

ARTICLES OF INCORPORATION
OF
WISCONSIN TRUST ACCOUNT FOUNDATION, INC.

The undersigned, a natural person more than 18 years of age, acting as incorporator of a corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes) adopts the following Articles of Incorporation for such corporation:

Article I.

Name

The name of the corporation shall be WISCONSIN TRUST ACCOUNT FOUNDATION, INC.

Article II.

Duration

The period of existence is perpetual.

Article III.

Purpose

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or corresponding provisions of any future Federal Internal Revenue Laws) in accordance with the Supreme Court of Wisconsin's Order of March 21, 1986, authorizing the creation of this corporation. The corporation's purpose shall be to receive funds from attorneys' trust accounts in accordance with Wisconsin Supreme Court Rule

20.50(3) and to make grants or expenditures of these funds for the following purposes:

1. To provide legal aid to the poor.
2. To fund programs for the benefit of the public as may be specifically approved from time to time by the Supreme Court of Wisconsin for exclusively public purposes.
3. To pay the reasonable and necessary expenses of the board and other costs reasonably and necessarily incurred for the administration of the program including the employment of staff for the purpose.

This corporation shall have and may exercise all powers and privileges of corporations organized under Chapter 181 of the Wisconsin Statutes which are necessary to effectuate its declared purposes.

Article IV.

Members

The corporation shall not have members.

Article V.

Name and Address of Registered Agent

The name of the initial registered agent is Richard L. Olson and his address is One South Pinckney Street, Madison, Wisconsin 53703 (mailing address P. O. Box 927, Madison, WI 53701-0927).

Article VI.

Principal Office

The principal office of this corporation shall be located at

402 West Wilson Street, Dane County, Madison, Wisconsin 53703.

Article VII.

Directors

The affairs of this corporation shall be managed by a board of directors whose qualification, election or appointment shall be as set forth in Supreme Court Rule 13.02(2), as amended from time to time, and the By-Laws. SCR 13.02(2) now provides:

(2) The board shall consist of 15 persons. The president of the state bar shall appoint, with the approval of the state bar board of governors, nine attorney and three non-attorney members. The chief justice shall appoint three members from the Wisconsin judiciary. Members shall serve staggered three-year terms. The terms of three attorney, one judicial and one non-attorney members shall expire each year. No person may serve more than two full terms consecutively.

Article VIII.

Initial Board

The number of directors appointed pursuant to SCR 13.02(2) (order issued March 21, 1986) constituting the initial board is fifteen and all will serve at least a one year term. Their names and addresses are:

Richard Artison
821 W. State Street
Milwaukee, WI 53233

Nancy Murry Barkla
421 N. Main Street
P. O. Box 22
River Falls, WI 54022

Hon. Bruce F. Beilfuss
4402 Fox Bluff Rd.
Middleton, WI 53562

Hon. John G. Buchen
Circuit Court, Branch 2
Courthouse
615 N. Sixth Street
Sheboygan, WI 53081

Lawrence J. Bugge
P. O. Box 1497
Madison, WI 53701-1497

Edward A. Dudek
825 N. Jefferson Street,
Suite 500
Milwaukee, WI 53202

Michael J. Lawton
P. O. Box 1507
Madison, WI 53701-1507

J. Paul Morrow
103 W. Merrimac Street
P. O. Box 125
Dodgeville, WI 53533

Richard L. Olson
P. O. Box 927
Madison, WI 53701-0927

Andrew P. Potos
Vice President & General Manager
WITI-TV
9001 N. Green Bay Road
Milwaukee, WI 53217

Adrian P. Schoone
1300 S. Green Bay Road
Racine, WI 53406

Hon. Burton A. Scott
Chief Judge, Court of Appeals
2nd District
707 W. Moreland Blvd.
Waukesha, WI 53186

Gretchen Viney
P. O. Box 200
Portage, WI 53901

Walter H. White, Jr.
250 E. Wisconsin Avenue,
Suite 2000
Milwaukee, WI 53202

Robert J. Wilson
Exec. V. P. & Chief Operating
Officer
Valley Bank
222 W. Washington Avenue
Madison, WI 53703

Article IX.

Incorporator

The name and address of the Incorporator is:

Richard L. Olson
P. O. Box 927
Madison, WI 53701-0927

Article X.

Corporate Operating Restrictions

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any director, officer or other private person, except that this 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 III. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

This corporation shall distribute its income for each taxable 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 of 1954, as amended (or corresponding provision of any subsequent Federal tax laws).

This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent Federal tax laws).

This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent Federal tax laws).

This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent Federal tax laws).

This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent Federal

tax laws).

Article XI.

Dissolution

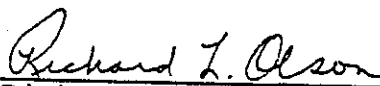
Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of the corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of this 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 purpose.

Article XII.

Amendment

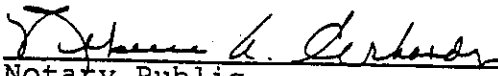
These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

Executed in triplicate this 12th day of June, 1986.


Richard L. Olson

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

Personally came before me this 12th day of June, 1986, the above-named Richard L. Olson to me known to be the person who executed the foregoing instrument and acknowledged the same.



Notary Public
My commission is permanent

This document was drafted by Richard L. Olson

Please return to: Richard L. Olson
P. O. Box 927
Madison, WI 53701-0927

STATE OF WISCONSIN
FILED
JUN 12 1986
DOUGLAS LA FOLLETTE
SECRETARY OF STATE