**ARTICLES OF INCORPORATION**

**OF**

**MY CHOICE FAMILY CARE, INC.**

The undersigned incorporator, for purposes of forming a corporation under the provisions of Chapter 181 of the Wisconsin Statutes, as amended, without stock and not-for-profit, does adopt the following Articles of Incorporation:

#  NAME

The name of the corporation shall be:

MY CHOICE FAMILY CARE, INC.

#  PURPOSES

The Corporation is organized as a nonstock corporation under Chapter 181 of the Wisconsin statutes. The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for the charitable, scientific, literary, and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“**IRC**”), and the regulations. Without limiting the generality of the forgoing, the purposes of the Corporation shall include any or all of the following: (i) providing family care benefits as successor to the My Choice Family Care program operated by Milwaukee County Wisconsin; (ii) facilitating any successor program thereto; and (iii) conducting all lawful activities in connection with these purposes, provided however, such activities are in furtherance of the Corporation’s status as an organization described in Section 501(c)(3) of the IRC.

#  PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to a 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 purposes of the Corporation as set forth in these Articles of Incorporation.

No substantial 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; nor shall the Corporation engage in activities that are unlawful under applicable federal, state or local laws.

It is intended that the Corporation shall obtain and continue to have the status of a corporation that is exempt from federal income tax under Section 501(c)(3) of the IRC and which is other than a private foundation as defined in Section 509 of the IRC, and these Articles of Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on, or engage in any activities not permitted to be conducted, carried on, or engaged in by an organization exempt from federal income tax under Section 501(c)(3).

#  DIRECTORS

The Corporation shall have no capital stock nor shall there be any members of the Corporation. The Corporation shall be managed by its Board of Directors, subject to and in compliance with these Articles of Incorporation, the Bylaws of the Corporation and Chapter 181 of the Wisconsin Statutes as set forth in the Bylaws of the Corporation.

The business affairs of the Corporation shall be managed by its Board of Directors subject to and in compliance with the Articles of Incorporation, the Bylaws of the Corporation, and Chapter 181 of the Wisconsin Statutes. The number of Directors shall be fixed by the Bylaws of the Corporation, but the number of Directors shall not be fewer than five 5. Directors shall be subject to such requirements for qualification as members of the Board of Directors and shall be appointed in such manner and for such terms as set forth herein and the Bylaws of the Corporation.

Initial Appointment. The initial voting directors shall be as set out in the initial Bylaws, with terms as shown in order to accomplish staggered terms.

Subsequent Appointments. After the initial appointment, the Board of Directors shall nominate and approve directors satisfying the criteria set forth in the Bylaws.

#  AMENDMENT

The Board of Directors may from time to time, by vote of a majority of its voting members, adopt, amend or repeal any and all of the Articles of Incorporation of the Corporation.

#  DISTRIBUTION AND DISSOLUTION

The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors. If the Board of Directors has recommended and the Office of Commissioner of Insurance has approved, the Board of Directors, after paying or making provision for the payment of all legal liabilities of the Corporation, shall distribute the assets of the Corporation to Milwaukee County, Wisconsin or its designee, if then in existence, or to a successor governmental unit charged with providing managed care services to frail elders (age 60 and older) and people age 18 to 59 who have physical, intellectual and/or developmental disabilities, or if there is none, to an exempt organization under Section 501(c)(3) having a similar purpose, and in each case for an exempt purpose described in Section 501(c)(3) of the IRC. Notwithstanding the foregoing, the Corporation may, without following the foregoing procedure, but otherwise in compliance with all applicable laws and regulations, transfer all or substantially all of its assets to, or reorganize as, an exempt organization under Section 501(c)(3) of the IRC, carrying on a substantially similar business and purpose, if convenient or reasonably necessary to comply with licensure or similar legal requirements.

The Board of Directors of the Corporation may authorize the Corporation to make distributions or other payments under Section 181.1302(4) of the Wisconsin Statutes.

#  PRINCIPAL OFFICE; REGISTERED AGENT

The principal office of the Corporation is located at 901 N. 9th Street, Room 307A, Milwaukee, WI 53233, and the Registered Agent of the Corporation is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

The name and address of the incorporator is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Milwaukee, Wisconsin this day of , 2015.

Incorporator

This Instrument Drafted by:

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