

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

**2004**

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

**A** For the 2004 calendar year, or tax year beginning **APR 1, 2004** and ending **MAR 31, 2005**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return  
 Amended return  
 Application pending

**C** Name of organization: **INTERNATIONAL CRANE FOUNDATION, INC.**

**D** Employer identification number: **39-1187711**

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**E** **11376 SHADY LANE ROAD**

City or town, state or country, and ZIP + 4  
**BARABOO, WI 53913**

**F** Accounting method:  Cash  Accrual  
 Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

**G** Website: ▶ **WWW.SAVINGCRANES.ORG**

**J** Organization type (check only one) ▶  501(c) ( 3 ) ◀ (insert no.)  4947(a)(1) or  527

**K** Check here ▶  If the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return

**L** Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **5,196,531.**

**H** and **I** are not applicable to section 527 organizations.  
**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** If "Yes," enter number of affiliates ▶  
**H(c)** Are all affiliates included? **N/A**  Yes  No (If "No," attach a list.)  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Group Exemption Number ▶  
**M** Check ▶  if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue					
<b>1</b>	Contributions, gifts, grants, and similar amounts received:				
<b>a</b>	Direct public support	<b>1a</b>	<b>3,929,616.</b>		
<b>b</b>	Indirect public support	<b>1b</b>			
<b>c</b>	Government contributions (grants)	<b>1c</b>	<b>175,000.</b>		
<b>d</b>	Total (add lines 1a through 1c) (cash \$ <b>3,924,488.</b> noncash \$ <b>180,128.</b> )	<b>1d</b>		<b>4,104,616.</b>	
<b>2</b>	Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>		<b>67,216.</b>	
<b>3</b>	Membership dues and assessments	<b>3</b>			
<b>4</b>	Interest on savings and temporary cash investments	<b>4</b>			
<b>5</b>	Dividends and interest from securities	<b>5</b>		<b>277,923.</b>	
<b>6 a</b>	Gross rents	<b>6a</b>			
<b>b</b>	Less: rental expenses	<b>6b</b>			
<b>c</b>	Net rental income or (loss) (subtract line 6b from line 6a)	<b>6c</b>			
<b>7</b>	Other investment income (describe ▶ )	<b>7</b>			
<b>8 a</b>	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
		<b>554,657.</b>	<b>8a</b>		
<b>b</b>	Less: cost or other basis and sales expenses	<b>443,091.</b>	<b>8b</b>		
<b>c</b>	Gain or (loss) (attach schedule)	<b>111,566.</b>	<b>8c</b>		
<b>d</b>	Net gain or (loss) (add lines 8a, columns (A) and (B))	<b>STMT 1</b>	<b>8d</b>	<b>111,566.</b>	
<b>9</b>	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>				
<b>a</b>	Gross revenue (not including reported on line 1a) of contributions	<b>9a</b>			
<b>b</b>	Less: direct expenses other than fundraising expenses	<b>9b</b>			
<b>c</b>	Net income or (loss) from special events (subtract line 9b from line 9a)	<b>9c</b>			
<b>10 a</b>	Gross sales of inventory, less returns and allowances	<b>10a</b>	<b>152,239.</b>		
<b>b</b>	Less: cost of goods sold	<b>10b</b>	<b>89,873.</b>		
<b>c</b>	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	<b>STMT 2</b>	<b>10c</b>	<b>62,366.</b>	
<b>11</b>	Other revenue (from Part VII, line 103)	<b>11</b>		<b>39,880.</b>	
<b>12</b>	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	<b>12</b>		<b>4,663,567.</b>	
<b>Expenses</b>					
<b>13</b>	Program services (from line 44, column (B))	<b>13</b>		<b>3,978,035.</b>	
<b>14</b>	Management and general (from line 44, column (C))	<b>14</b>		<b>300,950.</b>	
<b>15</b>	Fundraising (from line 44, column (D))	<b>15</b>		<b>203,933.</b>	
<b>16</b>	Payments to affiliates (attach schedule)	<b>16</b>			
<b>17</b>	Total expenses (add lines 16 and 44, column (A))	<b>17</b>		<b>4,482,918.</b>	
<b>18</b>	Excess or (deficit) for the year (subtract line 17 from line 12)	<b>18</b>		<b>180,649.</b>	
<b>Net Assets</b>					
<b>19</b>	Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>		<b>8,989,687.</b>	
<b>20</b>	Other changes in net assets or fund balances (attach explanation) <b>SEE STATEMENT 3</b>	<b>20</b>		<b>-26,825.</b>	
<b>21</b>	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	<b>21</b>		<b>9,143,511.</b>	

SCANNED NOV 27 2005

RECEIVED  
 NOV 27 2005  
 OGDEN UT

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25 Compensation of officers, directors, etc	157,000.	157,000.	0.	0.
26 Other salaries and wages	1,232,706.	995,007.	110,846.	126,853.
27 Pension plan contributions				
28 Other employee benefits				
29 Payroll taxes				
30 Professional fundraising fees				
31 Accounting fees				
32 Legal fees				
33 Supplies				
34 Telephone				
35 Postage and shipping				
36 Occupancy				
37 Equipment rental and maintenance	54,605.	47,670.	4,587.	2,348.
38 Printing and publications				
39 Travel				
40 Conferences, conventions, and meetings				
41 Interest				
42 Depreciation, depletion, etc (attach schedule)	208,798.	208,798.		
43 Other expenses not covered above (itemize)				
a ADMINISTRATION				
b EXPENSES	159,858.		159,858.	
c OTHER	2,669,951.	2,569,560.	25,659.	74,732.
d				
e				
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	4,482,918.	3,978,035.	300,950.	203,933.

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_, (ii) the amount allocated to Program services \$ \_\_\_\_\_, (iii) the amount allocated to Management and general \$ \_\_\_\_\_, and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? **STUDY AND CONSERVATION OF CRANES**

**STUDY AND CONSERVATION OF CRANES**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts, but optional for others)

a CRANE CONSERVATION	(Grants and allocations \$ _____)	563,661.
b EDUCATION	(Grants and allocations \$ _____)	580,642.
c FIELD ECOLOGY AND SITE MANAGEMENT	(Grants and allocations \$ _____)	2,515,698.
d TRAINING AND FIELD CONSERVATION	(Grants and allocations \$ _____)	318,034.
e Other program services (attach schedule)	(Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)		3,978,035.

**Part IV Balance Sheets**

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	506.	275.
	46 Savings and temporary cash investments	1,054,539.	929,832.
	47 a Accounts receivable		
	b Less allowance for doubtful accounts		
	48 a Pledges receivable	139,560.	
	b Less allowance for doubtful accounts		
	49 Grants receivable	656,040.	139,560.
	50 Receivables from officers, directors, trustees, and key employees	237,594.	97,977.
	51 a Other notes and loans receivable		
	b Less allowance for doubtful accounts		
	52 Inventories for sale or use	81,715.	60,987.
	53 Prepaid expenses and deferred charges		
	54 Investments - securities <b>STMT 4</b> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	5,740,348.	6,396,621.
	55 a Investments - land, buildings, and equipment, basis		
	b Less accumulated depreciation		
56 Investments - other			
57 a Land, buildings, and equipment: basis	5,072,681.		
b Less accumulated depreciation <b>STMT 5</b>	3,376,721.		
58 Other assets (describe <b>SEE STATEMENT 6</b> )	1,342,775.	1,695,960.	
59 Total assets (add lines 45 through 58) (must equal line 74)	82,051.	84,968.	
59 Total assets (add lines 45 through 58) (must equal line 74)	9,195,568.	9,406,180.	
Liabilities	60 Accounts payable and accrued expenses	205,881.	262,669.
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	65 Other liabilities (describe)		
66 Total liabilities (add lines 60 through 65)	205,881.	262,669.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		
	67 Unrestricted	5,337,984.	6,039,122.
	68 Temporarily restricted	1,870,563.	857,317.
	69 Permanently restricted	1,781,140.	2,247,072.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	8,989,687.	9,143,511.	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	9,195,568.	9,406,180.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.



Part VI Other Information

Form with rows 76-92 containing questions about organizational activities, financials, and compliance. Includes fields for 'Yes', 'No', and numerical answers.

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
<b>Note:</b> Enter gross amounts unless otherwise indicated.					
93 Program service revenue					
a <b>TOUR INCOME</b>					67,216.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	277,923.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	111,566.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					62,366.
103 Other revenue					
a <b>MISCELLANEOUS</b>					39,880.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		389,489.	169,462.
105 Total (add line 104, columns (B), (D), and (E))					558,951.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	PROVIDES EDUCATION TO THE PUBLIC WHO TOUR CRANE FACILITIES.
102	GIFT SHOP SALES OF ITEMS PROMOTING CRANE CONSERVATION
103A	OTHER INCOME EARNED IN ACCORDANCE WITH OUR EXEMPT PURPOSE.

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No
- "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Accompanying schedules and statements, and to the best of my knowledge and belief, it is true, information of which preparer has any knowledge

8/24/05 **George Archibald, VP-ICF.**

Date Type or print name and title

Preparer's SSN or PTIN

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information-(See separate instructions.)**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

**2004**

Name of the organization

**INTERNATIONAL CRANE FOUNDATION, INC.**

Employer identification number

**39: 1187711**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
ROBERT LANGE -----	DEV. DIR. 40+	66,300.	6,275.	
KELLEY TUCKER -----	OP. MGR. 40+	54,000.	6,186.	
-----				
-----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE -----		
-----		
-----		
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services ▶	0	

**Part III** Statements About Activities (See page 2 of the instructions.)

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ <u>2,787.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) <b>VI-B, LINE I</b> Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	X	
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property? . . . . .		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <b>SEE PART V, FORM 990</b>	X	
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees?		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . .		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

- The organization is not a private foundation because it is: (Please check only ONE applicable box.)
- 5  A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
  - 6  A school. Section 170(b)(1)(A)(ii) (Also complete Part V)
  - 7  A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii).
  - 8  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v)
  - 9  A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► \_\_\_\_\_
  - 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
  - 11a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
  - 11b  A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
  - 12  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
  - 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14  An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

**Part IV A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.  
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,290,255.	4,595,553.	3,003,891.	2,315,743.	13,205,442.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	510,642.	580,582.	126,934.	316,132.	1,534,290.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	216,254.	83,458.	132,703.	142,854.	575,269.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	4,017,151.	5,259,593.	3,263,528.	2,774,729.	15,315,001.
24 Line 23 minus line 17	3,506,509.	4,679,011.	3,136,594.	2,458,597.	13,780,711.
25 Enter 1% of line 23	40,172.	52,596.	32,635.	27,747.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	N/A
c Total support for section 509(a)(1) test. Enter line 24, column (e)	26c	N/A
d Add. Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____	26d	N/A
e Public support (line 26c minus line 26d total)	26e	N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	N/A %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year.	(2003)	96,092.	(2002)	319,332.	(2001)	349,407.	(2000)	307,939.
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year	(2003)	0.	(2002)	0.	(2001)	0.	(2000)	0.
c Add. Amounts from column (e) for lines 15 _____ 16 _____ 17 <u>1,534,290.</u> 20 _____ 21 _____	27c	14,739,732.						
d Add Line 27a total <u>1,072,770.</u> and line 27b total _____	27d	1,072,770.						
e Public support (line 27c total minus line 27d total)	27e	13,666,962.						
f Total support for section 509(a)(2) test. Enter amount on line 23, column (e)	27f	15,315,001.						
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	89.2391%						
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	3.7562%						

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

NONE

**Part V Private School Questionnaire** (See page 7 of the Instructions.)

N/A

**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
<hr/> <hr/> <hr/>			
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? ...		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
<hr/> <hr/> <hr/>			
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)		
<hr/> <hr/> <hr/>			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check  a  if the organization belongs to an affiliated group. Check  b  if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) .....	37	
38	Total lobbying expenditures (add lines 36 and 37) .....	38	
39	Other exempt purpose expenditures .....	39	
40	Total exempt purpose expenditures (add lines 38 and 39) .....	40	
41	Lobbying nontaxable amount. Enter the amount from the following table -		
	If the amount on line 40 is -		
	The lobbying nontaxable amount is -		
	Not over \$500,000 .....	20% of the amount on line 40	
	Over \$500,000 but not over \$1,000,000 .....	\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000 .....	\$175,000 plus 10% of the excess over \$1,000,000	
	Over \$1,500,000 but not over \$17,000,000 .....	\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000 .....	\$1,000,000	
42	Grassroots nontaxable amount (enter 25% of line 41) ..	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45	Lobbying nontaxable amount .....				0.
46	Lobbying ceiling amount (150% of line 45(e)) .....				0.
47	Total lobbying expenditures .....				0.
48	Grassroots nontaxable amount .....				0.
49	Grassroots ceiling amount (150% of line 48(e)) .....				0.
50	Grassroots lobbying expenditures .....				0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (include compensation in expenses reported on lines c through h)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		2,497.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	X		290.
i Total lobbying expenditures (Add lines c through h)			2,787.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities



2004 DEPRECIATION AND AMORTIZATION REPORT  
FORM 990 PAGE 2

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	PROGRAM SERVICES											
1	LAND	VARIES		.000	16	192,275.			192,275.			0.
2	BUILDINGS	VARIES		.000	16	2430962.			2430962.	1750013.		71,251.
3	LAND IMPROVEMENTS	VARIES		.000	16	282,727.			282,727.	184,712.		14,419.
4	CRANE BREEDING COMPLEX	VARIES		.000	16	818,475.			818,475.	629,533.		42,912.
5	VEHICLES	VARIES		.000	16	134,204.			134,204.	56,157.		16,560.
6	FURNITURE AND FIXTURES	VARIES		.000	16	697,501.			697,501.	516,671.		51,301.
7	AVICULTURE EQUIPMENT	VARIES		.000	16	100,714.			100,714.	28,652.		9,720.
8	GEF PROJECT EQUIPMENT	VARIES		.000	16	13,990.			13,990.	2,185.		2,635.
9	ISO-CHICK REARING FACILITY	VARIES		.000	16	401,833.			401,833.			0.
	* 990 PAGE 2 TOTAL					5072681.		0.	5072681.	3167923.	0.	208,798.
	PROGRAM SERVICES							0.				
	* GRAND TOTAL 990 PAGE 2					5072681.		0.	5072681.	3167923.	0.	208,798.

---



---

FORM 990                      GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES                      STATEMENT    1

---

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
PUBLICLY TRADED SECURITIES	554,657.	417,443.	25,648.	111,566.
TO FORM 990, PART I, LINE 8	<u>554,657.</u>	<u>417,443.</u>	<u>25,648.</u>	<u>111,566.</u>

FORM 990

INCOME AND COST OF GOODS SOLD  
INCLUDED ON PART I, LINE 10

STATEMENT 2

## INCOME

1. GROSS RECEIPTS . . . . .	152,239	
2. RETURNS AND ALLOWANCES . . . . .		
3. LINE 1 LESS LINE 2 . . . . .		152,239
4. COST OF GOODS SOLD (LINE 13) . . . . .	89,873	
5. GROSS PROFIT (LINE 3 LESS LINE 4) . . . . .		62,366

## COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR . . . . .	81,715	
7. MERCHANDISE PURCHASED . . . . .	69,145	
8. COST OF LABOR . . . . .		
9. MATERIALS AND SUPPLIES . . . . .		
10. OTHER COSTS . . . . .		
11. ADD LINES 6 THROUGH 10 . . . . .		150,860
12. INVENTORY AT END OF YEAR . . . . .	60,987	
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12). . . . .		89,873

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	3
----------	--	-----------	---

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	-26,825.
TOTAL TO FORM 990, PART I, LINE 20	-26,825.

FORM 990	NON-GOVERNMENT SECURITIES	STATEMENT	4
----------	---------------------------	-----------	---

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
CORPORATE STOCKS	FMV	2,896,871.			2,896,871.
CORPORATE BONDS	FMV		1,983,882.		1,983,882.
MUTUAL FUNDS	FMV	1,515,868.			1,515,868.
TO FORM 990, LINE 54, COL B		4,412,739.	1,983,882.		6,396,621.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	5
----------	--	-----------	---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	192,275.	0.	192,275.
BUILDINGS	2,430,962.	1,821,264.	609,698.
LAND IMPROVEMENTS	282,727.	199,131.	83,596.
CRANE BREEDING COMPLEX	818,475.	672,445.	146,030.
VEHICLES	134,204.	72,717.	61,487.
FURNITURE AND FIXTURES	697,501.	567,972.	129,529.
AVICULTURE EQUIPMENT	100,714.	38,372.	62,342.
GEF PROJECT EQUIPMENT	13,990.	4,820.	9,170.
ISO-CHICK REARING FACILITY	401,833.	0.	401,833.
TOTAL TO FORM 990, PART IV, LN 57	5,072,681.	3,376,721.	1,695,960.

FORM 990	OTHER ASSETS	STATEMENT	6
DESCRIPTION		AMOUNT	
CSV OF LIFE INSURANCE BENEFICIAL INTEREST IN CHARITABLE REMAINDER TRUST			79,443.
			5,525.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B			84,968.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	7
DESCRIPTION		AMOUNT	
COST OF SALES			89,873.
TOTAL TO FORM 990, PART IV-A			89,873.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	8
DESCRIPTION		AMOUNT	
COST OF SALES			89,873.
TOTAL TO FORM 990, PART IV-B			89,873.

FORM 990

PART V - LIST OF OFFICERS, DIRECTORS,  
TRUSTEES AND KEY EMPLOYEES

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES HARRIS BARABOO, WI	PRESIDENT 40+	75,000.	10,971.	0.
GEORGE ARCHIBALD BARABOO, WI	VICE CHAIRMAN 40+	82,000.	10,488.	0.
SARA BOLZ MADISON, WI	DIRECTOR 2	0.	0.	0.
JOSEPH BRANCH MILWAUKEE, WI	CHAIRMAN 2	0.	0.	0.
ROBERT BRUMDER MILWAUKEE, WI	DIRECTOR 2	0.	0.	0.
KENT CHANDLER CHICAGO, IL	DIRECTOR 2	0.	0.	0.
WILLIAM CONWAY NEW ROCHELLE, NY	DIRECTOR 2	0.	0.	0.
DICK DANA NORTH FREEDOM, WI	DIRECTOR 2	0.	0.	0.
JOHN DAY NEW YORK, NY	DIRECTOR 2	0.	0.	0.
BOB DOHMEN MENOMONEE FALLS, WI	DIRECTOR 2	0.	0.	0.
THOMAS DONNELLEY CHICAGO, IL	DIRECTOR 2	0.	0.	0.

SAM EVANS	DIRECTOR			
TUCSON, AZ	2	0.	0.	0.
SUSAN FEITH	DIRECTOR			
WISCONSIN RAPIDS, WI	2	0.	0.	0.
STEPHEN M. FISHER	DIRECTOR			
MILWAUKEE, WI	2	0.	0.	0.
RICHARD FOX	TREASURER			
WINNETKA, IL	2	0.	0.	0.
NINA GRISWOLD	DIRECTOR			
HOUBE SOUND, FL	2	0.	0.	0.
JUDY DERSE LANGENBACH	DIRECTOR			
OCONOMOWOC, WI	2	0.	0.	0.
LEE MANIGAULT	DIRECTOR			
CHARLESTON, SC	2	0.	0.	0.
LALISE MASON	DIRECTOR			
HOUSTON, TX	2	0.	0.	0.
NANCY A. O'DONNELL	DIRECTOR			
SAUKVILLE, WI	2	0.	0.	0.
FRED OTT	DIRECTOR			
WAUWATOSA, WI	2	0.	0.	0.
HARRY PETERSON	DIRECTOR			
MIDDLETON, WI	2	0.	0.	0.
NANCY RANNEY	DIRECTOR			
FAIR OAKS, CA	2	0.	0.	0.
DIANE RIKKERS	DIRECTOR			
MADISON, WI	2	0.	0.	0.

KATHLEEN D. RYAN	DIRECTOR			
MILWAUKEE, WI	2	0.	0.	0.
ELLIE SCHILLER	DIRECTOR			
YANKEETOWN, FL	2	0.	0.	0.
RICHARD STEEVES	DIRECTOR			
MADISON, WI	2	0.	0.	0.
SANDI WHITMORE	DIRECTOR			
LIBERTYVILLE, IL	2	0.	0.	0.
MARY WICKHEM	DIRECTOR			
JANESVILLE, WI	2	0.	0.	0.
GINNY WOLFE	SECRETARY			
MADISON, WI	2	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		<u>157,000.</u>	<u>21,459.</u>	<u>0.</u>

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension. Instead you must submit the fully completed signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile.

Form header section with fields: Type or print, Name of Exempt Organization (INTERNATIONAL CRANE FOUNDATION, INC.), Employer identification number (39-1187711), Number, street, and room or suite no. (E 11376 SHADY LANE ROAD), City, town or post office, state, and ZIP code (BARABOO, WI 53913)

Check type of return to be filed (file a separate application for each return):

- Form 990 [X], Form 990-BL [ ], Form 990-EZ [ ], Form 990-PF [ ]
Form 990-T (corporation) [ ], Form 990-T (sec. 401(a) or 408(a) trust) [ ], Form 990-T (trust other than above) [ ], Form 1041-A [ ]
Form 4720 [ ], Form 5227 [ ], Form 6069 [ ], Form 8870 [ ]

- The books are in the care of JAMES HARRIS, Telephone No. (608) 356-9462, FAX No.
If the organization does not have an office or place of business in the United States, check this box [ ]
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) [ ] If this is for the whole group, check this box [ ] . If it is for part of the group, check this box [ ] and attach a list with the names and EINs of all members the extension will cover.

Main body of form with questions 1, 2, 3a, b, c regarding extension details, reasons, and tax amounts.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)**

**Form 990-T corporations** requesting an automatic 6-month extension—check this box and complete Part I only   
*All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.*

**Electronic Filing (e-file).** Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile).

<b>Type or print</b>	Name of Exempt Organization <b>INTERNATIONAL CRANE FOUNDATION, INC.</b>	Employer identification number <b>39 1187711</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O box, see instructions <b>E 11376 SHADY LANE ROAD, P.O. BOX 447</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BARABOO, WI 53913</b>	

**Check type of return to be filed** (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **CATHERINE SPERL** .....

Telephone No. ▶ ( **608** ) **963-4191** ..... FAX No. ▶ ( **608** ) **253-5950** .....

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the **whole group**, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **NOVEMBER 15** , 20 **05**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 20 ... or  
 ▶  tax year beginning **APRIL 1** , 20 **04**, and ending **MARCH 31** , 20 **05**.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ \_\_\_\_\_

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ \_\_\_\_\_

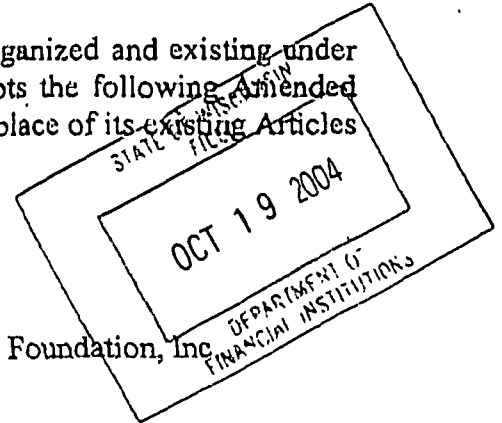
c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ \_\_\_\_\_

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

RECEIVED

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OCT 14 2004 OF  
INTERNATIONAL CRANE FOUNDATION, INC.  
WISCONSIN  
DEI

The International Crane Foundation, Inc., a non-stock corporation organized and existing under the laws of the State of Wisconsin (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation and any and all amendments thereto.



ARTICLE I  
Name

The name of the Corporation is the International Crane Foundation, Inc.

ARTICLE II  
Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Without limiting the foregoing, the Corporation is organized for the following purposes (but only to the extent and in such a manner that such purposes constitute charitable, education, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code):

- (a) To promote education and scientific research in the field of ornithology;
- (b) To support and promote the study of ornithology, conservation and survival of endangered bird species and to work with other interested individuals and organizations dedicated to these causes;
- (c) To assist in the purchase and preservation of property dedicated to the causes of conservation, ornithology and survival of endangered bird species; and
- (d) To encourage measures for the prevention and suppression of pollution and spoilage of natural resources.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any 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 or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

## ARTICLE III

### Powers

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; alternatively, however, the Corporation may conduct activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 181.77 of the Wisconsin Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE IV**  
**Members**

The Corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

**ARTICLE V**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be twenty-nine (29); thereafter, 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).

**ARTICLE VI**  
**Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. 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.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to one or more governmental units referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

**ARTICLE VII**  
**Amendment**

These Articles may be amended by a two-thirds (2/3) vote of Directors present at a meeting duly called and at which a quorum is present.

10.013 P.373

**ARTICLE VIII**  
**Miscellaneous**

Section 1. The name and address of the registered agent of the Corporation is James Harris, E-11376 Shady Lane Road, P.O. Box 447 Baraboo, Wisconsin 53913.

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is E-11376 Shady Lane Road, P.O. Box 447, Baraboo, Wisconsin 53913-0447.

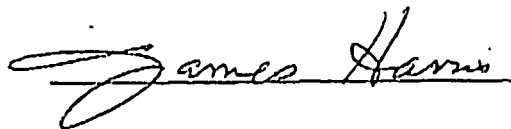
**ARTICLE IX**  
**Permitted Distributions**

The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

**ARTICLE X**  
**Approval**

These Amended and Restated Articles of Incorporation contain amendments which require the approval of the members of the Corporation. These Amended and Restated Articles of Incorporation were adopted by the members on September 11, 2004, in accordance with Section 181.1003 of the Wisconsin Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand this 6<sup>th</sup> day of October, 2004.

 President

This document was drafted by and should be returned to Joseph C. Branch, Foley & Lardner LLP, 777 E. Wisconsin Ave., Milwaukee, WI 53202. Telephone number 414.297.5837.