

ARTICLES OF INCORPORATION
OF
EDGAR FINE ARTS ASSOCIATION, INC.

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, without stock and not for profit.

Article 1. Name. The name of the Corporation is Edgar Fine Arts Association, Inc.

Article 2. Period of Existence. The period of existence of the Corporation shall be perpetual.

Article 3. Purpose of Corporation. The purpose shall be, to advance the importance, development, and growth of the arts and cultural activities for community members of all ages, and to engage in any other lawful activity within the purposes for which corporations shall be organized under the Wisconsin Non-stock Corporation Law, Chapter 181 of the Wisconsin Statutes; provided, however, that such is not inconsistent with the foregoing or with the requirement of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue code).

Article 4. Status and Activities. This corporation is organized exclusively for the purposes set forth above and other similar purposes as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. Upon dissolution of the corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c) of the Internal revenue code of 1954, as amended, or successor provisions. No substantial part of the

activities of the corporation shall be carrying on 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 or in opposition to any candidate for public office.

Article 5. Membership. The Corporation shall have no members.

Article 6. Management. The affairs of the Corporation shall be managed by a Board of Directors which shall consist of such number of Directors as shall be fixed by the Bylaws as from time to time amended, but not less than three (3). The Board of Directors shall carry out the purpose of the Corporation in compliance with its Articles of Incorporation and Bylaws. The manner of selection and the terms of office of Directors shall be provided by the Bylaws as from time to time amended.

Article 7. Dissolution. Upon 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, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court of Marathon County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 8. Principal Office. The principal office is located in Marathon County, Wisconsin. The address of the principal office is 112 N. Second Avenue, Edgar, WI 54426.

Article 9. Registered Agent. The name of the Corporation's registered agent is Sue Haupt. The address of the Corporation's initial registered agent is 112 N. Second Avenue, Edgar, WI 54426.

Article 10. The names and addresses of the initial Directors are:

<u>Name</u>	<u>Title</u>	<u>Term Expiration</u>
Mark Lacke	President	2014
Sue Haupt	Vice President	2015
Judy Trawicki	Secretary	2014
Mary Jo Werner	Treasurer	2015
Lynn Hilts	Member	2014
Steve Schumaker	Member	2015
Kristine Hafferman	Member	2014
Deb Gauerke	Member	2014
Jordan Sinz	School Representative	2015

Executed this ____ day of _____ 2013.

Sue Haupt, Incorporator

Drafted By:

Sue Haupt
Edgar Fine Arts Association, Inc.
112 N. Second Avenue
Edgar, WI 54426

Return To:

Sue Haupt
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112 N. Second Avenue
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