corporation and all amendments thereto:

**ARTICLE 1  
NAME AND EDUCATIONAL UNITS**

The name of the corporation shall be LAWRENCE UNIVERSITY OF WISCONSIN, which shall consist of three educational units, to-wit: (1) Lawrence College for the education of men; (2) Downer College for the education of women; and (3) the Conservatory of Music.

**ARTICLE 2  
EXISTENCE**

The corporation is a nonstock corporation existing under Chapter 181 of the Wisconsin Statutes. The period of the corporation’s existence is perpetual.

**ARTICLE 3  
PURPOSES**

3.1 The corporation is organized, and shall at all times be operated, exclusively for charitable, educational, or scientific purposes within the meaning of Code Section 501(c)(3).

3.2 The purpose of the corporation shall be to maintain an institution of higher learning for both men and women on a plan sufficiently extensive to afford instruction in the liberal arts and sciences and to develop the scholar.

3.3 The corporation shall have no capital stock and no dividends, pecuniary profits or any part of its net earnings shall ever be declared or paid to any person and no persons shall ever have any proprietary interest in its income or assets, excepting the right of control by its Board of Trustees for the educational purposes of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any private person and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation and 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.

3.4 Notwithstanding any other provision of these articles, the corporation shall not carry on any activities to the extent not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3), (ii) by a corporation, contributions to which are deductible under Code Section 170(c)(2), (iii) by a corporation to which bequests are deductible for federal gift tax purposes under Code Section 2522(a)(2), or (iv) by a corporation to which gifts are deductible for federal gift tax purposes under Code Section 2522(a)(2).

#### **ARTICLE 4 POWERS**

4.1 The corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto as now or hereafter enacted or amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation set forth in Article 3.

4.2 In addition to the powers granted it by law, the corporation shall have the right and power to retain indefinitely in any form, all types of property, assets and securities, and to invest and reinvest the same in such type, character and amount of investments as its Board of Trustees may from time to time deem meet and proper although such property may not be of the character or diversification prescribed by law for or pursuant to any statutes relating to trust fund investments.

#### **ARTICLE 5 NO MEMBERS**

The corporation shall have no members.

**ARTICLE 6**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

6.1 The mailing address of the principal office of the corporat AL O n is: JETBT1 0 0 1 362.451.99.78

