

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

**GRANT COUNTY, WIS.
RECEIVED FOR RECORD**

JUL 20 1987

at 8:15 A M and recorded in
Vol. 15 of Records Page 450
W. J. Campbell Register



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

THIS DOCUMENT IS TO BE RECORDED IN GRANT COUNTY

ARTICLES OF INCORPORATION
OF
SOUTHWEST WISCONSIN PRAIRIE ENTHUSIASTS, INC.

The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes and acknowledges these Articles of Incorporation 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 Southwest Wisconsin Prairie Enthusiasts, Inc.

ARTICLE II

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational, scientific, religious and literary purposes. The corporation may carry out its purposes directly or by making distributions to other qualifying organizations. Such purposes may include, but are not limited to the preservation and development of prairies and other native plant communities. In carrying out the purposes of the corporation, no distinction shall be made among the recipients of any amounts to be disbursed on account of race, creed or political affiliation.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). (In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.) The corporation shall neither participate in, nor intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered which are necessary to carrying out the exempt purposes of the corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or

by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the corporation is a private foundation as defined in I.R.C. 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 I.R.C. Section 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944.

ARTICLE IV

Members

The corporation shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

ARTICLE V

Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be six (6). The names and addresses of the initial directors are:

Gary Eldred
4192 Sleepy Hollow Trail
Boscobel WI 53805

Catherine Eckert
14137 Millville Hollow Road
Mt. Hope WI 53816

Ruth Bierwirth
Route 1, Box 334
Muscoda WI 53573

Mary Bremmer
13856 Millville Hollow Road
Mt. Hope WI 53816

Gail Adams
Route 2
Soldiers Grove WI 54655

Gary Adams
Route 2
Soldiers Grove WI 54655

ARTICLE VI

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 or officer 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 interests of the corporation. The Bylaws may provide for indemnification of directors, officers and others by the corporation in a manner not inconsistent with the laws of the State of Wisconsin.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the directors of the corporation by such vote as may at the time be required by the Wisconsin Nonstock Corporation Law, provided that no amendment shall substantially change the original purposes of the corporation.

ARTICLE VIII

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, distribute all of the assets of the corporation exclusively for purposes substantially similar to those of the corporation to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed 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 IX

Principal Office; Registered Agent

The mailing address and county of the principal office of the corporation is 4192 Sleepy Hollow Trail, Boscobel, Grant County, Wisconsin 53805. The name of the initial Registered Agent of the corporation at such address is Gary Eldred.

ARTICLE X

Incorporator

The name and address of the incorporator is David L. MacGregor, 411 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4497.

ARTICLES OF AMENDMENT

SOUTHWEST WISCONSIN PRAIRIE ENTHUSIASTS, INC.

The undersigned, as officers of SOUTHWEST WISCONSIN PRAIRIE ENTHUSIASTS, INC., a Wisconsin corporation ("Corporation"), certify as follows:

1. The name of the Corporation is SOUTHWEST WISCONSIN PRAIRIE ENTHUSIASTS, INC. and its principal office is located in Grant County, Wisconsin.

2. The Corporation has no members having voting rights, and the following amendments to the Articles of Incorporation of the Corporation were adopted at a meeting of the Board of Directors on April 18, 1993 by a majority affirmative vote of the Directors in office:

1. RESOLVED, that Article I of the Articles of Incorporation is amended to read as follows:

"The name of the corporation is The Prairie Enthusiasts, Inc."

2. RESOLVED, that the third sentence of Article II of the Articles of Incorporation is amended to read as follows:


"Such purposes shall include, but are not limited to, the acquisition of land for conservation purposes, and the development of prairies and other native plant communities."

3. RESOLVED, that Article VIII of the Articles of Incorporation is amended to read as follows:

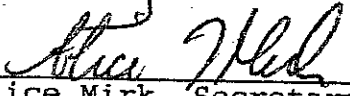
"These Articles of Incorporation may be amended only by vote of two-thirds (2/3) of the Directors of the corporation then in office, provided that no amendment shall substantially change the original purposes of the corporation."

Executed in duplicate this 18th day of July, 1993.

[No Corporate Seal]



Gary Eldred, President



Alice Mirk, Secretary

This document was drafted by
and should be returned to:

Jeffrey L. Elverman
Quarles & Brady
411 E. Wisconsin Ave.
Milwaukee WI 53202