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FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

AMENDED and RESTATED ARTICLES OF INCORPORATION
of
FROMM BROS. HISTORICAL PRESERVATION SOCIETY, INC.

2011 MAR 23 AM 9:30

The following restated articles of incorporation of FROMM BROS. HISTORICAL PRESERVATION SOCIETY, INC., 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: Fromm Bros. Historical Preservation Society, Inc.

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

Article 3. Name of the initial registered agent: Jon C. Mason

Article 4. Street address of the initial registered office: 436 County Road F, Hamburg, WI 54411

Article 5. Mailing address of the initial principal office: 436 County Road F, Hamburg, WI 54411

Article 6. The corporation will not have members.

Article 7. The management of the affairs of the corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors is four (4); their names and addresses are as follows:

- Jon C Mason, 432 County Road F, Hamburg, WI 54411
- Gary A Mason, 372 County Road F, Hamburg, WI 54411
- Sue M Mason, 372 County Road F, Hamburg, WI 54411
- Gregory J Strasser, 505 South 24th Avenue, Suite 100, Wausau, WI 54402-1323

Article 8 The purposes for which the Corporation is organized and shall be operated are exclusively charitable, religious, educational and/or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as the same may be amended from time to time (the "Code"). Further, this Corporation may not engage in a business ordinarily carried on for a profit, except to the extent such business is incidental or subordinate to the main or principal purposes of this Corporation that qualify as being charitable, religious, educational and/or scientific within the meaning of Code Section 501(c)(3). 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article 9. The Corporation shall indemnify each officer and director to the full extent a corporation is required or permitted to provide indemnification under Wisconsin law (including any provision of succeeding law) and any other applicable law, and may, at the discretion of the Board of Directors, advance reasonable expenses to such persons to the full extent and according to the procedures and standards of Wisconsin law (including any provision of succeeding law) and any other applicable law.

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Article 10. No director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director; provided, however, that this limitation of liability shall not eliminate or limit the liability of a director for:

- A. A breach of a director's duty of loyalty to the Corporation;
- B. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- C. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- D. An act or omission for which the liability of a director is expressly provided for by statute.

Article 11. Interested Director or Officer Transactions.

- A. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his, her or their votes are counted for such purposes; if
 - (1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorized the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
 - (2) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors or a committee thereof.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Article 12. The duration of the corporate existence shall be perpetual until dissolution. If the Corporation is wound up or dissolved at any time, its assets remaining after the payment of its creditors and liabilities or after making provision for such payment shall be distributed to such organization or organizations as may be selected by this Corporation's Board of Directors for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Marathon County, Wisconsin, exclusively for such purposes and to such organization(s) as the court may determine, which are organized and operated exclusively for such purposes

Article 13. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption or for receiving tax-deductible charitable contributions under Code Section 501(c)(3). Regardless of any other provision in these Articles of Incorporation or state law:

- A. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 Eight.
- B. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate 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.

CERTIFICATION

This is to certify that the foregoing Restated Articles of Incorporation do not contain any amendment requiring approval by any other person, other than the Board, and the Board adopted the restatement on December 15th, 2010 in accordance with Wis. Stats. Sec. 181.1002.

In witness whereof, I, the undersigned, have hereunto subscribed my name this 18th day of March, 2011.

Sue M. Mason - Secretary/Treasurer
Signature

436 County Road F, Athens, WI 54411
Address, City, State, ZIP

This document was drafted by:
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