

**ARTICLES OF INCORPORATION  
OF  
CONVENT HILL 202 HOLDINGS, INC.**

For the purpose of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, the undersigned executes the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the Corporation is Convent Hill 202 Holdings, Inc. (the "Corporation").

ARTICLE II  
PERIOD OF EXISTENCE

The period of existence of the Corporation is perpetual.

ARTICLE III  
PURPOSE

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and disabled persons with housing facilities and services specifically designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its

exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE IV POWERS

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects or its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

#### ARTICLE V NO MEMBER

The Corporation shall have no Member.

ARTICLE VI  
BOARD OF DIRECTORS/BYLAWS

Except as provided in Chapter 181 of the Wisconsin Statutes, the affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws of the Corporation (the "Bylaws"), but the number of Directors shall not be less than seven (7) and no more than fifteen (15). The Bylaws may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE VII  
REGISTERED AGENT

The name of the registered agent of the Corporation is Willie Hines, Jr. and the address of the registered agent is Housing Authority of the City of Milwaukee, 809 North Broadway, Milwaukee, WI 53202.

ARTICLE VIII  
PRINCIPAL OFFICE

The principal office of the Corporation is located in Milwaukee County, Wisconsin, at 809 North Broadway, Milwaukee, Wisconsin 53202.

ARTICLE IX  
RESTRICTIONS

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), the following shall apply:

(a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a Corporation described in § 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under § 501(c)(3) of the Code.

(b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Wisconsin, or any other jurisdiction where any of its activities are carried on.

(c) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

(e) Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever 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 make distributions as provided in Article XI of these Articles.

(f) Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times the Corporation shall comply with all provisions under the Code pertaining to private foundations.

ARTICLE X  
NON-DISCRIMINATION

The Corporation shall not discriminate in its hiring practices, in the compensation of its employees, in carrying out its charitable, educational and scientific purposes, or in any other manner on a basis prohibited by applicable Federal, State or local statute, rule, or ordinance.

ARTICLE XI  
DISTRIBUTIONS

The Corporation may make distributions or other payments to other corporations exempt from income tax under Section 501(a) of the Code in accordance with the requirements and Section 181.1302(3) of the Wisconsin Statutes and the Bylaws.

ARTICLE XII  
DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved upon the adoption of a plan of dissolution in the manner now or hereafter provided in the Wisconsin Statutes and in the Bylaws. In the event of dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII  
AMENDMENT OF ARTICLES

These Articles may be amended in the manner authorized by the Wisconsin Statutes at the time of amendment and as provided by the Bylaws. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day  
of \_\_\_\_\_, 2023.

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Willie Hines, Jr.  
Secretary/Executive Director  
Incorporator

This Document Drafted By:

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