

**ARTICLES OF INCORPORATION
OF**

The undersigned, acting as incorporator of a nonstock corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes (the "WNCL"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is _____.

ARTICLE II

Purposes

The corporation is organized and shall be operated exclusively for educational, scientific and charitable purposes within the meaning of I.R.C. Section 501(c)(3), and its purposes shall be limited to the fulfilment of the obligations of the Public and Community Health Oversight and Advisory Committee as described in the Findings of Fact, Conclusions of Law, and Order by the Wisconsin Commissioner of Insurance dated March 28, 2000, in Case No. 99-C26038[, **as the same may be amended from time to time**]. 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.

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). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) 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, or reimbursement for reasonable expenses incurred, 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; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Members

The corporation shall have no members.

ARTICLE V

Directors

The affairs of the corporation shall be managed by its Board of Directors, which shall consist of nine (9) persons. The terms of office, qualifications and method of election or appointment of the directors shall be as specified in the Bylaws.

ARTICLE VI

Director Consent Actions

Except for actions involving distribution of Grant Funds, any action required or permitted to be taken at a board meeting may be taken by written action signed by the greater of either two-thirds (2/3) of the directors then in office including three (3) individuals consisting of the Health Care Advocate and/or Community Health Advocates, or any greater number that may be required by the Bylaws. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

ARTICLE VII

Derivative Proceedings

The provisions of Sections 181.0741 to 181.0746 shall not apply to this corporation.

ARTICLE VIII

Amendment

If the Wisconsin Commissioner of Insurance (the "Commissioner") provides for approval, or if the Commissioner approves of another standard with which the corporation complies, these Articles of Incorporation may be amended by the directors of the corporation by vote of a majority of the number of directors in office at the time that the amendment is adopted.

ARTICLE IX

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 to The Medical College of Wisconsin, Inc. if it is then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) and is not a private foundation as defined in I.R.C. Section 509(a), or if it is not so described or if it is no longer in existence 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 The Medical College of Wisconsin, Inc. (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 X

Principal Office; Registered Office and Registered Agent

The mailing address of the principal office of the corporation is 8701 Watertown Plank Road, P.O. Box 26509, Milwaukee, WI 53226-0509. The street address of the initial registered office of the corporation is 8701 Watertown Plank Road, P.O. Box 26509, Milwaukee, WI 53226-0509 and the initial registered agent at such address is The Medical College of Wisconsin, Inc., Attention Office of General Counsel.

ARTICLE XI

Incorporator

The name and address of the incorporator is Michael S. Weiden, Quarles & Brady, LLP, P.O.
Box 2113, Madison, Wisconsin 53701-2113.

Executed this _____ day of _____, 2000.

This document was drafted by:

Michael S. Weiden
Quarles & Brady LLP
P.O. Box 2113
Madison, WI 53701-2113