

WISCONSIN - UPPER MICHIGAN BRIDGE ASSOCIATION INC.

07 MAY 16 PM 4:07

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Chapter 181 of the Wisconsin Statutes:

Article 1.

The name of the corporation is Wisconsin - Upper Michigan Bridge Association Inc.

Article 2.

The corporation is organized under Chapter 181 of the Wisconsin Statutes.

Article 3.

The period of existence shall be perpetual.

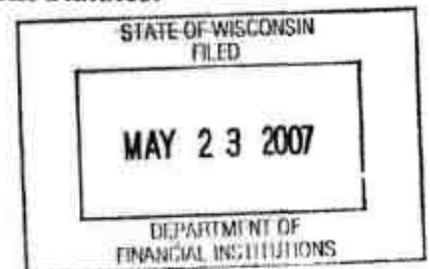
Article 4.

The corporation is organized exclusively for the promotion of social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles of Incorporation, 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(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Article 5.

The corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes (or the corresponding provisions of any future Wisconsin law pertaining to nonstock, nonprofit corporations), 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 distribution of statements), any political campaign on behalf of any candidate for political office.
2. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
3. No part of the corporation's net earnings shall inure to the benefit of any private individual within the meaning of section 501(c)(3) of the Internal Revenue Code. However, 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 of the corporation.
4. The corporation shall not discriminate against any person on the basis of race, color, or religion.
5. The corporation shall operate for the benefit of the bridge-playing public as a whole and not solely for the benefit, pleasure or recreation of its members.

*Article 6.*

The principal office is located in Fitchburg, Wisconsin. The address of the principal office is: 10 Windswept Way, Fitchburg, Wisconsin 53719.

*Article 7.*

The name of the registered agent is Don Schuette.

*Article 8.*

The address of the initial registered agent is 10 Windswept Way, Fitchburg, Wisconsin 53719.

*Article 9.*

These articles may be amended in the manner authorized by law at the time of amendment.

*Article 10.*

The number of directors shall be 20 directors, 17 of whom have voting rights. The initial board of directors shall be named by the incorporator, either at an organizational meeting or by written consent as provided by written consent, as provided under Wis. Stat. § 181.0205. Provisions for the selection of directors and officers shall be set forth in the bylaws.

*Article 11.*

Each voting member of the Board of Directors shall be entitled to exactly one (1) vote, subject to the terms and conditions set forth in the corporation's bylaws.

*Article 12.*

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the corporation's liabilities, dispose of all the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for non-profitable purposes as shall at the time qualify as an exempt organization, or organizations under either section 501(c)(3) or section 501(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or to the federal government or to a state or local government for a public purpose.

*Article 13.*

The corporation will have members.

Executed this 16<sup>th</sup> day of May, 2007.

By: Don Schuette  
Don Schuette - Incorporator, 10 Windswept Way, Fitchburg, WI 53719

This document was drafted by Attorney Amie B. Trupke

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