

Children Are Our Specialty (CH.A.O.S.) Articles of Association

Adopted March 21, 2002

The undersigned, a majority of who are citizens of the United States, desiring to form a Non-Profit Association under the laws of Wisconsin, do hereby certify:

FIRST: The name of the Association shall be Children Are Our Specialty. The acronym will be CH.A.O.S.

SECOND: The place in Wisconsin where the principal office of the Association is to be located is the city of Janesville, Rock County.

THIRD: The Association is formed and shall be operated exclusively to advance education, provide support, mentoring, and public service to enhance the quality of childcare for children and families. We will also facilitate longevity in the Early Childhood field by assisting in the exchange of information among its members and providing educational opportunities. The foregoing are exemplary of the activities of Children are Our Specialty, but shall not be taken to preclude other activities, which may advance the purpose of the Association. In no case shall the purpose of the Association or its activities encompass any purpose or activity not permitted to exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

FOURTH: The Association is organized exclusively for educational and charitable purposes. Including, for such purposes, the making of distributions to organizations that qualify under exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FIFTH: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to: its members, officers, or other private persons, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as described in this article. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence public legislation, and the Association shall not participate in, or intervene in (including the public distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on activities not permitted to be carried on (a) by an Association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future United States Internal Revenue Law.

SIXTH: The Association shall have an annual meeting for the purpose of electing a Board of Directors, making changes to the By-Laws and Articles of Association, and other such matters as may be provided by the By-Laws. A Board of Directors shall manage the business and affairs of Children Are Our Specialty with input from the general membership. The Board may exercise all such authority and powers of the Association and do all such lawful acts and things as are authorized by statute, the By-Laws, and these Articles. The Board may delegate, as appropriate, certain matters of the association's affairs and business to others consistent with the By-Laws.

SEVENTH: Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all liabilities of the Association, distribute all the assets of the Association exclusively for educational and charitable purposes within meaning of Section 501 (C) (3) of the Internal Revenue Code and/or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the Federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as the said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: Representatives at meetings of the Association are expressly authorized and empowered, in the manner provided by in the By-Laws of the Association, to make, alter, amend and repeal the By-Laws of the Association in any respect not inconsistent with the laws of the state of Wisconsin or with these Articles of Association.

NINTH: The Association reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Association in the manner now or hereinafter prescribed by the law, except that the right shall not be exercised in a manner that would produce any inconsistency with the articles Third, Fourth, Fifth, and Eighth of these Articles of Association.

Adoption of the above Articles of Association by a majority vote of the Children Are Our Specialty Association, do make this certificate, hereby declaring and certifying that the facts are true, and accordingly have hereunto set our hands this 21st day of March, 2002.