



ARTICLES OF INCORPORATION  
OF

THE MILWAUKEE TEACHER EDUCATION CENTER, INC.

The undersigned, a natural person of the age of eighteen (18) years or more 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 is The Milwaukee Teacher Education Center, Inc.

ARTICLE II

Purposes

The Corporation has as its purpose preparing preservice and inservice teachers for teaching children and youth in urban settings.

The Corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or successor provisions of similar import).

ARTICLE III

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
MILWAUKEE, WISCONSIN  
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The Corporation shall not engage in any of the following activities:

(1) 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE IV

##### Members

The Corporation shall not have members.

#### ARTICLE V

##### Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be ten (10); thereafter, the qualifications, number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than five (5).

#### ARTICLE VI

##### Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

#### ARTICLE VII

##### Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

#### ARTICLE VIII

##### Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is: F&L Corp., 777 E. Wisconsin Avenue, Milwaukee, WI 53202.

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is in Milwaukee County at:

5130 W. Vliet Street  
Milwaukee, Wisconsin 53208.

Section 3. The names and addresses of the persons constituting the initial Board of Directors are:

Ola Benson  
P.O. Box 18696  
Milwaukee, WI 53218

Barbara Horton  
P.O. Box 2181  
Milwaukee, WI 53201

William Harvey  
P.O. Box 413  
Milwaukee, WI 53201

Sam Carmen  
5130 West Vliet Street  
Milwaukee, WI 53208

Chuck Howard  
5130 West Vliet Street  
Milwaukee, WI 53208

Michael J. Offerman  
432 North Lake Street  
Madison, WI 53706-1498

Paul Hanson  
5130 West Vliet Street  
Milwaukee, WI 53208

Gregory Coffman  
P.O. Box 1155  
Milwaukee, WI 53201

Martha Wheeler-Fair  
2035 North 25th Street  
Milwaukee, WI 53205

Jean B. Tyler  
1420 N. Marshall St., Apt. 102  
Milwaukee, WI 53202

Section 4. The name and address of the incorporator is: Jean B. Tyler, 1420 N. Marshall St., Apt 102, Milwaukee, WI 53202.

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of October, 1996.

Jean B. Tyler  
Incorporator

STATE OF WISCONSIN    )  
                              ) SS.  
COUNTY OF MILWAUKEE    )

October 1 Personally came before me this 22nd day of October, 1996, the above-named Jean B. Tyler to me known to be the person who executed the foregoing instrument and acknowledged the same.

Doreen L. DeLo  
Notary Public

[NOTARIAL SEAL]

My Commission: exp 6/2/97

This instrument was drafted by and should be returned to Lloyd J. Dickinson, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, WI 53202. This instrument should be recorded in Milwaukee County.

