

ARTICLES OF INCORPORATION

OF

MENSA OF WISCONSIN FOUNDATION, INC.

The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes these Articles for the purpose of forming a nonstock, not for profit corporation under Chapter 181 of the Wisconsin statutes.

ARTICLE ONE

NAME. The name of the corporation shall be MENSA OF WISCONSIN FOUNDATION, INC.

ARTICLE TWO

Existence. The period of its existence shall be perpetual.

ARTICLE THREE

PURPOSES. The purposes for which the corporation is organized shall be exclusively to support and engage in educational, scientific, literary and charitable endeavors, including the fostering, supporting, encouraging, and conducting scholarship and awards programs to assist deserving individuals in their pursuit of education, training and research.

ARTICLE FOUR

Principal Office. The principal office of the corporation is located at:

12360 N. Lakeshore Drive  
Mequon, Wisconsin 53092  
Ozaukee County

ARTICLE FIVE

Initial Registered Agent. The name and address of the initial registered agent of the corporation is:

Leon Zukrow  
2719 East Beverly Road.  
Milwaukee, Wisconsin 53211  
Milwaukee County

ARTICLE SIX

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

ARTICLE SEVEN.

Membership. The corporation shall have no members.

ARTICLE EIGHT

Board of Directors. The number of directors constituting the Board of Directors shall be such number as is fixed from time to time by the By-Laws of the corporation, but shall not be less than three (3). The manner of election or appointment of directors and their term of office shall be as provided in the

By-Laws.

ARTICLE NINE

Initial Board of Directors. The number of directors constituting the initial Board of Directors is five (5), and their names and addresses are:

Douglas J. Bahringer  
3410 N. 98th street  
Milwaukee, WI 53222

Robert J. Burgermeister, Jr.  
P.O. Box 48  
5033 West Keefe Ave.  
Milwaukee, WI 53201

Hans G. Frommer  
12360 N. Lakeshore Drive  
Mequon, WI 53092

Michael G. Pixler  
2101 Circle Wood Dr.  
Racine, WI 53402

Leon Zukrow  
2719 East Beverly Road.  
Milwaukee, WI 53211

ARTICLE TEN

Restrictions and Dissolution. The corporation is not organized, nor shall it be operated, for profit or other pecuniary gain. The corporation does not contemplate the distribution of profits or net earnings to any member or individual. The property, assets, profits and net earnings of the corporation are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net earnings shall ever inure to the benefit of any trustee, officer or other member thereof, or any other individual.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.


Upon the dissolution of the corporation, the assets of the corporation remaining after payment of, or provision for, all liabilities and obligations of the corporation shall be distributed to Mensa of Wisconsin, Inc., or if it is unable or unwilling to accept said donation, to such corporation or corporations, association or associations, fund or funds, foundation or foundations having purposes and objectives similar to those of this corporation as the Board of Directors may designate, subject to any order of court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any successor law).

ARTICLE ELEVEN

Incorporator. The name and address of the incorporator is:


Leon Zukrow  
2719 East Beverly Road  
Milwaukee, WI 53211

Executed in duplicate and seal affixed this 7<sup>th</sup> day  
of July, 1986.

  
Leon Zukrow, Incorporator

STATE OF WISCONSIN )  
                                   ) SS.  
MILWAUKEE COUNTY     )

Personally came before me this            day of July, 1986,  
The above named Leon Zukrow, to me known to be the person who  
Executed the foregoing instrument, and acknowledged the same.

  
Notary Public, State of Wisconsin  
My commission: 9-14-86.

STATE OF WISCONSIN  
FILED  
  
JUL 24 1986  
  
DOUGLAS LA FOLLETTE  
SECRETARY OF STATE

This document was drafted by  
Dennis L. Fisher

State of Wisconsin  
SECRETARY OF STATE

CORPORATION DIVISION  
P. O. Box 7846  
Madison, WI 53707

Resolved, That

SEE ATTACHMENT

The undersigned \_\_\_\_\_  
of officers of Mensa of Wisconsin Foundation, Inc. a Wisconsin  
corporation with principal office in Ozaukee County, Wisconsin, CERTIFY:

~~(A) That the foregoing amendment of the articles of incorporation of said corporation was adopted on \_\_\_\_\_ 19 \_\_\_\_\_ by written consent signed by all of the members having voting rights.~~

OR

USE ONLY ONE - STRIKE OUT THE  
ITEMS YOU DO NOT USE

(B) That said corporation has no members having voting rights, and that the foregoing amendment of the articles of incorporation of said corporation was adopted at a meeting of the board of directors on July, 19 87 by a majority affirmative vote (or greater, as may be required by the articles of incorporation) of the directors in office.

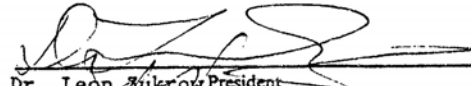
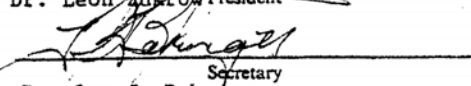
OR

~~(C) That the foregoing amendment of the articles of incorporation of said corporation was adopted by the members on \_\_\_\_\_ 19 \_\_\_\_\_ by the following vote:~~

Number of members having voting rights	Number present in person or by proxy	Number voting	
		FOR	AGAINST
_____	_____	_____	_____

Executed in duplicate and seal (if any) affixed this 30 day of July, 19 87

NO SEAL  
(Affix seal or state that there is none)

  
Dr. Leon Zukrow President  
  
Secretary  
Douglas J. Bahringer

This document was drafted Randal J. Brotherhood, Esq. (Section 14.38(14) Wis Statutes)  
(Please print or type name)

Mail Returned Copy to:  
(FILL IN THE NAME AND ADDRESS HERE)

Randal J. Brotherhood, Esq.  
Meissner & Tierney, S.C.  
735 N. Water Street, Ste. 1328  
Milwaukee, WI 53202

### INSTRUCTIONS

1(A). If amendment is adopted by written consent, the consent is to be signed by all of the members having voting rights. 1(B). If the corporation has NO MEMBERS WITH VOTING RIGHTS, amendment may be adopted by majority affirmative vote of the board of directors, unless the articles of incorporation require a larger vote. 1(C). If amendment is adopted at a meeting of the members, it must receive a 2/3 affirmative vote of the members or represented by proxy, unless the articles of incorporation or bylaws make other specifications.

*Enter the requisite information in ONE OF THE THREE items 1(A), 1(B) or 1(C) and strike out the two items you do not use.*

**VOTING RIGHTS DEFINED:** The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or in the bylaws if the articles so provide. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members. Ref. sec. 181.16 Wis. Stats.

2. Affix CORPORATE SEAL to each copy of the document, or enter the remark "NO SEAL" if the corporation does not have a seal. The PRESIDENT (or vice-president) and SECRETARY (or asst. secretary) are to sign each copy with original signatures. Carbon copy, xerox, or rubber stamp signatures are not acceptable.

3. Submit in DUPLICATE ORIGINAL. Furnish Secretary of State two copies of the document. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707.) One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county named in this document, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of this form.

4. Two SEPARATE REMITTANCES are required.

A) Send a filing fee of \$25, payable to SECRETARY OF STATE. Your cancelled check is your receipt for fee payment.

B) Send a RECORDING FEE of \$6, payable to REGISTER OF DEEDS of the county named in this document as the county within which the corporation's principal office is located. If you append addition pages to this standard form, add \$2 more recording fee for each additional page. NOTE: If this document effects a change of the address of the corporation's principal office from one county to another, submit a TRIPLICATE document, and a recording fee for each county. Recording fee for the old county is \$6 and the recording fee for the new county is \$8 when using this standard form with no attachments.

Please furnish the fee for the Register of Deeds in check form with your document, and we will transmit it to the Register of Deeds with the document for recording.

Mensa of Wisconsin Foundation, Inc.  
Articles of Amendment

Attachment

RESOLVED, that ARTICLE THREE of the Articles of Incorporation of the corporation be, and it hereby is amended and restated to read as follows:

Purposed. The corporation is organized exclusively for charitable, scientific, literary, and educational purposes

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and specifically:

- (1) To foster, support, encourage, and conduct scholarship and awards programs to assist deserving individuals in their pursuit of education, training and research in furtherance of the above-stated purposes.
- (2) To engage in any other lawful activity permitted by Chapter 181 of the Wisconsin Statutes which is not inconsistent with the above-stated purposes.



Form 14

United States of America  
State of Wisconsin  
OFFICE OF THE SECRETARY OF STATE

**To All to Whom These Presents Shall Come:**

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

RECORDED

&

1986 JUL 30 AM 8:30

*Kenneth M. Voigt*  
REGISTER OF DEEDS  
STANBEE COUNTY, WI



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

*Douglas LaFollette*

DOUGLAS La FOLLETTE  
Secretary of State