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WISCONSIN
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ARTICLES OF INCORPORATION

OF

ST. JAMES ACADEMY, INC.

The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes these Articles of Incorporation for the purpose of forming a Wisconsin nonprofit corporation under Chapter 181 of the Wisconsin statutes:

ARTICLE I

Name

The name of the corporation shall be St. James Academy, Inc.

ARTICLE II

Period of Existence

The period of existence shall be perpetual.

ARTICLE III

Powers

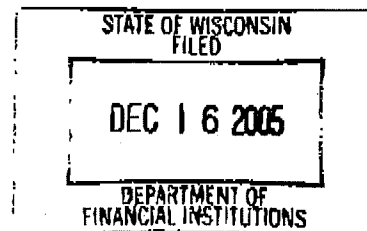
The corporation shall have all powers conferred upon non-stock, nonprofit corporations organized under Chapter 181 of the Wisconsin statutes and any successor provisions thereto as now or hereafter enacted or amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation as set forth herein.

ARTICLE IV

Purposes

1. The corporation is organized, and shall at all times be operated, exclusively for charitable, educational, scientific, literary or religious purposes within the meaning of section 501(c)(3) of the Code (as defined in Article XII, below), including, without limitation, the following specific purposes: building, maintaining and operating one or more schools to provide a high quality learning experience for children and adults.

2. No part of the net earnings of the corporation shall inure to the benefit of any private individual, 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 exempt purposes set forth in this Article IV.



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3. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h) of the Code, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publication or distribution of statements.

ARTICLE V

Members

The corporation shall not have members.

ARTICLE VI

Offices

The principal office of the corporation is located in Milwaukee County, Wisconsin, and the mailing address of such office is:

3631 West Fredonia-Kohler Road
Fredonia, WI 53021

The name of the initial registered agent at such address is:

Joseph E. Tierney III

The address of the registered agent of the corporation is:

Meissner Tierney Fisher & Nichols, S.C.
111 East Kilbourn Avenue, 19th Floor
Milwaukee, Wisconsin 53202

ARTICLE VII

Directors

The number of Directors constituting the initial Board of Directors shall be specified in the Bylaws, but in no event shall such number be less than three (3).

ARTICLE VIII

Dissolution

Upon dissolution of the corporation for any reason, the board of directors shall, after paying or making provisions for the payment of the corporation's liabilities, if any, dispose of all the corporations' assets exclusively for the purposes of the corporation in such manner as the

board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, literary, or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

ARTICLE IX

Tax Status

It is intended that the corporation shall have the status of an organization (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and which is other than a private foundation within the meaning of section 509(a) of the Code; (ii) to which contributions are deductible for federal income tax purposes under section 170(c)(2) of the Code; (iii) to which bequests are deductible for federal estate tax purposes under section 2055(a)(2) of the Code; and (iv) to which gifts are deductible for federal gift tax purposes under section 2522(a)(2) of the Code. These Articles shall be construed, and all authority and activities of the corporation shall be limited, accordingly.

ARTICLE X

Restrictions

Notwithstanding anything to the contrary contained herein, no action shall be required or permitted to be taken by the officers or directors of this corporation which would not be permitted to be taken by an organization described in section 501(c)(3) of the Code or which would result in the imposition of federal tax under sections 4941 through 4945, inclusive, of the Code.

The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code. Furthermore, during any period in which the corporation is a private foundation within the meaning of section 509(a) of the Code, the corporation will not:

- (a) engage in any act of self-dealing as defined in section 4941(d) of the Code;
- (b) retain any excess business holdings as defined in section 4943(c) of the Code;
- (c) make any investments in a manner that would subject it to tax under section 4944 of the Code;
- (d) make any taxable expenditure as defined in section 4945(d) of the Code; or
- (e) indemnify any officer or director to the extent doing so would result in the imposition of excise taxes pursuant to Subchapter A of Chapter 42 of the Code.

ARTICLE XI

Amendment

The Articles of Incorporation may be amended only by a majority vote of the Board of Directors of the corporation unless otherwise prohibited by the corporation's by-laws.

ARTICLE XII

Certain Definitions

All references in these Articles to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986 as from time to time amended, to the corresponding provisions subsequently enacted, and shall encompass all regulations issued under such sections and provisions.

ARTICLE XIII

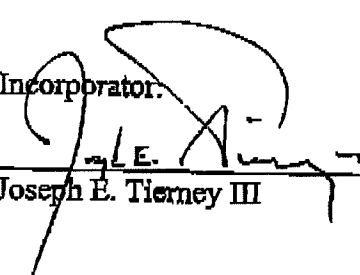
Incorporator

The name and address of the incorporator is:

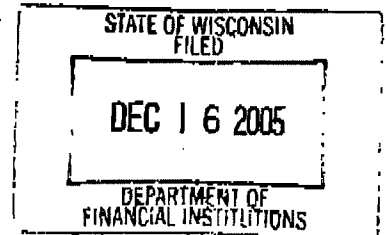
Joseph E. Tierney III
Meissner Tierney Fisher & Nichols S.C. Street
111 East Kilbourn Avenue, 19th Floor
Milwaukee, WI 53202-6622

Executed in duplicate this 15th day of December, 2005.

Incorporator:



Joseph E. Tierney III



STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

Personally came before me this th15 day of December, 2005, the above-named Joseph E. Tierney III to me known to be the person who executed the foregoing instrument and acknowledged the same.

Kenda J. Cichucki
Notary Public, State of Wisconsin
My Commission is permanent.

expires 8/27/2006

This instrument was drafted by
and should be returned to:

Joseph E. Tierney III
Meissner Tierney Fisher & Nichols, S.C.
111 East Kilbourn Avenue, 19th Floor
Milwaukee, WI 53202-6622
(414) 273-1300

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