

RESTATED ARTICLES OF INCORPORATION
of
LEAGUE OF WOMEN VOTERS OF APPLETON, INC.

These Restated Articles of Incorporation are adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, and supercede and take the place of the existing Articles of Incorporation of this Corporation.

ARTICLE 1
NAME

The name of the Corporation is League of Women Voters of Appleton, Inc., hereinafter referred to as the “Corporation.”

ARTICLE 2
EXISTENCE

The Corporation is created as a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation’s existence is perpetual.

ARTICLE 3
PURPOSES

The Corporation is created and shall be operated exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the “Code”). The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of an educational and charitable organization under Section 501(c)(3) of the Code.

ARTICLE 4
POWERS

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that:

4.1 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 is 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 3 above; and

4.2 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

ARTICLE 5
MEMBERSHIP

The Corporation shall have members. The qualifications, obligations, and privileges of membership shall be set forth in the bylaws of the Corporation.

ARTICLE 6
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

ARTICLE 7
DISSOLUTION

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets by distributing the assets to the League of Women Voters of Wisconsin Education Network, Inc. (“LWVWI Education Network”) or, if the LWVWI Education Network no longer exists or declines to accept the assets, to the League of Women Voters Education Fund, provided that either organization continues to be recognized as an organization that is exempt from federal income tax under section 501(c)(3) of the Code. If neither organization can accept the assets, the distribution shall be made to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

ARTICLE 8
PRINCIPAL OFFICE AND REGISTERED AGENT

8.1 The mailing address of the principal office of the Corporation is:

The League of Women Voters
P.O. Box 1281
Appleton, WI 54912-1281

8.2 The name and address of the registered agent is:

Shirley Strange
P.O. Box 1281
Appleton, WI 54912-1281

ARTICLE 9
AMENDMENT

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

ARTICLE 10
CERTIFICATION

The undersigned officer of the Corporation certifies (a) that the foregoing Restated Articles of Incorporation of the Corporation contain one or more amendments to the Corporation's current Articles of Incorporation requiring approval by the members of the Corporation, and (b) approval was given by the members on _____, 2011.

Executed this ____ day of _____, 2011.

By: _____

Name:

Title:

Drafted by:
Melissa Auchard Scholz
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Madison, WI 53703