

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL ASSOCIATION FOR
LANGUAGE LEARNING TECHNOLOGY, INC.**

The undersigned, acting as incorporator of a nonstock corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes (the "WNCL"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is International Association for Language Learning Technology, Inc.

ARTICLE II

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to, providing leadership in the development, integration, evaluation and management of instructional technology for the teaching and learning of language, literature and culture. The corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations, as well as distributions in accordance with subsection 181.1302(3) of the WNCL. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in

I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Members

The corporation shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

ARTICLE V

Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the WNCL, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be five (5).
The names and addresses of the initial directors are:

Read Gilgen
Director, Learning Support Services
University of Wisconsin-Madison
1220 Linden Drive
Madison, WI 53706

David Pankratz
Director, Language Learning Resource Center
Modern Languages and Literatures Dept.
Loyola University Chicago
6525 N. Sheridan Road
Chicago, IL 60626

Chris Higgins
Office of Information & Technology
4437 Computer & Space Sciences Bldg.
University of Maryland
College Park, MD 20742-2411

Lynne Crandall
Language Resource Center
University of Michigan
812 E. Washington St.
Ann Arbor, MI 48109-1275

Lauren Rosen
Collaborative Language Program Coordinator
University of Wisconsin
618 Van Hise Hall
1220 Linden Drive
Madison, WI 53706

ARTICLE VI

Director Consent Actions

Any action required or permitted to be taken at a board meeting may be taken by written action signed by two-thirds ($\frac{2}{3}$) of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the members of the corporation by vote of at least two-thirds ($\frac{2}{3}$) of the votes cast by the voting members at a meeting or in a written ballot at or in which a quorum is represented, provided that no amendment shall substantially change the original purposes of the corporation.

ARTICLE VIII

Dissolution

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for purposes substantially similar to those of the corporation to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

ARTICLE IX

Principal Office; Registered Office and Registered Agent

The mailing address of the principal office of the corporation is c/o Lauren Rosen, IALL Treasurer, University of Wisconsin, 618 Van Hise Hall, 1220 Linden Drive, Madison, Wisconsin 53706. The street address of the initial registered office of the corporation is 411 East Wisconsin Avenue, Suite 2550, Milwaukee, Wisconsin 53202-4497 and the initial registered agent at such address is Lawdock, Inc.

ARTICLE X

Incorporator

The name and address of the incorporator is David L. Kinnamon, 411 East Wisconsin Avenue,
Milwaukee, Wisconsin 53202-4497.

Executed this eighth day of December, 2000.

David L. Kinnamon

This document was drafted by:

David L. Kinnamon
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497