

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TRAVAUX, INC.**

The following Amended and Restated Articles of Incorporation of Travaux, 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 is Travaux, Inc. (the "Corporation").

ARTICLE II

PERIOD OF EXISTENCE

The period of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized and shall be operated exclusively for purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Only to the extent consistent with the above general purposes, the specific purposes of the Corporation shall be

- (i) to acquire, develop, construct, rehabilitate, provide construction management services and manage a continuum of housing options;
- (ii) to provide development, construction and rehabilitation and construction management services; and
- (iii) to acquire, develop, construct, rehabilitate, provide construction management services and manage commercial properties in an effort to improve urban neighborhoods and the lives of those who live in them.

The Corporation was formed by and is an instrumentality of the Housing Authority of the City of Milwaukee (the "Housing Authority") and may only undertake activities and exercise powers which are permitted for governmental instrumentalities under the laws of the State of Wisconsin. The Corporation may undertake other activities that are consistent with these goals which are permitted for corporations organized under the Wisconsin Nonstock Corporation Law. Notwithstanding the foregoing the Corporation shall not carry on activities which are not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE IV

MEMBER

The Corporation shall have no Member.

ARTICLE V
BOARD OF DIRECTORS

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).

ARTICLE VI
REGISTERED AGENT

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

ARTICLE VII
PRINCIPAL OFFICE

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

ARTICLE VIII
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.

ARTICLE XI
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, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; and

(2) Remaining assets shall be distributed to (i) to the Housing Authority, (ii) one or more organizations recognized as exempt from federal taxation under Section 501(c)(3) of the Code, or (iii) any combination of (i) or (ii), and in each event as permitted by the Wisconsin Statutes and the Code, as determined in the plan of dissolution adopted in the manner set forth above in this Article XI.

ARTICLE XII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner authorized by the Wisconsin Statutes at the time of amendment and as provided by the Bylaws.

IN WITNESS WHEREOF, I have hereunto subscribed my name this [] day of [], 2025.

Thomas O. Gartner
Incorporator

This Document Drafted By:

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