

ARTICLES OF INCORPORATION OF TRAVAUX, 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 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 (hereinafter 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 ~~for Public Housing Authorities development projects, and other 501 (c)3 certified entities~~; 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 ~~one (1)~~no Member. ~~Additional members shall be admitted, suspended, expelled or terminated pursuant to Bylaws of the Corporation (the "Bylaws"). The rights of the Member shall be as provided in these Articles of Incorporation, the Bylaws and Chapter 181 of the Wisconsin Statutes.~~

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, but the number of Directors shall not be less than ~~three (3)~~seven (7).

ARTICLE VI
REGISTERED AGENT

The name of the registered agent of the Corporation is ~~Antonio Perez~~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.

~~(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 X of these Articles of Incorporation.~~

~~(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 IX 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 X 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 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 each existing Member that at the time of dissolution is exempt from federal taxation under Section 501(c)(3) of the Code in equal proportion, (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.