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ARTICLES OF INCORPORATION OF

RIB MOUNTAIN COMMUNITY IMPROVEMENT FOUNDATION, 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 I

The name of the Corporation is RIB MOUNTAIN COMMUNITY IMPROVEMENT FOUNDATION, INC.

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The purposes for which the Corporation is formed are:

To receive, accept, hold, invest, reinvest or administer gifts, devises or bequests of money or property of any sort or nature to be used to actively promote community projects and programs which preserve, foster and enhance the economic and social well being of the citizens of the Town of Rib Mountain, the funds for which programs are not normally provided by taxation, but which add quality, substance and meaning to community living and nurture a healthy, vigorous and progressive environment in which to live and work; to include cultural, educational, recreational, civic and public improvement programs.

This Corporation is organized on a not for profit basis exclusively for charitable and educational purposes; and, to do and perform all other acts and services as may be permitted by the provisions of Chapter 181 of the Wisconsin Statutes as from time to time may be amended, but limited to the furtherance of the exempt purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

The location and principal office of the Corporation is 3700 North Mountain Road, Wausau, Wisconsin, 54401.

R054800

ARTICLE V

The name of the initial registered agent is Christopher M. Toner.

ARTICLE VI

The address of the initial registered agent is 500 First Street, Suite 8000, Wausau, Wisconsin, 54403.

ARTICLE VII

The Corporation shall have no members and shall be managed by the Board of Directors.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in the furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these articles, the Corporation shall not carryon any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax number Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision 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 provision of any future United States Internal Revenue law.

ARTICLE IX

Upon the dissolution of the Corporation, the Board of Directors shall, by a two-thirds vote thereof and after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for the purposes of which the Corporation is organized or to such organization or organizations organized and operated exclusively for charitable, educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue law.

ARTICLE X

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 Board of Directors from time to time but not less than four (4) and not greater than thirteen (13). The Board of Directors shall carry out the purpose of the Corporation in compliance with the 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 XI

The names and addresses of the four (4) initial Directors are:

1. Jim Legner, Town of Rib Mountain Board Supervisors
2. George Snyder, Town of Rib Mountain Park Commission
3. Bert Nitzke, Town of Rib Mountain Fire/EMS Department
4. Gaylene Rhoden, Town of Rib Mountain Administrator

ARTICLE XII

The name and address of the Incorporator of this Corporation is Christopher M. Toner, 500 First Street, Suite 8000, Wausau, Wisconsin 54403.

ARTICLE XIII

These articles may be amended from time to time in the manner authorized by law at the time of amendment, subject to approval by the Board of Supervisors of the Town of Rib Mountain.

Executed in duplicate this 29th day of April 2011

Christopher M. Toner, Incorporator

Drafted By:

Melissa S. Kampman
Ruder Ware, L.L.S.C.
P.O. Box 8050
Wausau, WI 54402-8050

Return To:

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