

RESTATED ARTICLES OF INCORPORATION
(Groups Affiliating with the Wisconsin Historical Society)

The following restated articles of incorporation of Beloit Historical Society, 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.

Article 1. Name of the corporation: Beloit Historical Society

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

Article 3. Name of the registered agent: William A. Bolgrien

Article 4. Street address of the initial registered office:
Bolgrien, Koepke & Kimes, S.C.
542 East Grand Ave
Beloit, WI 53511

Article 5. Mailing address of the initial principal office:
845 Hackett Street,
Beloit WI 53511

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

(X) The corporation will have members. **OR** () The corporation will not have members.

Article 7. Purposes and Provisions.

- a. The purposes shall be exclusively educational and specifically to collect and preserve the archaeology, buildings, records and objects relating to the history of the City of Beloit and its surrounding area

The corporation may educate, operate museums, research centers or historical sites on its own or in cooperation with an organization, agency or municipality. It shall promote history and historic preservation as prescribed in its bylaws and through membership in the Wisconsin Council for Local History and affiliation with the State Historical Society of Wisconsin.

- b. The corporation shall submit an annual report of its activities to the State Historical Society of Wisconsin as required by law. This provision shall involve no legal liability on the part of the State Historical Society.

- c. The Corporation shall adopt by-laws prescribed by the State Historical Society of Wisconsin except that such by-laws may be adapted to unique or specialized characteristics of the corporation upon approval by the Society.
- d. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- e. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- f. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and of 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.
- g. Disbursements by the corporation shall be made in such manner that at the end of each fiscal year of the corporation at least fifty-one per cent (51%) of all funds expended by the corporation since the date of its incorporation shall have been used in the State of Wisconsin for educational purposes.
- h. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- i. The corporation, through stipulations in its by-laws, shall protect its property, collections, and assets by providing for distribution of such property, collections, and assets in the event of voluntary dissolution so as first to satisfy any liabilities and obligations with remaining assets to be distributed for exclusively educational purposes to one or more historical societies, libraries, museums, or educational institutions state, county, town, or municipally operated or incorporated exclusively for educational purposes in

accordance with the provisions of s.181 and s. 44.03, Wisconsin Statutes. These organizations, excepting those that are state, county, town or municipally operated, shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In the event of involuntary dissolution, the State Historical Society of Wisconsin, in accordance with s. 44.03(3), shall administer the distribution of the corporation's property, collections, and assets to a historical society, museum, library, or educational institution organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

- j. The corporation shall in further stipulations in its by-laws provide for the keeping of proper records for the protection of the interests of its donors and contributors.

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These articles of incorporation were approved by the Board of Curators of the State Historical Society of Wisconsin, meeting on _____, as required by s.44.03(1), Wisconsin Statutes.

President _____

Director _____

**PURSUANT TO WIS. STATS. 44.03 NO FILING FEE
REQUIRED.** For full instructions on how to fill out this form please see instructions, suggestions and procedures on following pages.

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. (X) 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: May 16, 2014

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

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

This document was drafted by: William A. Bolgrien

RESTATED ARTICLES OF INCORPORATION (Ch. 181, Nonstock)

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▲ The affiliate's **return address** and **phone number** during the day: () _____ - _____

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

Submit one original and one exact copy to Articles of Incorporation, Field Services, Wisconsin Historical Society, 816 State Street, Madison, WI 53706. The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at (608) 261-7577.

- A. State the name of the corporation (before any change effected by the restatement) and set forth 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.
- B. Complete the certificate. Select and mark (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.
- D. 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.