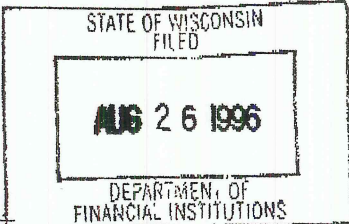


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FINANCIAL INSTITUTIONS
STATE OF WISCONSIN



ARTICLES OF INCORPORATION

OF

THE JSW ADOPTION FOUNDATION, INC.

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The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes these Articles of Incorporation for the purpose of forming a Wisconsin nonprofit corporation under Chapter 181 of the Wisconsin statutes:

ARTICLE I

Name

The name of the corporation shall be The JSW Adoption Foundation, Inc.

ARTICLE II

Powers

The corporation shall have all powers conferred upon non-stock, nonprofit corporations organized under Chapter 181 of the Wisconsin statutes and any successor provisions thereto as now or hereafter enacted or amended including, without limitation, the power to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and re-invest the principal and any income therefrom or distribute the same. Such powers shall be exercised only in fulfillment of the purposes of the corporation as set forth herein.

ARTICLE III

Purposes

The corporation is organized, and shall at all times be operated, exclusively for such charitable, scientific, literary, and educational purposes serving to promote the common welfare as are determined by the Board of Directors including, without limitation, enabling economically disadvantaged but otherwise qualified persons to afford the cost of adopting a child and providing for its upbringing.

ARTICLE IV

Restrictions

1. All of the net earnings of the corporation shall be devoted exclusively to the purposes set forth above and no part of the net earnings of the corporation shall inure to the benefit of any individual, except that the corporation shall be

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authorized and empowered to pay reasonable compensation for services rendered.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code, and the corporation shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

3. The corporation shall not operate for pecuniary gain or for profit.

4. The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

5. The corporation shall not:

- (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) make any investment in a manner that would subject it to tax under Section 4944 of the Code; or
- (d) make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE V

Members

The corporation shall have no members.

ARTICLE VI

Offices

The principal office of the corporation is located in Ozaukee County, Wisconsin, and the mailing address of such office is:

The JSW Adoption Foundation, Inc.
127 North Franklin
Port Washington, WI 53074

The address of the registered agent of the corporation is:

Meissner Tierney Fisher & Nichols S.C.
111 East Kilbourn Avenue, 19th Floor
Milwaukee, Wisconsin 53202-6622

The name of the initial registered agent at such address is:

Todd J. Mitchell

ARTICLE VII

Directors

The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Corporation's by-laws, but in no event shall the number of Directors be less than the number required by law.

ARTICLE VIII

Initial Directors

The names and addresses of the persons who are to serve as initial directors until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Eugene T. Wyka	751 Lancaster Court Grafton, WI 53024
Lucy M. Wyka	741 Lancaster Court Grafton, WI 53024
Eugene J. Wyka	P.O. Box 175 Haugen, WI 54841

ARTICLE IX

Tax Status

It is intended that the corporation shall have the status of an organization (i) which is exempt from federal income tax under Section 501(a) and 501(c)(3) of the Code; (ii) to which contributions are deductible for federal income tax purposes under Section 170(a)(1) and 170(c)(2) of the Code; (iii) to which bequests are deductible for federal estate tax purposes under

Section 2055(a)(2) of the Code; and (iv) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed, and all authority and activities of the corporation shall be limited, accordingly.

ARTICLE X

Amendment

The Articles of Incorporation may be amended by a majority vote of the Board of Directors of the corporation unless otherwise prohibited by the Corporation's by-laws.

ARTICLE XI

Dissolution

Upon dissolution of the corporation for any reason, the corporation's net assets, after paying or making provisions for the payment of the corporation's liabilities, if any, shall be distributed to such corporation or corporations, association or associations, fund or funds, foundation or foundations in such proportions as are determined by the Board of Directors of the corporation subject to any order of court as provided by law, for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE XII

Certain Definitions

All references in these Articles to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986 as from time to time amended, to the corresponding provisions subsequently enacted, and shall encompass all regulations issued under such sections and provisions.

ARTICLE XIII

Incorporator

The name and address of the incorporator is:

Todd J. Mitchell
 Meissner Tierney Fisher & Nichols S.C.
 111 East Kilbourn Avenue, 19th Floor
 Milwaukee, WI 53202-6622

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE JSW ADOPTION FOUNDATION, INC.**



The undersigned officers of The JSW Adoption Foundation, Inc., a Wisconsin nonstock corporation (the "Corporation"), hereby set forth and execute these Articles of Amendment of the Articles of Incorporation filed on August 26, 1996 and as amended on May 10, 2001 of the Corporation as follows:

1. The name of the Corporation is The JSW Adoption Foundation, Inc.
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

RESOLVED, that the name of the corporation shall be JSW Adoption Grant Foundation, Inc.

3. The foregoing Amendment of the Articles of Incorporation of said Corporation was unanimously adopted on May 10, 2001 by consent resolution of the Corporation pursuant to Section 181.1002 of the Wisconsin Statutes by the Board of Directors of the Corporation with respect to the subject matter of said Amendment, duly signed by said Directors.

Executed this 10th day of May, 2001.

NO CORPORATE
SEAL



Eugene T. Wyka, President

Attest:



Beth A. Kiopatek, Secretary

This instrument was drafted by Stuart R. Schroeder, The Schroeder Group, S.C., Attorneys at Law, 20800 Swenson Drive, Suite 475, Waukesha, Wisconsin, 53186, 262.798.8220, Facsimile 262.798.8232.

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
J&W ADOPTION GRANT FOUNDATION, INC.**


The undersigned Officer of J&W Adoption Grant Foundation, Inc., a Wisconsin nonstock corporation (the "Corporation"), hereby sets forth and executes these Articles of Amendment of the Articles of Incorporation of the Corporation, which were filed on August 28, 1996, and amended on May 11, 2001, as follows:

1. The name of the Corporation is J&W Adoption Grant Foundation, Inc.
2. Article 1 of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation to:

Gift of Adoption Fund, Inc.

3. The foregoing Amendment of the Articles of Incorporation of said Corporation was adopted on May 10, 2002, by unanimous vote at a meeting of the Board of Directors of the Corporation, in accordance with Chapter 181.1002 of the Wisconsin Statutes.

Executed this _____ day of May, 2002.



Eugene T. Wyka, President

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This instrument was drafted by:

Attorney Stuart R. Schroeder
The Schroeder Group, S.C.
Attorneys at Law
20800 Bensen Drive, Suite 475
Waukesha, Wisconsin 53186

LSJLW-11/2000/Articles of Amendment - Name change (02/20) v.1

