

FEB:0

ARTICLES OF INCORPORATION 1757PEI)
2525.00 OF
WISCONSIN REGIONAL Writers ASSOCIATION, **INC.**

The **undersigned**, a natural person of the age of eighteen (18) years or more acting as incorporator of a corporation under Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such corporation (hereafter, the "Corporation"). FEB

10 12:00PM
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ARTICLE I 175771 71 DCORP 33535.00

The name of the Corporation is Wisconsin Regional Writers' Association, Inc,

ARTICLE n

PERIOD EXISTENCE

The period of existence of Corporation is perpetual.

PURPOSES

ARTICLE In

The Corporation is organized exclusively for **charitable,** educational, and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as (the "Code"), or any successor statute, more specifically to:

- (a) Encourage literary expression, appreciation of the arts and cultural aspects of regional Wisconsin life;
- (b) Draw writers together to share varied interests, provide information and encourage expression through the written word;
- (c) Preserve local folklore and history; and
- (d) Stimulate the support of writers by the general public.

ARTICLE IV

POWERS

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now

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FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above stated purposes.

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ARTICLE V

MEMBERS

The Corporation shall be a membership organization. The criteria for membership, and the rights and obligations of members, shall be as set forth in the Bylaws.

ARTICLE VI

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 twelve (12); thereafter, the number and of election or **appointment** of Directors their terms of office shall be as provided in Bylaws: provided, however, that the number of directors shall not be less than three (3). The names addresses of the initial Directors of the Corporation are as follows:

Elayne Clipper Hanson
912 Cass Street
WI 53901

Kathryn Voigt
1158 Loretta Avenue Menasha,
WI 54952

Patricia D. Boverhuis 510 W.
Sunset Avenue
Appleton, WI 54911

Don Ollie
4105 West Portage
Street
Milwaukee, WI 53209

Beny Becker
1811 N. 23rd **Street**
Sheboygan, WI 53081

Curt Casetta
1805 Stonebridge Road West
Bend, WI 53095 Eileen **Ehnert**
17 Bast Water Street

Kiel, WI 53042

Charlotte Fox
234 S. 10th Street
LaCrosse, WI 54601

InraitE
Hawanson
3836 Dunn
Road
Oregon, WI 53575

Barbara Houghton
2447 Highway AB
McFarland, WI 53558

Lola Huber
57829 Huber Road
North Freedom, WI 53951

Donna Potrykus
3019 Adams Street
Two Rivers, WI 54241-1735

ARTICLE VII
REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is MIBEF Corporate Services, Inc., One South Pinckney Street, P.O. Box 1806, Madison, Wisconsin 53701-1806.

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of the Corporation is located in Columbia County. The mailing address is 912 Cass Street, Portage, Wisconsin 53901-1622.

ARTICLE IX
RESTRICTIONS

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

(a) The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a Corporation described in § 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under § 501(c)(3) of the Code.

(b) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Wisconsin, or any other jurisdiction where any of its activities are carried on.

(c) No part of the assets or net earnings Corporation shall be used, nor shall the Corporation be organized or operated, for purposes that are not exclusively charitable, scientific, or educational within the meaning of § 501(c)(3) of the Code.

(d) The Corporation shall not be for the primary purpose of carrying on a trade or business for profit.

(e) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under §

501(c)(3) of the Code by reason of attempting to influence legislation, nor shall the Corporation, directly or indirectly, participate or in **(including,** without

limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(D) No solicitation of contributions to the Corporation shall be made, no gift, bequest or devise to the Corporation shall be accepted, upon any or limitation that would pose a substantial risk of causing the Corporation to lose its tax exemption under § 501(c)(3) of the Code.

(g) Pursuant to the prohibition contained in § 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any 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 set forth in Article In hereof.

(b) Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private **foundation** within the meaning of § 509 of the Code, then during such time or times:

- (1) The Corporation shall not be controlled, directly or indirectly, by or more disqualified persons (as defined in § 4946 of the Code) other than foundation managers;
- (2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under § 4942 of the Code;
- (3) The Corporation shall not engage in any act of self-dealing as defined in § 4941(d) of the code;
- (4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under § 4944 of the Code; and
- (5) The Corporation shall not make any taxable expenditures as in § 4945(d) of the Code.

ARTICLE X
NON-DISCRIMINATION

The Corporation shall not discriminate in its hiring practices, in the compensation of its employees, in carrying out its charitable, educational and scientific purposes, or in any other manner on the basis of age, race, creed, color, handicap, marital status, national origin, **ancestry**, arrest record or conviction record, as those terms are defined in Chapter 111 of the Wisconsin Statutes.

ARTICLE XI
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 divider's 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, **satis** discharged, or adequate provision shall be made therefor; and

(2) Remaining assets shall be distributed to or more organizations recognized as exempt from federal taxation § 501(c)(3) of Code and as permitted by the Wisconsin Statutes, as determined in the plan to dissolve adopted in the manner set forth above in this Article XI.

ARTICLE XII
INCORPORATOR

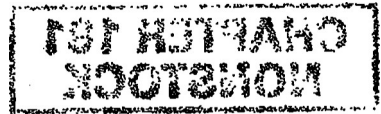
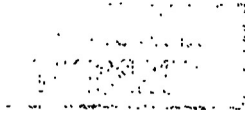
The name and address of the incorporator is Matthew L. Storms, One South Pinckney **Street** suite 7m, P.o. Box 1806, Madison, WI 53701-1806.

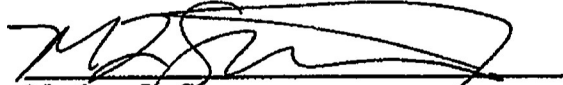
ARTICLE XIII
AMENDMENT OF ARTICLES

These Articles may be amended in the manner authorized in the Bylaws of the Corporation.

Executed in triplicate this

day of February, 1998.

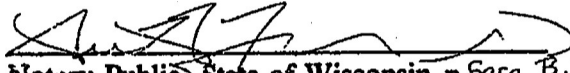



Matthew L. Storms

This Document Drafted By:

Matthew L. Storms, Esq. Michael Best & Friedrich LLP (JIE South Pinckney St. P.O.
Box 1806 Madison, 53701-1806
(608) 257-3501

Subscribed and sworn to before me
this day of February, 1998.


Notary Public, State of Wisconsin - Sara B. Jensen
My Commission: is permanent

THIS DOCUMENT SHOULD BE RECORDED IN COLUMBIA COUNTY,
WISCONSIN.

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**CHAPTER 181
NONSTOCK**

**ARTICLES OF
INCORPORATION**

\$35.00 AP
\$25.00 Expedite
\$22.00 Reg of Deeds
Columbia County

STATE OF WISCONSIN
FILED
FEB 10 1998
DEPARTMENT OF
FINANCIAL INSTITUTIONS

Matthew Stormus
P O Box 1806
Madison WI 53701

DFI/CCS/Corp
Fm 3 (7/96)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

February 10, 1998CORP W038313

CERTIFICATE OF INCORPORATION
of

WISCONSIN REGIONAL WRITERS' ASSOCIATION, INC.

The STATE OF WISCONSIN hereby grants to said organization the powers and privileges conferred upon it by Chapter 181 of the Wisconsin Statutes, for the pursuit of any purpose lawful under said Chapter, except as may be further limited in its articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on the date above written.



Richard L. Dean, Secretary

Department of Financial Institutions

Richard L. Dean, Secretary

Attest: Corporations under 181 of the Wisconsin Statutes are required to file an annual report with the Department of Financial

Form to Use **DFI/CCS/Corp** Form Blank report are to the corporation. c/o its **registered** agent at the agent's address on record with the department, and are distributed during the **calendar** quarter in which the report is due.

When to File The report is fixed by the calendar quarter within which the **organization** was incorporated. If, for example, the incorporation date is 26, the due date for the report is the last day of that quarter, **June 30**.

Where to File By to **WISCONSIN CORPORATION ANNUAL** REPORT, at address indicated on the report form, or at the department's office at 30 W. Mifflin St, **Madison**

AGENT and **AGENT**'s corporation is required to continuously maintain a registered agent who resides in Wisconsin. The initial agent's address were set forth in the articles of **incorporation**, but may be changed by filing a writ with the department. Request DFI/CS/Corp Form 113 from DPI, P O Box 7846, Madison WI, 53707, or check the change in the space provided on the annual report form.

The above requirements are statutory, and it is **important that** the agent and agent's address be kept current, as annual report forms, notices and other official communications are **directed** to the corporation through its registered agent on record with the Department.

FOR SOLELY THE PURPOSES OF THIS CERTIFICATE IS HEREBY GIVEN, PURSUANT TO S. 181.3 (2), WIS. STATS., THAT A CORPORATION ENGAGED AS A CHARITABLE ORGANIZATION AND SOLICITING IS SUBJECT TO REQUIREMENTS

with the Wisconsin Department of Regulation & Licensing, pursuant to 440 of Wisconsin. Please call or write for further information and filing requirements to: WISCONSIN OFFICE OF REGULATORY ORGANIZATIONS, P O 3935, Madison WI, 53708. (608) 785-7132

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