

RESTATED ARTICLES OF INCORPORATION

OF

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.

The following restated articles of incorporation of Goodwill Industries of Southeastern Wisconsin, Inc., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto:

ARTICLE I - NAME

The name of the corporation shall be GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. The principal office of the corporation shall be located at 5400 South 60th Street, Greendale, Wisconsin, 53129.



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ARTICLE II - PURPOSE

The corporation is organized and shall be operated exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and corresponding sections of applicable successor Revenue Acts (the "Code"). Notwithstanding any other provisions of these articles to the contrary, the corporation shall only carry on activities permitted to be carried on by a non private foundation within the meaning of 509(a), contributions to which are deductible under Section 170 of the Code. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows: To provide education, training and supportive services in the areas of employment; and to provide social services, community consultation, and other services for individuals seeking greater independence, who are disabled, disadvantaged or have other special needs in order to enhance their employment opportunities and facilitate their ability to live independently in the community. In furtherance of these purposes, the corporation may own property, incur indebtedness, invest funds, contract in the name of the corporation, employ administrative staff and conduct business operations, apply for and receive grants, donations and contributions by public and private entities. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III - STATUS

The corporation shall generally operate within the states of Wisconsin and Illinois and shall be without capital stock. No dividends shall be paid, and no part of the income, net earnings or assets of the corporation shall be distributed to or inure to the benefit of its directors,

officers or any private individuals, except that the corporation shall be authorized and empowered to use the net earnings to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein and in conformance with Section 501(c)(3) Internal Revenue Code. The corporation shall only carry on activities permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV – MEMBERSHIP AND BOARD OF DIRECTORS

Section 1. The corporation shall have no members.

Section 2. The affairs of the corporation shall be managed and conducted by a board of directors which shall be of such number as shall be fixed by the bylaws but which shall not be less than three (3); and the board of directors shall carry out the purposes of the corporation in compliance with its articles of incorporation and bylaws. The directors shall be elected in such manner, time and place and for such terms as shall be provided by the bylaws. The board of directors shall designate one director as chair of the board.

Section 3. Any director may be removed from office for cause or for any reason provided in the bylaws.

ARTICLE V – OFFICERS

The general officers of the corporation shall be a chair of the board, president, one or more vice chair(s) of the board, secretary, treasurer and such other officers and assistant officers as may be deemed necessary and elected or appointed by the board of directors. The general officers shall be elected or appointed for such terms and shall perform such duties as shall be provided in the bylaws.

ARTICLE VI – AFFILIATION

The corporation may, by vote of a majority of all the directors then in office, affiliate through merger, consolidation, partnership, joint venture, or other similar formal governance structure with any organizations whose purposes are substantially related to and in furtherance of the exempt purposes of this corporation as set forth in Article II hereof.

ARTICLE VII – DISTRIBUTIONS

The corporation is authorized to make distributions and payments pursuant to Section 181.1302 (3) and (4), Wisconsin Statutes, as may be amended from time to time, to the extent consistent with its purposes as set out in Article II above. Such distributions may include

distributions to other organizations that are tax exempt under Section 501(c) of the Code and distributions for public purposes to governmental units, as such term is defined in Section 170(b)(1) of the Code.

ARTICLE VIII – DISSOLUTION AND LIQUIDATION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the corporation’s liabilities, dispose of all of the corporation’s assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization(s) organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Code, as the board of directors shall determine.

ARTICLE IX – BYLAWS

Bylaws for the further government of the affairs of the corporation and the further enforcement of the articles of incorporation shall be adopted and may be amended as provided therein.

ARTICLE X – AMENDMENTS

The articles of incorporation may be amended by the board of directors of the corporation at any regular, special, or annual meeting, duly called and provided that a statement of the nature of the proposed amendment is included in the notice of the meeting. An amendment shall be adopted by a vote of a majority of the board of directors of the corporation then in office.

ARTICLE XI – REGISTERED AGENT AND OFFICE

The name and address of the registered agent and the registered and principal office of the corporation shall be Jacqueline L. Hallberg, c/o Goodwill Industries of Southeastern Wisconsin, Inc., 5400 South 60th Street, Greendale, Wisconsin 53129.

ARTICLE XII – POWERS

The corporation shall have all powers conferred upon non-profit, non-stock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or thereafter amended to the extent that such powers are not inconsistent with the foregoing provisions hereof.

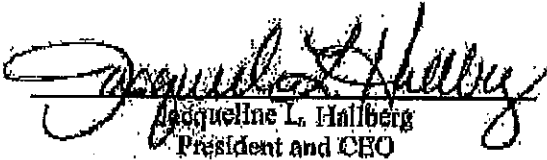
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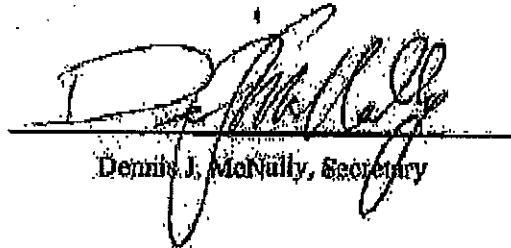
The undersigned officers of Goodwill Industries of Southeastern Wisconsin, Inc. certify that the foregoing restatement of the articles of incorporation of said corporation was adopted by the directors on the 6th day of February, 2015, by the following vote:

| <u>Number of Directors Having Voting Rights</u> | <u>Number of Directors Present in Person</u> | <u>Number Voting</u> | |
|---|--|----------------------|----------------|
| | | <u>For</u> | <u>Against</u> |
| 21 | 15 | 15 | 0 |

Amendments adopted in accordance with Chapter 181.1002

Executed in duplicate and seal affixed this 6th day of February, 2015.


 Jacqueline L. Hallberg
 President and CEO


 Dennis J. McNulty, Secretary

This document was drafted by and should be returned to Joan B. Farrell, Esq. c/o Goodwill Industries of Southeastern Wisconsin, Inc., 5400 South 60th Street, Greendale, Wisconsin, 53129.