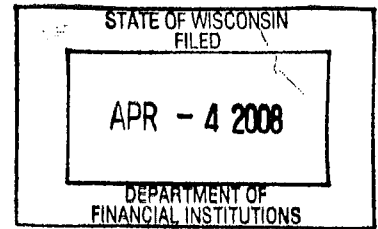


STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
2008 MAR 31 AM 10:53



**ARTICLES OF INCORPORATION
OF**

**WISCONSIN ASSOCIATION for
FLOODPLAIN, STORMWATER and COASTAL MANAGEMENT, INC.**

The undersigned, for the purpose of forming a Wisconsin non-stock corporation under Chapter 181 of the Wisconsin Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be **Wisconsin Association for Floodplain, Stormwater and Coastal Management, Inc.**

ARTICLE II: PERIOD OF EXISTENCE

The period of existence of this Corporation shall be perpetual.

ARTICLE III: PURPOSE

The purpose of this Corporation shall be to promote public awareness of proper floodplain, stormwater and coastal management, promote the professional status of individuals involved in floodplain, stormwater and coastal management, keep people concerned with same well informed and to advise of pending floodplain, stormwater and coastal management legislation and other related matters. As such, the purposes of this Corporation shall be exclusively religious, educational and charitable, as those terms are construed under the Internal Revenue Code Sec. 501(c)(3), and as defined in Sec. 170(b)(1)(A)(i) and (iv), and as excluded under Sec. 509(a)(1), and

shall include any lawful activity within the purposes of which corporations may be organized under Chapter 181 of the Wisconsin Statutes with its initial activities to include those stated above.

ARTICLE IV: PRINCIPAL OFFICE

The location of the principal office of this Corporation shall be 260 West Seeboth, Milwaukee, WI 53204, c/o David C. Fowler.

ARTICLE V: REGISTERED AGENT

The name and address of the initial registered agent are David C. Fowler, 260 West Seeboth, Milwaukee, WI 53204.

ARTICLE VI: BOARD OF DIRECTORS

The Directors of the Corporation and shall be members of the Corporation. The initial Directors shall be the persons indicated below. Thereafter, the Directors shall be appointed in accordance with the provisions of the By-laws of the Corporation. The number of Directors may be fixed by By-law, but shall not be less than three (3) nor more than twelve (12). The names and addresses of the initial Directors are as follows:

1. Tom Sear, Chair
Short Elliott Hendrickson, Inc.
5395 North 118th Court
Milwaukee, Wisconsin 53225-3085
2. Cynthia DeBruine, CFM, Vice-Chair
Hey & Associates, Inc.
240 Regency Court #301
Brookfield, Wisconsin 53045

3. Karen Sands
Earth Tech
1020 North Broadway, Suite 400
Milwaukee, Wisconsin 53202-3157
4. Charlene Johnson
Short Elliott Hendrickson, Inc.
1409 Hammond Avenue, Suite 315
Superior, Wisconsin 54880-1674
5. Daniel R. Cook, P.E., CFM
Graef, Anhalt, Schloemer and Associates, Inc.
125 South 84th Street, Suite 401
Milwaukee, Wisconsin 53214

ARTICLE VII: AMENDMENT

These Articles of Incorporation may be amended in the manner authorized by law at the time of such amendment.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is as follows:

Thomas E. Aul, 815 Genesee Street, P.O. Box 128, Delafield, Wisconsin 53202.

ARTICLE IX: INUREMENT OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 purposes set forth in Article III hereof. No part of

the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or a successor statute of similar import), or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or a successor statute of similar import).

ARTICLE X. MEMBERSHIP


The corporation shall have members. The by-laws of the corporation shall set forth the requirements for obtaining, maintaining and termination of membership in the corporation.

ARTICLE XI: DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in

which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

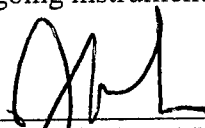
Executed in duplicate this 17th day of March, 2008.



Thomas E. Aul, Incorporator

STATE OF WISCONSIN)
) ss
WAUKESHA COUNTY)

Personally came before me this 17th day of March, 2008, the above-named Thomas E. Aul, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Justin W. Winslow, Notary Public,
Waukesha County, Wisconsin.
My commission is permanent.

This instrument was drafted by and should be returned to:
Thomas E. Aul, Attorney at Law
815 Genesee Street
Delafield, Wisconsin 53018
(262)646-5600
(262)646-5601(f)
tom@aullaw.com

f.200