

Restated

**ARTICLES OF INCORPORATION
OF
UNITED WAY OF NORTH ROCK COUNTY, INC.**

These restated Articles of Incorporation of United Way of North Rock County, Inc. are adopted pursuant to Section 181.39 of Wisconsin Statutes. They supersede and take the place of the heretofore existing Articles of Incorporation and all amendments thereto.

FIRST: The name of this corporation is United Way of North Rock County, Inc.

SECOND: The purposes for which this corporation is organized are:

To develop cooperation among the health and human service agencies serving North Rock County, Wisconsin, and their constituencies, in the interest of the financial support of such agencies, and community; to acquire or hold real estate and personal property and to use, manage, operate, sell, mortgage, lease, convey, and distribute the same for any of the purposes herein expressed; to receive donations or gifts of money or property to be used for benevolent or charitable purposes; to cooperate with special state and local projects and national or international relief for special agencies; and to perform any and all other acts which may be incidental to any of the purposes herein expressed.

THIRD: The voting membership in this corporation shall consist each year of all persons and organizations which have made contributions or pledges to the annual campaign of the corporation for such year. Additional non-voting classes of membership may be prescribed by the By-Laws.

FOURTH: The corporation shall be non-stock and non-profit, and any earnings, profits, income, dividends, or distributions shall be used exclusively for the purposes of the corporation and for purposes which will keep contributions to the corporation deductible or exempt for purposes of income, estate, inheritance, and gift taxes, both Federal and Wisconsin. No dividends or pecuniary profits shall be declared or paid to the members thereof, and no part of any net earnings, income, or assets thereof, shall inure to the benefit of any member or individual, and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. On liquidation, the net assets of the corporation, together with any accumulated net earnings, shall be distributed to any corporations or other organizations devoted exclusively to the purposes hereinbefore stated.

FIFTH: The number of directors shall be such number, not less than three, as may be provided by the By-Laws. The By-Laws also may provide for the classification of Directors. The Board of Directors shall be elected by the membership of this corporation at the time and in the manner set forth in the By-Laws, and shall serve for terms

prescribed by the By-Laws, provided that the Directors shall have the power to make interim appointments to the Board to fill vacancies thereon.

SIXTH: The officers of this corporation shall be Chairperson who shall be the chief volunteer officer, Vice Chairperson, President who shall be the chief professional officer, Vice Presidents, Secretary, and Treasurer. The officers of the corporation shall be elected from among its members by the Board of Directors at an organizational meeting held as soon as possible after the annual election of Directors. The Board of Directors may provide for the appointment of such additional officers as it may deem for the best interests of the Corporation.

SEVENTH: Any organization organized for charitable, health, welfare, group work, and allied purposes may with the approval of the Board of Directors become associated with this corporation as a "member agency". This designation shall include local, state, national, and international organizations, provided that contributions thereto are deductible or exempt for purposes of income, estate, inheritance, and gift taxes, both Federal and Wisconsin.

EIGHTH: The location of the principal office of the corporation is in the City of Janesville, Rock County, Wisconsin, and the name and address of its registered agent is: Gary L. Smith, 205 North Main Street, Suite 101, Janesville, Wisconsin.

NINTH: The annual meeting shall be held as prescribed by the By-Laws.

TENTH: Twenty-five members shall constitute a quorum for the transaction of business at any regular or special meeting of the members of this corporation.

ELEVENTH: Any action required by these Articles or the By-Laws or any provision of law to be taken at a meeting, or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members, directors, or members of a committee entitled to vote with respect to the subject matter thereof, with the same effect as a unanimous vote and may be stated as such in any articles or document.

TWELFTH: These Articles may be amended at any meeting of the members of the corporation by a vote of at least two-thirds of the members present or represented by proxy at such meeting, provided that a statement of the nature of the proposed amendment shall be included in the notice of such meeting, and provided that no amendment may change substantially the original purposes of the corporation.

Restated *Articles of Incorporation of United Way of North Rock County, Inc.* approved at the Annual Meeting of the membership, February 12, 1991.

Attested: _____
Secretary