

DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

2007 SEP 25 AM 9:02

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
ELDER CARE OF WISCONSIN, INC.**

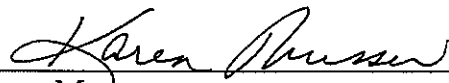
Elder Care of Wisconsin, Inc., a not-for-profit corporation without members organized and existing under Chapter 181 of the Wisconsin Statutes, does hereby certify that the Corporation's board of directors adopted the following resolution on September 20, 2007 amending the Corporation's existing Articles of Incorporation:

RESOLVED, that effective on the date the Articles of Amendment are filed with the Department of Financial Institutions, Article 1 of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

Article 1: The name of the corporation is Care Wisconsin First, Inc.

Dated this 20 day of September, 2007.

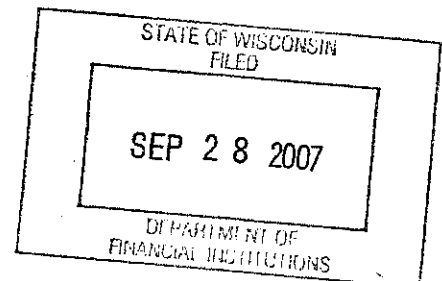
Elder Care of Wisconsin, Inc.



Karen Musser
President & Chief Executive Officer

This document was prepared by and is returnable to:

Karen Musser
Elder Care of Wisconsin
2802 International Lane
Madison, WI 53704
(608) 245-3061



**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
ELDER CARE OF WISCONSIN, INC.**

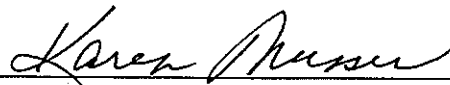
Elder Care of Wisconsin, Inc., a not-for-profit corporation without members organized and existing under Chapter 181 of the Wisconsin Statutes, does hereby certify that the Corporation's board of directors adopted the following resolution by written consent amending the Corporation's existing Articles of Incorporation:

RESOLVED, that effective on the date the Articles of Amendment are filed with the Department of Financial Institutions, Article 1 of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

Article 1: The name of the corporation is Care Wisconsin, Inc.

Dated this 22nd day of August, 2007.

Elder Care of Wisconsin, Inc.



Karen Musser
President & Chief Executive Officer

This document was prepared by and is returnable to:

Karen Musser
Elder Care of Wisconsin
2802 International Lane
Madison, WI 53704
(608) 245-3061

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

06 6A10368

03 NOV -4 AM 9: 50

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION OF
ELDER CARE OF DANE COUNTY, INC.

Elder Care of Dane County, Inc., a corporation organized and existing under Chapter 181 of the Wisconsin Statutes, does hereby certify that the existing Articles of Incorporation were duly amended as follows:

- 1. Article 1 of the Articles of Incorporation are hereby amended and restated in its entirety as follows:

"Article 1. The name of the corporation is Elder Care of Wisconsin, Inc."

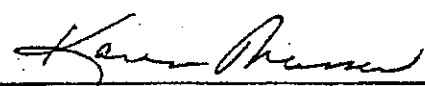
OK
CL

- 2. Said amendment was duly adopted by the Board of Directors of the Corporation on October 16, 2003, in accordance with Section 181.1002 of the Wisconsin Statutes.

Dated this 16 day of October, 2003.

NOV 04 2003 10:25 AM
A
218096 DCORP25 \$25.00

Elder Care of Dane County, Inc.



Karen Musser, Chief Executive Officer

This document was drafted by and is returnable to:

Matthew L. Storms, Esq.
Michael Best and Friedrich LLP
One South Pinckney Street
Madison, WI 53701-1806
(608) 283-0116

OK

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 ADULT DAY CENTER, INC.
- Article 2. The period of existence shall be perpetual
- Article 3. The purposes shall be : 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- Article 4. Location of the principal office in Wisconsin is 312 Wisconsin Avenue
(Include street & number, city, state and ZIP code) MADISON, WISCONSIN 53705
- Article 5. Name of the initial registered agent is Robert G. Edwards
- Article 6. Address of the initial registered agent is 2509 Homestead Road
(Include street & number, city, state and ZIP code) MADISON, WISCONSIN 53711
- Article 7. These articles may be amended in the manner authorized by law at the time of amendment.

Article 11. (Other provisions)

This corporation shall not have a seal.

No part of the net earnings of the corporation shall inure to the benefit of or, be distributable to, its members, trustees, directors, 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 3 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 engage 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 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the County Court 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.

Article 12. The name and address of incorporator (or incorporators) are.

NAME

ADDRESS

(street & number, city, state and ZIP Code)

Robert G. Edwards

2509 Homestead Road
Madison, Wisconsin 53711

Executed in duplicate on the 13 day of

January, 1976
x Robert G. Edwards

All incorporators
SIGN HERE

STATE OF WISCONSIN

County of DANE

Personally came before me this 13 day of January A.D. 1976

the above named Robert G. Edwards

to me known to be the person who executed the foregoing instrument, and acknowledged the same.

[Handwritten Signature]
Notary Public
My Commission expires in year 1977

Notarial
Seal

This document was drafted by

Attorney H. Robert Kilkelly
(Name of Person)

Please print or type

See instruction M

READ THE INSTRUCTIONS ON THE REVERSE SIDE
AND PLEASE FILL OUT THE RETURN ADDRESS BOX

ARTICLES OF INCORPORATION (Non-stock)

10350
FILE 10350
26368

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

250

\$25.00

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

JAN 15 1976

DOUGLAS LAFOLLETTE
SECRETARY OF STATE

H Robert K. Kelly
1 W. Main St
Madison, Wis. 53703

INSTRUCTIONS AND SUGGESTIONS

- A. Prepare two **DUPLICATE ORIGINAL**. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: State Capitol, Madison, Wisconsin 53702.) One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the box above. The copy that is returned **MUST BE RECORDED WITHIN 60 DAYS** with the Register of Deeds of the county in which the principal office of the corporation is located. Corporate existence commences when the articles are left for record at the Register of Deeds.
- B. 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.
- C. Notary Public must **SIGN AND AFFIX SEAL** on both copies of the articles, and complete his statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.
- D. **SEND THE FILING FEE** of \$25 with the articles. Your cancelled check is your receipt.
- E. Article 1: The name must contain "Corporation", "Incorporated", or "Limited", or the abbreviation of one of those words.
- F. Article 2: Insert "perpetual" or set any limitation desired.
- G. 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. (The statute expressly states that it is **NOT** necessary to enumerate the powers.)
- H. Article 4: Give complete address of the corporation's principal office in Wisconsin, including city, town or village, and street and number, if any, and ZIP code.
- I. Articles 5 & 6: The corporation must have a registered agent in Wisconsin. Be sure and show a complete address for the registered agent, including street and number, city and zip code.
- K. Article 10: This article must set forth the method of accepting and discharging members, any denial or restriction of voting rights, and any classification of members (including distinguishing features of each class) **OR** the specification that the by-laws cover these matters.
If the corporation is to have no members, Article 10 must so state. In this instance, the manner of election or appointment of directors must be set forth **OR** the specification that the by-laws cover these matters.
- L. Article 11: Provides space for the insertion of any other provisions which may be desired.
- M. Section 14.38(14) Wisconsin Statutes provides that this document shall not be recorded 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. The statement appearing on page 3 of this form, if completed, complies with this provision. Be sure it is completed on each of the copies.
- N. 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. *vital language and specifications must be included in the articles of incorporation in order to meet federal tax code requirements.

OFFICE OF
REGISTER OF DEEDS

The undersigned, as Register of Deeds of _____
(COUNTY) _____
County, Wisconsin, certifies that on 1455727
(DATE) 1/15/76

there was received and accepted for record in my office, an instrument bearing the certificate of the Secretary of State of Wisconsin, and described as

- Articles of Incorporation () Amendment to Articles of Incorporation () Statement of Intent to Dissolve
- () Articles of Dissolution () Articles of Merger () Name reservation
- () Articles of Consolidation () Restated Articles () Change of Registered Office and/or Agent OF

ADULT DAY CENTER, INC.

(S E A L) Witness my hand and official seal on 1/15/76 (DATE)
[Signature]

United States of America
State of Wisconsin
Department of State

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that on **January 15, 1976** Articles of Incorporation were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for the following corporation formed

WITHOUT STOCK AND NOT FOR PROFIT:

Name: **ADULT DAY CENTER, INC.**

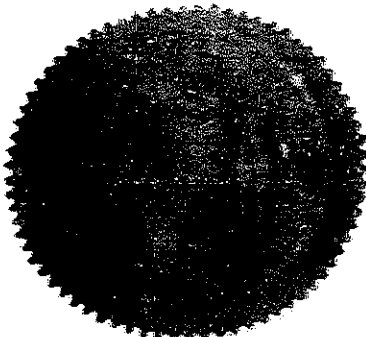
Principal Office: **312 Wisconsin Avenue
Madison, Wisconsin 53705**

Purposes for which organized: **for charitable, religious, educational and
scientific purposes, . . .**

I further certify that a certificate has been filed in my office to the effect that a duplicate of said Articles, bearing my certificate, was recorded in the office of the Register of Deeds of **Dane** County, Wisconsin, on **January 15, 1976**

THEREFORE. The State of Wisconsin does hereby grant unto the said corporation the powers and privileges conferred by the Wisconsin Statutes for the purposes stated and in accordance with said Articles.

In Witness Whereof, I have hereunto set my hand
and affixed my official seal, at the Capitol, in the
City of Madison, on **January 22, 1976**



Douglas LaFollette
DOUGLAS LAFOLLETTE
Secretary of State

SEE REVERSE FOR MORE INFORMATION

DESIGNATION OF REGISTERED AGENT

NS A. 10368

The undersigned, a principal officer of

First Key Center Inc.

a nonstock corporation organized under the laws of Wisconsin, certifies:

pursuant to a resolution of the board of directors, duly adopted,

the registered agent of said corporation in Wisconsin shall be:

Name of Agent: J. C. Maynard

Agent's address: 312 Wisconsin Ave Madison Wis 53703
(Number, street, city & ZIP code)

Executed and corporate seal, if any, affixed on April 11, 1979
No seal (Date)

(Affix seal or state that there is no seal)

Dale Hanaman
Officer sign

Title Board Chairperson

CHANGE OF REGISTERED AGENT
AND/OR AGENT'S ADDRESS

Fee - \$ 1

INFORMATION AND INSTRUCTIONS

Every nonstock corporation is required to maintain a registered agent in Wisconsin. The agent may be any resident of Wisconsin or may be another corporation authorized to do business in Wisconsin. The corporation may not name itself as registered agent.

COMPLETE ONE COPY of the form, setting forth the complete and correct corporate name and the name and complete address of the registered agent.

AFFIX THE CORPORATE SEAL. If the corporation does not have a seal, write or type "No Seal" on the form.

HAVE A PRINCIPAL OFFICER SIGN. The form must be signed by the President, a Vice-President, Secretary or Treasurer. Facsimile or rubber stamp signature is not acceptable.

SEND THE FORM AND FILING FEE OF \$ 1 TO: Secretary of State,
Madison, Wisconsin 53702. Make remittance payable
to SECRETARY OF STATE. Your cancelled check is your receipt.

STATE OF WISCONSIN
RECEIVED AND FILED

MAY 15 1979

YEL PHILLIPS
SECRETARY OF STATE

A10368
NS
OK

Resolved, That
the corporate name shall be changed to: Adult Day Center, Inc. - Circle of Friends

REMIT \$ 10.00
This filing _____
Other filing _____
#051089 CREDIT #10.00

The undersigned officers of ~~The Circle of Friends Adult~~
Day Center, INC - Circle of Friends
(Use correct and complete corporate name)

1. The foregoing amendment of the articles of incorporation of said corporation was adopted by the ^{Board} members on the
16th day of April 1981 by the following vote:

Number of members having voting rights	Number present in person or by proxy	For	Number voting	Against
11	11	11	0	0

2. (See instructions 2 and 3)

The corporation has no members as
stated in the Article of Incorporation &
by-laws.

Executed in duplicate and seal (if any) affixed this 23rd day of April 1981

(Affix seal or state that there is none)

-NO SEAL-

Betty B. Moorhead
President
John Krueger
Secretary

This document was drafted by (05) 19/81 WISCONSIN SECTY-STATE
1111
1074
CORP *
\$10.00

MARIA Alvarez
(Name)

Please print or type

AMENDMENT - NONSTOCK

- Changes Name

\$10.00

- Dane -

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

STATE OF WISCONSIN
FILED

JUL 1 1981

VEL PHILLIPS
SECRETARY OF STATE

~~CIRCLE of Friends~~
Adult Day Center, INC.
312 WISCONSIN Ave
Madison, WI 53703

INSTRUCTIONS

1. AMENDMENT AT MEETING OF MEMBERS. An amendment of articles can be adopted at a meeting of the members having voting rights. The vote necessary is two-thirds of those present. Item 1 is for showing such vote.

2. AMENDMENT BY WRITTEN CONSENT. An amendment can be adopted without a meeting. This is done by ALL members having voting rights signing a written consent to the proposed amendment. When this method is used, strike out item 1 and insert in item 2 a statement that "The foregoing amendment was adopted by written consent signed by all of the members having voting rights."

✓ 3. AMENDMENT BY DIRECTORS. Directors can adopt an amendment of articles if the corporation is one whose articles of incorporation provide that the corporation shall have no members or is one which has no members having voting rights. The vote necessary is a majority of the directors in office.

✓ When this method of amendment is used, strike out item 1 of this form and insert in item 2 a statement that the corporation has no members or is one having no members with voting rights (whichever the case may be) and that the amendment was adopted by vote of a majority of the directors in office, showing also the date of the directors' meeting.

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 by-laws 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 members. Sec. 181.16, Stats.

4. Execute and submit in duplicate original. Furnish Secretary of State with two identical copies of the document. One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the space above. The copy that is returned must be recorded with the Register of Deeds of the county in which the principal office of the corporation is located.

5. Affix corporate seal. Make sure that each of the copies of the document has an impression of the corporate seal. If the corporation does not have a seal, write or type "NO SEAL" on each of the copies.

6. Have the President and Secretary of the corporation sign. A Vice-President may sign in lieu of the President, and an Assistant Secretary may sign in lieu of the Secretary. One person may not sign as both officers. Make sure that each of the copies has original signatures - carbon copy, xerox, or rubber stamp signatures are not acceptable.

7. Send the filing fee of \$10 with the document. Make check or money order payable to SECRETARY OF STATE. Your cancelled check is your receipt.

OFFICE OF THE
REGISTER OF DEEDS

A-10368 NS

1713859

The undersigned, as Register of Deeds of
(COUNTY) Dane
County, Wisconsin, certifies that on
(DATE) 7-27-81

there was received and accepted for record in my office, instrument(s) bearing the certificate of the Secretary of State of the State of Wisconsin, and described as

- () Articles of Incorporation Amendment(s) to Articles of Incorporation *
() Articles of Dissolution () Articles of Merger * () Name Reservation *
() Articles of Consolidation * Restated Articles *
() Change of Registered Office and/or Agent () Intent to Dissolve **OF**

ADULT DAY CENTER, INC. chg name to ADULT DAY CENTER, INC. - CIRCLE OF FRIENDS

LIST CORPORATE
NAMES HERE

(SEAL) Witness my hand and official seal on 7-27-81 (DATE)

Forrest J. ...
Register of Deeds

Please return executed Certificate to:

Office of the Secretary of State
P.O. Box 7846
Madison, Wisconsin 53707

(* Please identify documents by date of filing with Secretary of State)

State of Wisconsin
SECRETARY OF STATE

06A10368
CORPORATION DIVISION
P. O. Box 7846
Madison, WI 53707

OK
11/05/84 WISCONSIN SECRETARY OF STATE
CORP. DIVISION
MADISON, WI 53707

Resolved, That the name of the Circle of Friends—Adult Day Center, Inc.
be changed to Madison Area Adult Day Centers, Inc.

The undersigned Adult Day Center, Inc. - Circle of Friends
of officers of Circle of Friends—Adult Day Center, Inc. a Wisconsin
corporation with principal office in _____ Day _____ County, Wisconsin, CERTIFY:

~~1(A) That the foregoing amendment of the articles of incorporation of said corporation was adopted on _____ 19 _____ by written consent signed by all of the members having voting rights.~~
OR

~~1(B) That said corporation has no members having voting rights, and that the foregoing amendment of the articles of incorporation of said corporation was adopted at a meeting of the board of directors on _____, 19 _____ by a majority affirmative vote (or greater, as may be required by the articles of incorporation) of the directors in office.~~
OR

1(C) That the foregoing amendment of the articles of incorporation of said corporation was adopted by the members on July 19, 19 84 by the following vote:

Number of members having voting rights	Number present in person or by proxy	Number voting	
		FOR	AGAINST
<u>14</u>	<u>9</u>	<u>9</u>	<u>0</u>

Executed in duplicate and seal (if any) affixed this 31 day of October, 19 84

NO SEAL
(Affix seal or state that there is none)

David J. Allie
President
Mary E. Linn
Secretary

This document was drafted Darrell Bohke (Section 14.38(14) Wis Statutes)

(Please print or type name)

DANE

13

USE ONLY ONE. STRIKE OUT THE ITEMS YOU DO NOT USE.

DAVE

NAME CHANGE

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

\$25.00

Madison Area Adult Day Centers, Inc.
312 Wisconsin Avenue
Madison, WI 53703

STATE OF WISCONSIN
FILED

NOV - 9 1984

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

INSTRUCTIONS

1(A). 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.

Enter 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.

2. 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, wax, or rubber stamp signatures are not acceptable.

3. 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.

4. 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 TRIPPLICATE 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.

Hand. Sen
5-92

06 6A10368

NONSTOCK (NONPROFIT) CORPORATION
AMENDMENT

Please read instructions on
the reverse before attempting
to complete this form.



State the articles of incorporation to be amended and the amendment language below:

Resolved:

Agency name change to "Elder Care of Dane County, Inc."

JAN 20 08:00

01-23-92

FEB 10 08:00

Indicate the method of adoption by checking the appropriate box below.

The foregoing amendment to the articles of incorporation was adopted on _____, 19__ by written consent signed by all of the members having voting rights.

OR

The corporation has no members having voting rights, and that the foregoing amendment of the articles of incorporation was adopted at a meeting of the board of directors on _____, 19__ by a majority affirmative vote (or greater, as may be required by the articles of incorporation) of the directors in office.

OR

The foregoing amendment to the articles of incorporation was adopted by the members on November 20, 1991 by the following vote:

Number of members having voting rights	Number present in person or by proxy	Number voting FOR	Number voting AGAINST
<u>10</u>	<u>6</u>	<u>6</u>	<u>0</u>

The present corporate name (prior to any change effected by this amendment) is:

Madison Area Adult Day Centers, Inc.

and the principal office is in Dane County, Wisconsin.

Executed in duplicate and seal (if any) affixed this 23 day of January, 1992.

BY: Jarah L. Hlavenka
as Secretary

AFFIX SEAL
or state that
there is none

BY: Karen Merson
as President

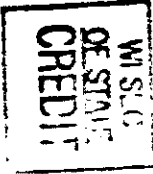
This document
was drafted by

James Kellersan

(Please print or type the name of the individual)

If a problem exists, your daytime phone number is: (608) 231-8084

SEE FEES AND INSTRUCTIONS ON THE REVERSE SIDE



change name.

25.00

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

Elder Care of Dane County
517 N. Segoe Road, Suite 309
Madison, WI 53705

STATE OF WISCONSIN
FILED

FEB 14 1992

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

INSTRUCTIONS

1. State the Resolution by including the Original (or new) Article Number, which Article is to be amended, and the new or added language to that particular article.

2. Enter the requisite information in ONE OF THE FOLLOWING THREE items:

If amendment is adopted by written consent, the consent is to be signed by all of the members having voting rights. OR 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. OR If amendment is adopted at a meeting of the members, it must receive a 2/3 affirmative vote of the members present or represented by proxy, unless the articles of incorporation or bylaws make other specifications.

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.

3. 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. A manual, handwritten or stamped signature is required. Carbon copy, photo copy, or electrostatic signatures are not acceptable.

4. Submit in DUPLICATE ORIGINAL. Furnish Secretary of State two copies of the document. (Mailing address: Corporations 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 at the top of this page.

5. 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 \$12, 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 ADDITIONAL 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 TRIPPLICATE document, and a recording fee for each county. Recording fee for the old county is \$12 and the recording fee for the new county is \$14 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.

06 6A 10368

DFI/CCS/Corp
RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

DESIGNATION OF REGISTERED AGENT
Nonstock Corporation

97 OCT 13 A 8: 00

~~97 SEP 26 A 8: 00~~

The undersigned, a
principal officer of ELDER CARE OF DANE COUNTY, INC.
(Type or print correct and complete name of the corporation)

a Wisconsin nonstock corporation, CERTIFIES:

WIDE
CREDIT

SEP 26 12:00PM
177883 DCORP 10 10.00

Pursuant to a resolution of the Board of Directors, duly adopted, the registered agent of said corporation in Wisconsin shall be:

Name of Agent: JAMES KELLERMAN

Address of Agent: 2802 INTERNATIONAL LANE
MADISON WI, 53704
(Give the physical location of the address, to include street name and number, or rural route, if any.)

Executed on October 9, 1991 and corporate seal, if any, affixed.
(date)

SIGNED BY: [Signature] as,

AFFIX SEAL
or state that
there is none

INDICATE WHICH:

President Vice President

Secretary Treasurer

Other _____
(See instructions on back)

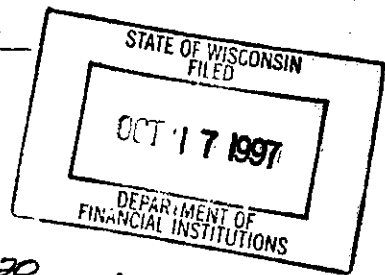
NO SEAL

FILING FEE - \$10.00

SEE REVERSE for Instructions, Suggestions, and Procedures

DESIGNATION OR CHANGE OF REGISTERED AGENT AND/OR AGENT'S ADDRESS

\$10.00
KC



Your phone number during the day (608) 240 - 0030

INFORMATION AND INSTRUCTIONS

HOW

Every nonstock corporation formed under or subject to Ch. 181 of the Wisconsin Statutes is required to maintain a registered agent in Wisconsin. The agent may be any resident of Wisconsin, or may be another corporation organized under or authorized to transact business under Ch. 180 or 181 of the Wisconsin Statutes. The corporation may not name itself as registered agent.

COMPLETE ONE COPY of the form, setting forth the name of the registered agent and the physical location of the agent's address, i.e., street name and number, city and ZIP code. A post office box number may be given as supplemental information.

AFFIX THE CORPORATE SEAL. If the corporation does not have a seal, write or type "No Seal" on the form.

WIFI
CREDIT

HAVE A PRINCIPAL OFFICER SIGN. The form is to be signed by the President, a Vice-President, Secretary or Treasurer. A director (including Board Chairperson) is not authorized to execute the form, unless they are also a principal officer, and sign in their capacity as a principal officer. If the articles of incorporation or by-laws of the organization so provide, a corporate officer may be designated by a title other than President, Vice-President, etc. A "Chief Elder", for example, might correspond to the position of President, and the alternate title should be entered in OTHER () in the signature area of the form. Please indicate which titles are equivalent. Facsimile or rubber stamp signatures are acceptable.

Send the completed form and a \$10 FILING FEE to:

DEPARTMENT OF FINANCIAL INSTITUTIONS

By US Mail to:

By Courier or Express or Priority
US Mail to:

P O Box 7846
Madison, WI 53707-7846

30 W. Mifflin St, 9th Floor
Madison, WI 53703

Make remittance payable to DEPARTMENT OF FINANCIAL INSTITUTIONS. Your cancelled check is your receipt for fee payment. If you have questions, please call the Corporation Section at (608) 261-9555.