

FILE NOW: FILING FEE IS \$61.25

FILED
Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90158 026 ****70.00

NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P38996

1. Corporation Name
CREDIT UNION FOUNDATION, INC.

Principal Place of Business
 5710 MINERAL POINT ROAD
 MADISON WI 53705

Mailing Address
 P.O. BOX 431
 MADISON WI 53701
 US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		05/28/1992	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		39-1383650	
City & State		City & State		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Zip	29	Zip		
25	Country	30	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
HOOD, GUY 3773 COMMONWEALTH BLVD. TALLAHASSEE FL 32303				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	TD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHUCK PURVIS	1.2 NAME	
STREET ADDRESS	7300 COLLEGE BLVD	1.3 STREET ADDRESS	
CITY-ST-ZIP	OVERLAND PARK FL 66210	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FIORÉ, JOHN	2.2 NAME	
STREET ADDRESS	1205 E. ALGONQUIN RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL 60196	2.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MICA, DANIEL	3.2 NAME	
STREET ADDRESS	5710 MINERAL POINT RD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MADISON WI 53705	3.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	SD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WOODS, ELOISE	4.2 NAME	Ray Burnett
STREET ADDRESS	1155 PEACHTREE STE 400	4.3 STREET ADDRESS	200 G. 6th St.
CITY-ST-ZIP	ATLANTA GA 30348	4.4 CITY-ST-ZIP	Brainerd, MN 56401
TITLE	BC <input checked="" type="checkbox"/> DELETE	5.1 TITLE	DC <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PEPPERS, ALAN	5.2 NAME	Carl Stewart
STREET ADDRESS	3700 E. ALAMEDA AVE.	5.3 STREET ADDRESS	1053 Sunset Blvd
CITY-ST-ZIP	DENVER CO 80209	5.4 CITY-ST-ZIP	Los Angeles CA 90012
TITLE	AAAS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWNELL, PATRICIA	6.2 NAME	
STREET ADDRESS	5710 MINERAL POINT RD.	6.3 STREET ADDRESS	
CITY-ST-ZIP	MADISON WI 53705	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED Patricia A. Brownell 4-9-99 (608) 231-5743

CR2E037-(1/98)

P38996
389801-90158-26

**NATIONAL CREDIT UNION FOUNDATION
OFFICERS & BOARD OF DIRECTORS - 1999/2000**

<p>Chairman Carl E. Stewart, President/CEO Water & Power Federal Credit Union 1053 Sunset Boulevard Los Angeles, CA 90012 Phone: 213/580-1621 Fax #: 213/250-7684</p>	<p>Ron Hance, President/CEO Heritage Family Credit Union Thirty Allen Street Rutland, VT 05701 Phone: 802/775-4930 Fax #: 802/775-7864</p>
<p>Vice Chairman John C. Fiore, President/CEO Motorola Employees Credit Union 1205 E. Algonquin Road Schaumburg, IL 60196 Phone: 847/576-5190 Fax #: 847/538-4770</p>	<p>Diana Roberts, President/CEO Hershey Federal Credit Union 904 East Chocolate Avenue Hershey, PA 17033 Phone: 717-533-9174 ext. 16 Fax #: 717-533-5241</p>
<p>Treasurer Chuck M. Purvis, Sr. Vice President U.S. Central Credit Union 7300 College Blvd., Suite 600 Overland Park, KS 66210 Phone: 913/661-3804 Fax #: 913/661-3802</p>	<p>Immediate Past Chairman C. Alan Peppers, President/CEO Denver Public Schools Credit Union 3700 East Alameda Avenue Denver, CO 80209 Phone: 303/321-2503 Fax #: 303/329-4573</p>
<p>Secretary Ray Burnett, President/CEO Mid Minnesota Federal Credit Union 200 South 6th Street (P.O. Box 309) Brainerd, MN 56401 Phone: 218/829-0371 Fax #: 218/829-4947</p>	<p>President Daniel A. Mica, President/CEO CUNA & Affiliates P.O. Box 431 Madison, WI 53701 Phone: 202-682-4200 Fax #: 202-789-2831</p>
<p>Directors Rose Bartolomucci, President/CEO Kent Credit Union 6020 Rhodes Road Kent, OH 44240 Phone: 330-678-2274 Fax #: 330-678-6252</p>	<p>Assistant Secretary/Authorized Agent Patricia Brownell National Credit Union Foundation P.O. Box 431 Madison, WI 53701 Phone: 608/231-5743 Fax #: 608/231-4858</p>
<p>Mary Cunningham, President/CEO CUNA Credit Union 401 S. Yellowstone Drive Madison, WI 53719 Phone: 608-276-1640 Fax #: 608-276-1650</p>	<p>Assistant Treasurer/Chief Fiscal Officer Mary Wolfenberger CUNA & Affiliates P.O. Box 431 Madison, WI 53701 Phone: 608/231-4030 Fax #: 608/231-5791</p>
<p>John Deese, President/CEO The CU of Palm Beach County 3469 Summit Blvd., West Palm Beach, FL 33406 Phone: 561/686-4006 X 152 Fax #: 561/687-9943</p>	<p>Assistant Secretary Marianne McCrary National Credit Union Foundation P.O. Box 431 Madison, WI 53701 Phone: 608/231-5767 Fax #: 608/231-4858</p>

00 0011147
D38996
389801-90158-26
001225

ARTICLES OF AMENDMENT
(Nonstock Corporation)

The present corporate name (prior to any change effected by this amendment) is: Credit Union
Foundation, Inc.

and the corporation's principal office is in City of Madison, Dane County, Wisconsin.

STATE THE ARTICLE NUMBER TO BE AMENDED AND THE AMENDMENT LANGUAGE BELOW:

Resolved: That Article I of the Articles of Incorporation be amended to read:

ARTICLE I: The name of the corporation is National Credit Union
Foundation, Inc.

JK DD

MAR 13 12:00PM

#. #
170253 DCORP 25 25.00

INDICATE THE METHOD OF ADOPTION BY CHECKING THE APPROPRIATE BOX BELOW:

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
OR

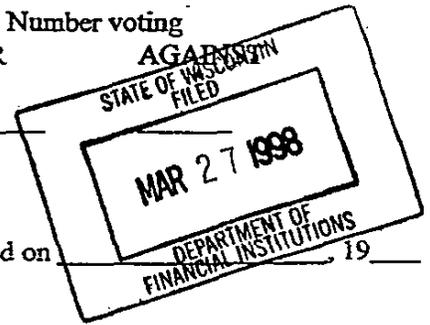
The foregoing amendment of the articles of incorporation was adopted by the members having voting rights on _____, 19____ by the following vote:

Number of members
having voting rights

Number present in
person or by proxy

Number voting
FOR

98 MAR 13 10:00



The foregoing amendment of the articles of incorporation was adopted on _____ by written consent signed by all the members having voting rights.

OR

The corporation has NO MEMBERS HAVING VOTING RIGHTS, and that the foregoing amendment of the articles of incorporation was adopted at a meeting of the board of directors on February 23, 1998 by a majority affirmative vote (or greater, as may be required by the articles of incorporation) of the directors in office.

Executed in duplicate and seal (if any) affixed this 27th day of February, 1998.

By: Marianne McCray
as Secretary or Asst. Secretary

AFFIX SEAL
or state "NO SEAL"

By: [Signature]
as Executive Director

This document was drafted by Charles Bils (Name the individual.)

If a problem exists, your daytime telephone number is: (608) 231-4020

13