

BY-LAWS  
OF  
SUMMIT EDUCATIONAL ASSOCIATION, INC.

(a Wisconsin nonstock, not-for-profit corporation)

INTRODUCTION

0.01. The time and date of annual meeting of Directors (see Section 3.03) should be at 7<sup>30</sup> p.m. on the 3<sup>rd</sup> Thursday in April, with the first meeting to be held in 1993.

0.02. The authorized number of Directors (see Section 3.01) is six.

0.03. Required notice of Directors' meeting (see Section 3.06):

- (a) shall be not less than 48 hours if by mail, and
- (b) not less than 24 hours if by telegram or personal delivery.

0.04. Authorized number of Vice Presidents (see Section 4.01): 1.

0.05. Fiscal year of the corporation (see Section 8.01) shall commence on the first day of June and end on the last day of May.

## ARTICLE I.- OFFICES

1.01. Principal and Business Offices. The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02. Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

## ARTICLE II.- MEMBERS

2.01. The corporation shall have no members.

## ARTICLE III. - BOARD OF DIRECTORS

3.01. General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The number of Directors of the corporation shall be as provided in Section 0.02.

3.02. Tenure, Appointment and Qualifications. The Board of Directors shall be divided into three classes of not less than one (1) nor more than six (6) Directors each. The term of office of the first class of Directors shall expire at the second annual meeting after their initial appointment under the provisions of

this Section 3.02, the term of office of the second class shall expire at the third annual meeting after their initial appointment under the provisions of this Section 3.02, and the term of office of the third class shall expire at the fourth annual meeting after their initial appointment under the provisions of this Section 3.02. At each annual meeting after the initial classification of the Board of Directors under this Section 3.02, the class of Directors whose term expires at the time of such meeting shall be appointed to hold office until the third succeeding annual meeting. Directors shall be appointed by the affirmative vote of a majority of the Board of Directors, who may appoint themselves or others. Each Director shall serve until her/his successor shall have been appointed, or until her/his prior death, resignation or removal. A Director may be removed from office by affirmative vote of a majority of the Board of Directors taken at a meeting called for that purpose. A Director may resign at any time by filing her/his written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin.

3.03 Annual Meeting. The annual meeting of the Board of Directors shall be held at the date and hour in each year set forth in Section 0.01, or at such other time and date within 60 days before or after said date as may be fixed by the Board of Directors, for the purpose of appointing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next

succeeding business day. If the appointment of Directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of Directors, or at any adjournment thereof, the Board of Directors shall cause the appointment to be made at a special meeting of the Directors as soon thereafter as conveniently may be.

3.04 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, within or without the state of Wisconsin, as the Board of Directors may by resolution provide.

3.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any Director. The President, Secretary or Director calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding the special meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

3.06 Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given by written notice delivered personally or mailed or given by telegram to each Director at her/his business address or at such other address as such Director shall have designated in writing filed with the Secretary, in each case not less than that number of hours prior thereto as set forth in

section 0.03. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any Director of the corporation under the articles of incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.07 Quorum. Except as otherwise provided by law or by the articles of incorporation or these by-laws, a majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.08 Manner of Acting. The act of the 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 law or by the articles of incorporation or these by-laws. Unless the articles of incorporation provide otherwise, any or all directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

3.09 Conduct of Meetings. The President, and in her/his absence, a Vice President in the order provided under Section 4.06, and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint an Assistant Secretary or any Director or other person present to act as Secretary of the meeting.

3.10 Vacancies. Any Vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual meeting by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors. In the case of a vacancy created by the removal of a Director by vote of the Directors, the Directors shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.11 Compensation. The Board of Directors, by affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, may

establish reasonable compensation of all Directors, officers and employees for services to the corporation as Directors, officers or otherwise, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for or to delegate authority to an appropriate committee to provide for reasonable pensions, disability or death benefits, and other benefits or payments, to Directors, officers and employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such Directors, officers and employees to the corporation.

3.12 Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which s/he is a member, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless her/his dissent shall be entered in the minutes of the meeting or unless s/he shall file her/his 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.

3.13 Committees. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors, may designate one or more committees, each committee to consist of at least one Director. In addition, the Board of Directors, by

resolution adopted by the affirmative vote of a majority of the Directors, may designate an Executive Committee consisting of three or more Directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

3.14 Unanimous Consent without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution 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 then in office.



ARTICLE IV. - OFFICERS

4.01 Number. The principal officers of the corporation shall be a President, the number of Vice Presidents as provided in Section 0.04, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and vice President.

4.02 Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected each year by the Board of Directors at the annual meeting of the Board of Directors. 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 until her/his successor shall have been duly elected or until her/his prior death, resignation or removal.

4.03 Removal. Any officer or agent 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.

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

4.05 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. S/He shall, when present, preside at all meetings of the members of the Board of Directors. S/He 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 s/he 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. S/He 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; and, except as otherwise provided by law or the Board of Directors, s/he may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in her/his place and stead. In general, she/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06 The Vice Presidents. In the absence of the President or in the event of her/his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the

President to act personally, the Vice President (or in the event there be more than one vice President, the vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their appointment) 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 and have such authority as from time to time may be delegated or assigned to her/him by the President or by the Board of Directors. The execution of and instrument of the corporation by any Vice president shall be conclusive evidence, as to third parties, of her/his authority to act in the stead of the President.

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

4.08 The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of

the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.04; and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to her/him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09 Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.10 Other Officers, Assistants and Acting Officers. The Board of Directors shall have the power to appoint other officer or any person to act as assistant to any officer, or as agent for the

corporation in her/his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally and such other officer, assistant, other agent or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which s/he is so appointed to act, or as to which s/he is so appointed to be assistant, except as such power may be otherwise defined or restricted by the Board of Directors.

4.11 Salaries. The salaries of the principal officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that s/he is also a Director of the corporation.

ARTICLE V. - CONTRACTS, LOANS, CHECKS AND  
DEPOSITS: SPECIAL CORPORATE ACTS

5.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or one of the Vice Presidents and by the Secretary, or Assistant Secretary, the Treasurer or an Assistant Treasurer, and the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed no other party to such instrument or any third party

shall be required to make and inquiry into the authority of the signing officer or officers.

5.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04 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, trust companies or other depositaries as may be selected by or under the authority of a resolution of the Board of Directors.

5.05 Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors (a) any shares or other securities issued by and other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President of this corporation if s/he be present, or in her/his absence by any Vice President of this corporation who may be present, and (b)

whenever, in the judgment of the President, or in her/his absence, of any vice President, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the President or one of the Vice Presidents of this corporation, without necessity of any authorization by the Board of Directors, affixation of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

#### ARTICLE VI. - SEAL

6.01 At its pleasure, the Board of Directors may adopt such corporate seal as is customary for Wisconsin non-stock corporations and shall thereafter employ the same.

#### ARTICLE VII. - AMENDMENTS

7.01 Manner of Adoption. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of Directors present at any meeting at which a quorum is in attendance.

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

ARTICLE VIII. - FISCAL YEAR

8.01 The fiscal year of the corporation shall be as provided in Section 0.05.

ARTICLE IX  
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

9.01 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative or against whom liability of any character, whether statutory or at common law, is or is threatened to be asserted or imposed by reason of the fact that s/he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted, by the Wisconsin Nonstock Corporation Law, as amended from time to time. The corporation shall also reimburse any such person for all expenses, costs and other payments actually and reasonably incurred by her/him in connection



with any action, suit proceeding or liability described above to the fullest extent permitted by the Wisconsin Nonstock Corporation Law, as amended from time to time. Indemnification hereunder shall include, without limitation, indemnification of the Directors, officers employees or agents of the corporation with respect to all potential liability arising under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code as amended thereby, as said Act and said Code are from time to time hereafter amended.

Indemnification under this Section shall not be deemed exclusive of any other right provided for or available to such person under any agreement, vote or otherwise, or under insurance purchased and maintained by the corporation on behalf of such person against liability to an extent greater than the power of the corporation to indemnify such person under the provisions of the Wisconsin Nonstock Corporation Law, as amended from time to time.

INITIAL CONSENT TO ACTION  
BY THE  
BOARD OF DIRECTORS OF  
SUMMIT EDUCATIONAL ASSOCIATION, INC.

The undersigned, constituting all of the directors of the Board of Directors of Summit Educational Association, Inc., a Wisconsin non-stock, not-for-profit corporation, to hereby consent in writing pursuant to the provisions of the Wisconsin Statutes to the actions set forth in the following resolutions:

1. Organizational Meeting:

RESOLVED, that this unanimous consent of the initial directors of the corporation shall be in lieu of an organizational meeting and shall have the same force and effect as though adopted by unanimous vote at an initial meeting of the Board of Directors of the corporation duly called and held.

2. Approval of Actions by Incorporator:

RESOLVED, that all actions of the sole incorporator in connection with the organization of the corporation, including without limitation executing and causing to be filed and recorded the Articles of Incorporation are hereby ratified, approved, and confirmed.

3. Acceptance of By-Laws:

RESOLVED, that the by-laws, are as heretofore presented to the directors, are adopted as the by-laws of this corporation.

4. Election of Officers:

RESOLVED, that the following persons are elected to the offices of the corporation as set forth next to their respective names to hold office until their successors are elected or until their prior death, resignation, or removal:

President	-	Robert A. Gunderson
Vice President	-	Kenneth W. Presberg
Secretary	-	Richard A. Gaggioli
Treasurer	-	Beth David

5. Payment of Organization Expenses:

RESOLVED, that the appropriate officers of the corporation are authorized and directed to pay any and all expenses incurred incidental to the organization of the corporation.

6. Corporate Seal:

RESOLVED, that the corporation shall not have a corporate seal.

7. Depository:

RESOLVED, that the appropriate officers of the corporation are authorized and directed to establish depository relations with such financial institution as they may chose and they are further authorized to execute and deliver any certificate of depository resolutions which may be required and the Board of Directors hereby adopts the resolutions set forth on any such certificate effective as of the date of adoption indicated on such certificate. A copy of any certificate so delivered shall be placed in the corporate minute book following this consent to action.

8. Application for Recognition of Exemption:

RESOLVED, that the corporation shall file an application for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code, and the appropriate officers of the corporation are authorized and directed to execute and file all documents which are necessary or desirable to effectuate such election.

9. Fiscal Year End:

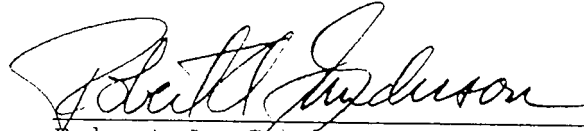
RESOLVED, that the fiscal year of the corporation shall be a year ending on the last day of June of each year.

10. Further Actions:

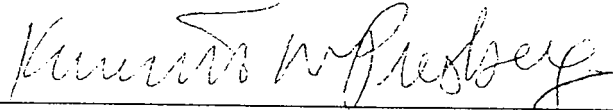
RESOLVED, that the appropriate officers of the corporation are hereby authorized and directed on behalf of the corporation to execute and file such other documents and instruments and to do or cause to be done all such further acts as they may deem necessary or advisable in order to complete the organization and incorporation of the corporation, and to carry into

effect the tenor and purpose of the resolutions set forth herein; and that any and all actions so taken by the appropriate officers of the corporation be and they hereby are ratified, confirmed, and approved.

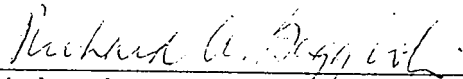
Executed this 31<sup>ST</sup> day of March, 1993.



Robert A. Gunderson, President



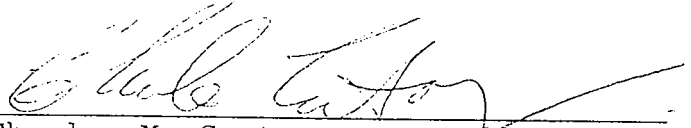
Kenneth W. Presberg, Vice President



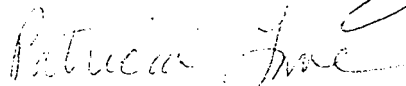
Richard A. Gaggioli, Secretary



Beth David, Treasurer



Charles M. Carton, Jr., ~~Officer~~ Director



Patricia Lowe, ~~Officer~~ Director

ARTICLES OF INCORPORATION

OF

SUMMIT EDUCATIONAL ASSOCIATION, INC.

The undersigned adult resident of the state of Wisconsin hereby executes and acknowledges these Articles for the purpose of forming a non-stock corporation pursuant to the authority and provisions of chapter 181 of the Wisconsin Statutes:

ARTICLE I

NAME

The name of the corporation is SUMMIT EDUCATIONAL ASSOCIATION, INC.

ARTICLE II

PURPOSES, POWERS, ACTIVITIES AND RESTRICTIONS

(A) The corporation is organized and shall be operated exclusively for those charitable, educational, scientific, religious and/or literary purposes which are permitted exempt purposes for an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, "IRC"). The corporation may carry out those purposes directly or by making distributions to organizations described in IRC section 501(c)(3).

(B) The corporation shall have such powers, not inconsistent with these Articles, as are permitted under chapter 181 of the Wisconsin Statutes.

(C) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under IRC section 501(c)(3). The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under IRC section 501(a) or (2) by a corporation to which contributions are deductible under IRC sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

(D) Whenever the corporation is a private foundation as defined in IRC 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 IRC section 4942 and the corporation shall not engage in any act of self-dealing, retain any excess business holdings or make any taxable expenditures as defined in IRC sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in a manner as to subject it to tax under IRC section 4944.

ARTICLE III

MEMBERS

The corporation shall have no members and directors shall be elected or appointed as provided in the By-laws.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The initial directors shall consist of the following:

Robert A. Gunderson  
4741 Sycamore Street  
Greendale, Wisconsin 53129

Kenneth W. Presberg, M.D.  
2533 North 62nd Street  
Wauwatosa, Wisconsin 53213

Richard A. Gaggioli, Ph.D  
5239 South Guerin Pass  
New Berlin, Wisconsin 53151

Beth David  
~~4107 North Downer Avenue~~ 912 E. Pleasant, #2  
Shorewood, Wisconsin 53211 Mke 53202

Charles M. Carton, Jr., D.P.M.  
1840 Jean Marie Court  
Brookfield, Wisconsin 53005

Patricia Lowe  
3821 Rio Vista Road  
Racine, Wisconsin 53404

Thereafter, the Board of Directors shall consist of such number of persons, not less than three (3), as are set forth in the By-laws.

or (D) to make any investments in a manner as to subject it to tax under IRC section 4944.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Robert A. Gunderson, 4741 Sycamore Street, Greendale, Wisconsin 53129.

IN WITNESS WHEREOF, I have hereunto set my hand, in triplicate, this 28th day of January 1993.

*Robert A. Gunderson*  
Robert A. Gunderson

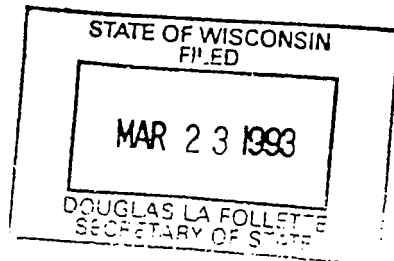
STATE OF WISCONSIN )  
                              ) ss.  
COUNTY OF Milwaukee )

Personally came before me this 28th day of JANUARY, 1993, the above-named Robert A. Gunderson to me known to be the person who executed the foregoing instrument and acknowledged the same.

*Linda K. Anderson*  
Notary Public, State of Wisconsin  
My Commission April 17, 1994

This document was drafted by:  
Paul F. Linn  
Attorney at Law

RETURN TO: Box 265  
Paul F. Linn  
MICHAEL, BEST & FRIEDRICH  
100 East Wisconsin Avenue  
Suite 3300  
Milwaukee, Wisconsin 53202



## ARTICLE V

## LIABILITY OF DIRECTORS AND OFFICERS: INDEMNIFICATION

No person shall be liable to the corporation for any loss or damage caused by any action which he or she took or omitted to take in his or her capacity as a director, officer, employee or agent of the corporation if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation. The By-laws may provide for indemnification of directors, officers, employees, agents and others by the corporation in a manner not inconsistent with the laws of the State of Wisconsin.

## ARTICLE VI

## 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, dispose of all of the assets of the corporation exclusively to one or more organizations then described in IRC sections 170(c)(2), 501(c)(3), 2055(a)(2) or 2522(a)(2) as the Board of Directors shall determine. Any of such assets not so disposed of 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 VII

## PRINCIPAL OFFICE; REGISTERED AGENT

The mailing address and county of the principal office of the corporation is 4741 Sycamore Street, Greendale, Wisconsin 53129, and the name of the initial registered agent of the corporation, who is located at the address of the principal office the corporation is Robert A. Gunderson. The principal office is located in Milwaukee County.

## ARTICLE VIII

## AMENDMENT

These Articles may be amended from time to time in the manner prescribed by chapter 181 of the Wisconsin Statutes, but no such amendment shall alter these Articles in such a manner as to cause the corporation (A) to cease being a corporation (1) exempt from Federal income tax under IRC section 501(a) or (2) to which contributions are deductible under IRC sections 170(c)(2), 2055(a)(2) and 2522(a)(2), (B) to be subject to tax under IRC section 4942, (C) to engage in any act of self-dealing, retain any excess business holdings or make any taxable expenditures as defined in IRC sections 4941(d), 4943(c) and 4945(d), respectively,



REEL 3000 IMAG 194  
United States of America

6745214

State of Wisconsin  
OFFICE OF THE SECRETARY OF STATE

REGISTERED  
MILWAUKEE COUNTY W.M.I. } SS  
RECORDED

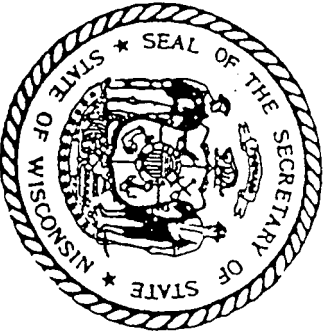
93 MAR 29 11:59

TO: REGISTER OF DEEDS

REEL 3000 PAGE 1907-194  
Wm. G. Grogan REGISTER  
OF DEEDS

Attached please find a duplicate of a document filed in my office on the date endorsed therein. It is furnished in compliance with sec. 180.86(2) (b), 181.67(2) (b), 185.82(2) (b) or other section of the Wisconsin Statutes specifying the recording of the document in your office.

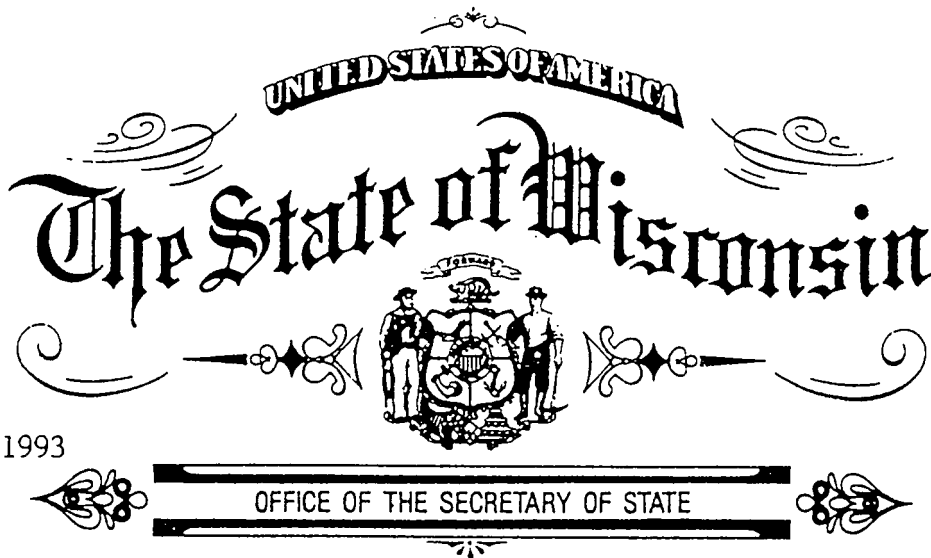
RECORDED  
6745214  
18.00



*Douglas La Follette*

DOUGLAS LA FOLLETTE  
Secretary of State

PAUL F LINN  
MICHAEL BEST & FRIEDRICH  
100 E WISCONSIN AVE STE 3300  
MILWAUKEE WI 53202



DATE: March 23, 1993

CORP ID#  
S043847

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

SUMMIT EDUCATIONAL ASSOCIATION, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under CHAPTER 181 - WISCONSIN CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 3/23/93



*Douglas La Follette*

DOUGLAS La FOLLETTE  
Secretary of State