RESTATED ARTICLES OF INCORPORATION
OF THE WISCONSIN ALUMNI RESEARCH FOUNDATION
(Non-Stock Corporation)

The following Restated Articles duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes supersede and take the place of existing articles of incorporation and amendments thereto:

Article 1. The name of the corporation is Wisconsin Alumni Research Foundation.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes for which the corporation is formed are as follows:

A. Subject to the limitations herein, this corporation is organized and shall be operated exclusively for the benefit of the University of Wisconsin-Madison, a part of the University of Wisconsin System, a public university organized under the laws of the State of Wisconsin, and The Morgridge Institute for Research, Inc., a tax-exempt public charity affiliated with the University of Wisconsin – Madison.

B. This corporation is organized and is to be operated exclusively for charitable, scientific or educational purposes, including for such purposes:

(1) To promote, encourage and aid scientific investigation and research at and within the University of Wisconsin-Madison, and The Morgridge Institute for Research, Inc., by the faculty, staff, alumni and students, and to provide or assist in providing means and machinery by which their scientific discoveries, inventions and processes may be developed, applied and patented for the overall benefit of humankind and by which such utilization or disposition may be made of such discoveries, inventions and processes and patent rights or interest therein as may tend to provide funds for and to stimulate and promote further investigation and research within said University of Wisconsin-Madison and The Morgridge Institute for Research, Inc.

(2) To pay out and distribute the corporation’s funds to promote, encourage and aid in the performance of the foregoing purposes.

(3) To use and administer gifts, grants, bequests and devises for the benefit of the University of Wisconsin-Madison and The Morgridge Institute for Research, Inc.
(4) To engage in any and all lawful activities incidental to the foregoing purposes except as limited herein.

C. This corporation shall at all times be operated in connection with the University of Wisconsin-Madison or The Morgridge Institute for Research, Inc., or both.

Article 4. The corporation shall have no members. The management and control of the corporation shall reside in the Board of Trustees. The number of Trustees may be fixed by By-Law but shall not be less than seven.

Article 5. It is intended that this corporation shall continue to have the status of a corporation which is exempt from federal and state income taxation.

Article 6. The corporation shall be without capital stock, and no dividends or pecuniary profits shall be declared, paid to, or inure to the benefit of the Trustees thereof in their private capacity.

Article 7. The principal office of the corporation is in the City of Madison, Dane County, Madison, Wisconsin. The address of the principal office is 614 Walnut St, Madison, Wisconsin 53726.

Article 8. The name of the registered agent is Carl E. Gulbrandsen.

Article 9. The address of the registered agent is 614 Walnut St., 13th Floor, Madison, Wisconsin 53726.

Article 10. Only those persons shall be Trustees who (1) have attended the University of Wisconsin-Madison for a period of not less than two years, or (2) who are graduates of the University of Wisconsin-Madison. The Trustees shall be those qualified persons who are Trustees at the time of the adoption of these Restated Articles, and such other persons as may be elected from time to time by the Trustees. The terms and conditions governing the qualifications and selection of Trustees shall be fixed by the By-Laws.

Article 11. In case of the dissolution of the corporation, the Trustees after paying or making provision for payment of all of the liabilities of the corporation, shall distribute all assets of the corporation exclusively for the aforesaid purposes of the corporation, as the Trustees shall determine, to the University of Wisconsin-Madison, or to such organization or organizations, including trusts, organized and operated exclusively for charitable, educational or scientific purposes, and shall at the time qualify as an organization.
or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, upon the condition that such organization or organizations receiving such distributions shall apply and devote such assets exclusively for the benefit of the University of Wisconsin-Madison for the aforesaid purposes of the corporation, provided, however, that any transfer or disposition of such net assets shall be subject to the execution and performance of any trust under which its property or any part thereof may have been received or may be held.

Article 12. These articles may be amended upon a two-thirds vote of the Trustees, but no such amendment shall change substantially the original purpose of the corporation or the provisions of Article II hereof.

The corporation has no members having voting rights, and the foregoing restatement of the articles of incorporation was adopted at a meeting of the Board of Trustees on May 9th, 2007, by a two-thirds or more vote of the Trustees in office.

The present corporate name (prior to any change effected by this restatement) is Wisconsin Alumni Research Foundation, and the principal office is in the City of Madison, Dane County, Wisconsin.

Executed in duplicate and seal (if any) affixed this 9th day of May, 2007.

AFFIX SEAL
(or state that there is none)

By: 
President or Vice-President

By: Patricia Lipton, Secretary