

ARTICLES OF INCORPORATION
of
Marquette Neighborhood Association, Inc.

As Last Amended March 19, 2010

(Incorporation Effective October 19, 1999)
(Articles Amended November 1, 2004)
(Articles Further Amended March 19, 2010)

(Note: The official Articles of Incorporation and amendments to them are maintained at the State of Wisconsin's Department of Financial Institutions. This document has been compiled from copies of those documents obtained from that Department on October 2, 2014.)

(Historical Note: The current Marquette Neighborhood Association, Inc. was preceded by the Marquette Neighborhood Association, Incorporated. The latter was incorporated on May 24, 1968, changed its name to Marquette Neighborhood Group, Incorporated on October 12, 1979, and was involuntarily dissolved on November 12, 1992 for failure to file with the state an annual report that was due April 1, 1987.)

ARTICLES OF INCORPORATION
of
Marquette Neighborhood Association, Inc.

For a statutory nonstock corporation (the "Corporation")
under the Wisconsin Nonstock Corporation Law, Chapter 181, Stats. ("Chap. 181").

Article 1

The name of the corporation is *Marquette Neighborhood Association, Inc.*

The corporation's principal office is Wil Mar Neighborhood Center, 953 Jenifer Street, Madison, WI 53704.

Article 2
Purposes

The Corporation may engage in any lawful activities authorized by Chapter 180 and Chapter 181 of the Wisconsin Statutes. The Corporation shall have members.

The Corporation's purpose is to improve the Marquette Neighborhood through citizen involvement and participation utilizing all appropriate means including:

1. foreseeing and calling attention to emerging trends and problems before they reach crisis proportions;

2. serving as the neighborhood's voice for those policies and programs that appear to its membership, after appropriate analysis and discussion, to be in the neighborhood's best interest;
3. providing means for widespread study and discussion of all pertinent issues and questions;
4. educating citizens, both members and non-members of the Corporation, in the processes, problems and potentials relating to the neighborhood's development;
5. fostering neighborhood interest and participation in planning;
6. generating and sustaining a spirit of neighborhood and community among area residents; and
7. recognizing the special relationship between the Wil-Mar Neighborhood Association and the Corporation, and encouraging participation and financial support of the important programs the Center provides for neighborhood residents.

Article 2.5
Limitations of Powers and Purposes of the Corporation
including distribution of assets upon dissolution
(added November 1, 2004 and amended March 19, 2010)

1. No part of the earnings of this corporation will inure to the benefit of private shareholders or individuals, except that the corporation shall be authorized to pay reasonable compensation for services rendered.
2. No activities of the corporation shall attempt to influence legislation except as may be permitted under provisions of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) for 501(c)(3) organizations.
3. This corporation is dedicated to exclusively charitable, scientific, literary and educational purposes, and, in the even of dissolution, any remaining assets shall be distributed to organizations which shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
4. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
5. The corporation shall not participate to any extent in a political campaign for or against any candidate for public office, except to the extent permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 3
Registered Office
(amended November 1, 2004)

The current registered office shall be the home of the Registered Agent,
Marsha Rummel
Marquette Neighborhood Assoc.
1618 Jenifer St
Madison, WI 53704

Article 4
Registered Agent
(amended November 1, 2004)

The Registered Agent shall be Marsha Rummel at the above address.

Article 5
Incorporator

The name and address of the incorporator of the Corporation is: George B. Strother IV, 15 North Pinckney Street, Suite 200, P.O. Box 828, Madison, WI 53701-0828.

Article 6
Directors

The number of directors constituting the board of directors shall be fixed by bylaw. The bylaws may provide that the Corporation may operate without a board of directors. The names and addresses of each of the initial directors are: Rick Bernstein, John Coleman, Peggy Ellerkamp (Treasurer), Richard Freihofer, Mike Kohn, Dan Murray, Tim O'Brien (President), Nancy Sloan (Secretary), Barb Tiedje, Rick Yttri. (Note: Addresses of the directors in the original not included here. The misspelling "Yttir" in the original corrected to be "Yttri" here.)

Article 7
Segregated Scholarship Fund

(previous Article 7, on a different subject, replaced with this November 1, 2004)

The corporation is authorized to maintain a completely segregated scholarship fund. This fund will be maintained completely separate from all other funds and financial accounts of the corporation. This fund shall be used exclusively to provide scholarship money for college tuition for children from the Marquette Neighborhood who demonstrate financial need. The Board is authorized to institute additional qualifying characteristics not inconsistent with the requirements set forth herein, including procedures for deciding which children to give the scholarship to, and the amounts to give to each recipient.

None of the assets of this segregated scholarship fund may in any way inure to or provide financial benefit to any individual, other than the qualified recipient of the scholarship. Upon dissolution of the corporation or of this segregated fund, 100% of the assets remaining after paying any

debts outstanding shall be donated to organizations which shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). If a similar scholarship fund is properly qualified, such fund or funds shall be chosen to receive the assets, over other qualified 501c3 organizations which have no focus upon college scholarships for the financially needy. If the fund is dissolved but the corporation continues in existence, 100% of the funds shall never the less be donated as stated herein, and none of the funds shall be transferred to the corporation.

None of these assets of this segregated fund may in any way be used to influence legislation nor be used in any way related to elections for public office.