

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



RESTATED ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

The following restated articles of incorporation of
Lake Wissota Improvement and Protection Association, Incorporated

(Corporate name prior to any change effected by this restatement)

duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supercede and take the place of the existing articles of incorporation and any amendments thereto:

Lake Wissota Improvement and Protection

Article 1. Name of the corporation: Association, Incorporated

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

William R. Sather

Article 3. Name of the registered agent: _____

Article 4. Street address of the registered office: *(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)*

7764 178th Street

Chippewa Falls, WI 54729

P.O. Box 903

Article 5. Mailing address of the principal office: _____

Chippewa Falls, WI 54729

Article 6. (Select and mark (X) one of the statements below)

The corporation will have members. OR The corporation will not have members.

See attached Amendments.

CERTIFICATE

This is to certify that the foregoing restated articles of incorporation

A. Does not contain any amendment requiring approval by the members or any other person, other than the board, and that the board adopted the restatement on _____ in accordance with sec. 181.1002, Wis. Stats. (Date)

OR

B. Contains one or more amendments to the articles of incorporation requiring approval by members or another person.

(NOTE: Select and mark (X) for A. or B. above. If you have marked B., complete the following section.

COMPLETE THIS SECTION only if you have marked "B" above.

Amendment(s) adopted on _____ (Date)

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

C. Executed on _____ (Date) _____ (Signature)

Title: President Secretary
or other officer title _____ (Printed name)

This document was drafted by _____ (Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 181.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

RESTATED ARTICLES OF INCORPORATION
- Nonstock Corporation

┌ Steven R. Cray
Wiley Law, S.C.
PO Box 370
Chippewa Falls, WI 54729

└

▲ Your return address and phone number during the day: (715) 723 - 8591

INSTRUCTIONS (Continued)

Enter the present name of the corporation (before any change effected by the restatement) and continue with the text of the restated articles. The text must contain the information specified for Articles 1 through 6, and may contain additional information in further articles that you create in the document.

A or B. Complete the certificate, selecting and marking (X) item A or B to indicate whether the restatement includes amendments requiring approval by the members or another person, or requires approval only by the board. If item B is used, further mark (X) the appropriate statement in item B to indicate the method of adoption.

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the board of directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members voting by Class – Refer to sec. 181.1004 for specific information on class voting by members.

By Other Person – Amendment of the articles of incorporation may require approval of a person other than the board or members, if so provided in the articles of incorporation under sec. 181.1030.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

Article 7. The purpose for which the Corporation is organized is to improve and protect Lake Wissota which is located in Chippewa County, Wisconsin. The Corporation may engage in any other lawful activity within the purposes for which corporations shall be organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes; provided, however, that such activity is not inconsistent with the foregoing or with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

Article 8. This Corporation is organized exclusively for charitable and education purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set for in Article 7 hereof. No substantial part of the activities of the Corporation shall be the carrying 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, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 9. Upon the 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 manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of by the Board of Directors shall be disposed of in like manner by the Circuit Court of the County in which the principal office of the Corporation is then located.

Article 10. These Articles may be amended in the manner authorized by law at the time of amendment.

Article 11. The number of Directors shall be fixed by the By-Laws but shall not be less than three (3), and the manner in which such Directors shall be elected or appointed shall be provided in the By-Laws.