



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions do hereby certify that

THE SOCIETY FOR ECOLOGICAL RESTORATION, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is September 28, 1988.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622, 181.0120 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department on May 6, 2008.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

BY: *Patricia Weber*





DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department.

A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Deputy Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

DATE: MAY - 6 2008

BY: A handwritten signature in black ink, appearing to read 'Patricia Weber'.

OK

**NONSTOCK  
ARTICLES OF INCORPORATION**

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. WITHOUT STOCK AND NOT FOR PROFIT.

Article 1.

The name of the corporation is  
Society for Ecological Restoration and Management, Inc.

Article 2.

The period of existence shall be  
perpetual

Article 3. (See attachment for purpose)

The purposes shall be

Article 4.

The principal office is located in Dane County, Wisconsin.

The address of such principal office is University of Wisconsin-Madison Arboretum  
1207 Seminole Highway  
Madison, WI 53711

The complete address, including street and number, if assigned, and the ZIP code, must be stated. Phone: (608) 263-7839

Article 5.

The name of initial registered agent is  
William Jordan III

Article 6.

The address of the initial registered agent is The University of Wisconsin -  
Madison Arboretum  
1207 Seminole Highway  
Madison, WI 53711

The complete address, including street and number, if assigned, and the ZIP code, must be stated.

Article 7.

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

06-50131085

Select ONE of the following. Cross out the ONE not selected.

Article 8.

The number of directors shall be fixed by by-law but shall be not less than three.

OR

~~Article 9.~~  
~~The names and addresses of the initial board of directors are~~  
~~At least 3, with complete address including street and number, if assigned, and the ZIP code~~

Article 9.

The names and addresses of the initial board of directors are

William Jordan III  
%University of Wisconsin-Madison Arboretum  
1207 Seminole Highway  
Madison, WI 53711

At least 3, with complete address including street and number, if assigned, and the ZIP code

Ann Sands  
%Riparian Systems  
120 Evergreen St.  
Mill Valley, CA 94941  
John Stanley  
%Harvey & Stanley Associates  
P. O. Drawer E  
Alviso, CA 95002

John P. Rieger, %California Dept. of Transportation  
2829 Juan St., San Diego, CA 92110

Select ONE of the following. Cross out the ONE not selected.  
See instructions on page 3, Item G.

Article 10.

Membership Provisions will be set forth by by-law

OR

~~Article 11.~~  
~~(Other provisions)~~

Article 11.

(Other provisions)

Article 12.

The name and address of incorporator (or incorporators) are:

NAME

ADDRESS

(street & number, city, state & ZIP code)

- 1) William R. Jordan III
- 2) \_\_\_\_\_
- 3) \_\_\_\_\_
- 4) \_\_\_\_\_

% University of Wisconsin-  
Madison Arboretum  
1207 Seminole Highway  
Madison, WI 53711

Executed in duplicate on the 23rd day of September, 1988

All incorporators  
SIGN HERE

William R. Jordan III

Article 3. The purpose shall be as follows:

A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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, the corporation shall not carry on any other 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the 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 purposes.

NOTARY: In completing this section, please specifically name the individual(s) whose signature(s) you are witnessing. The name(s) you cite should agree in every particular with the printed or typewritten name(s) as it appears in Article 12. Affix your seal, sign and state commission expiration date.

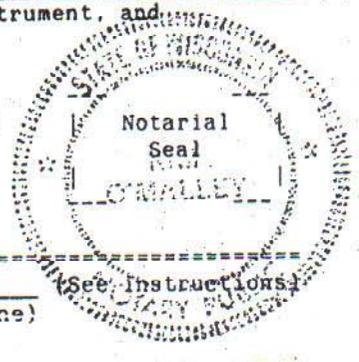
STATE OF WISCONSIN SS.  
County of \_\_\_\_\_

Personally came before me this 23rd day of September A.D. 1988  
the aforementioned incorporator(s) (1) William R. Jordan III  
(2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_  
to me known to be the person(s) who executed the foregoing instrument, and acknowledged the same.

My commission expires

June 2, 1991

Kim O'Malley  
Notary Public Signature



-----  
This document was drafted by Athy. James Connors  
(Name of individual required by law) (Phone) \_\_\_\_\_  
Please print or type  
-----

**INSTRUCTIONS AND SUGGESTIONS**

**CONTENT OF THE FORM**

- A. Article 1. The name must contain "Corporation", "Incorporated", or "Limited" or the abbreviation of one of those words. Please list, in order of preference, a second and third choice name. (2) \_\_\_\_\_  
(3) \_\_\_\_\_
- B. Article 2. Insert "perpetual". You may insert any limitation desired, but not indefinite or a word to imply an indefinite status. Corporate existence begins as of the date that the articles of incorporation are approved for filing by the Secretary of State's office.
- C. Article 3. May show definite purposes or may use language to the effect that the corporation may engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. (The statute expressly states that it is not necessary to enumerate the powers.)
- D. Article 4. Give complete mailing address of the corporation's principal office in Wisconsin, including street name and number, city and ZIP code, and the COUNTY within which the office is located. P.O. Box addresses may be used.
- E. Articles 5 and 6. The corporation must have a registered agent in Wisconsin. Be sure and show a complete address, including street and number, city and ZIP code for the registered agent. P.O. Box address may be included for mailing purposes.
- F. Article 9. Sec. 181.20(2) provides that the initial board of directors shall be named in the articles of incorporation. The number of directors shall not be less than 3. Please give complete addresses, including street and number, city and ZIP code for all directors.
- G. Article 10. If the membership provisions are set forth in the articles of incorporation (rather than in the by-laws), provide for A) method of accepting and discharging members; B) any denial or restriction of voting rights; and C) any classification of members, including the distinguishing features of each class. If the corporation is to have NO MEMBERS, strike out both imprinted Articles 10 and substitute the remark that "The corporation is to have no members," and further set forth the manner of election or appointment of directors.

\$35.00

STATE OF WISCONSIN  
FILED

SEP 28 1988

**ARTICLES OF INCORPORATION**

Mail Returned Copy to:  
(FILL IN THE NAME AND ADDRESS HERE)

DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

James H. Connors  
119 Martin Luther King, Jr. Blvd.  
Madison, WI 53703

Dane \$12.00

If a problem exists with the filing of this form, may we call you to attempt to resolve it? If so, please provide us with a phone number at which you can be reached during the day. 608 - 263-7889

**INSTRUCTIONS AND SUGGESTIONS (Continued)**

- H. Article 12. Have the INCORPORATOR SIGN before a Notary Public. The number of incorporators may be one or more, but all the incorporators listed in the articles must sign. Make sure that both of the copies have ORIGINAL SIGNATURES. Carbon copy, xerox, or rubber stamp signatures are not acceptable.
- I. Notary public must SIGN AND AFFIX SEAL on both copies of the articles, and complete their statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.
- J. If the document is executed or acknowledged in Wisconsin, sec. 14.38(14) of the Wisconsin Statutes provides that it shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.

**PREPARATION, FEES AND TRANSMITTAL**

- K. Prepare document in DUPLICATE ORIGINAL. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707). One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county within which the corporation's principal office is located, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of the form.
- N. Two SEPARATE REMITTANCES are required.
  - 1) Send a FILING FEE of \$35 payable to SECRETARY OF STATE with the articles of incorporation. Your cancelled check is your receipt for fee payment.
  - 2) Send a RECORDING FEE of \$10 (or more) payable to REGISTER OF DEEDS with the articles of incorporation. Name the COUNTY within which the corporation's principal office is located. Recording fee for this standard form is \$10. If you append additional pages, add \$2 more recording fee for each additional page. Please furnish the fee for the Register of Deeds in check form to this office and we will transmit it to the Register of Deeds with the document for recording.

NOTE: Corporations that expect to apply to Internal Revenue Service for TAX EXEMPT STATUS are advised to consult that agency before preparing their articles of incorporation. Particular language and specifications must be included in the document in order to meet federal tax code requirements.

*name change*

*\$6.00 Dan Co*

Mail Returned Copy to:  
(FILL IN THE NAME AND ADDRESS HERE)

S.E.R.  
1207 Seminole Highway  
Madison, WI 53711

*\$25.00*

STATE OF WISCONSIN  
FILED

JUN 23 1989

DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

INSTRUCTIONS

If amendment is adopted by written consent, the consent is to be signed by all of the members having voting rights. 1(B). If the corporation has NO MEMBERS WITH VOTING RIGHTS, amendment may be adopted by majority affirmative vote of the board of directors unless the articles of incorporation require a larger vote. 1(C). If amendment is adopted at a meeting of the members, it must receive a 2/3 affirmative vote of the members or represented by proxy, unless the articles of incorporation or bylaws make other specifications.

Provide the requisite information in ONE OF THE THREE items 1(A), 1(B) or 1(C) and strike out the two items you do not use.

**VOTING RIGHTS DEFINED:** The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or in the bylaws if the articles so provide. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members. Ref. sec. 181.16 Wis. Stats.

**SEAL:** Affix CORPORATE SEAL to each copy of the document, or enter the remark "NO SEAL" if the corporation does not have a seal. The PRESIDENT (or vice-president) and SECRETARY (or asst. secretary) are to sign each copy with original signatures. Carbon copy, xerox, or rubber stamp signatures are not acceptable.

**Submit in DUPLICATE ORIGINAL.** Furnish Secretary of State two copies of the document. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707.) One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county named in this document, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of this form.

- Two SEPARATE REMITTANCES are required.
  - A) Send a filing fee of \$25, payable to SECRETARY OF STATE. Your cancelled check is your receipt for fee payment.
  - B) Send a RECORDING FEE of \$6, payable to REGISTER OF DEEDS of the county named in this document as the county within which the corporation's principal office is located. If you append addition pages to this standard form, add \$2 more recording fee for each additional page. NOTE: If this document effects a change of the address of the corporation's principal office from one county to another, submit a TRIPLICATE document, and a recording fee for each county. Recording fee for the old county is \$6 and the recording fee for the new county is \$8 when using this standard form with no attachments.

Please furnish the fee for the Register of Deeds in check form with your document, and we will transmit it to the Register of Deeds with the document for recording.