



FORM **108**
SPECIAL

**RESTATED ARTICLES OF INCORPORATION
NONSTOCK CORPORATION**

Sections [181.1006](#) and [181.1701\(1\)\(b\)](#), Wis. Stats.

The following restated articles of incorporation of

(Corporate name prior to any change effected by this restatement)

duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto.

Article 1. Name of the corporation: _____

Article 2. The corporation elects to become subject to, and incorporated under, chapter 181 of the Wisconsin Statutes.

Article 3. Name of the registered agent: _____

Article 4. Email address of the registered agent: _____

Article 5. Street address of the registered office:
(The registered office address must be an actual physical location with a street address and not solely a P.O. Box or mailbox service.)

Article 6. Mailing address of the principal office:

Article 7. The corporation: will have members. will not have members. *(You must mark one)*

Article 8 (if applicable). Check only if applicable:

The corporation is authorized to make distributions under section 181.1302(4), Wis. Stats.

Article 9. The name and complete address of each incorporator of the corporation (attach additional pages labeled "Article 9" if necessary):

Article 10 (optional). Attach any further provisions on additional pages labeled “Article 10,” “Article 11,” and so forth as needed. See the instructions at the end of this form for further information.

CERTIFICATE

This is to certify that the foregoing restated articles of incorporation (*choose one*):

A. were duly adopted by the board of directors and do not contain any amendment to the articles of incorporation requiring approval by the members or by any other person other than the board.

OR

B. contain one or more amendments to the articles of incorporation requiring approval by the corporation’s members. *If this box B is checked, attach additional pages labeled “Certificate” that include the text of each amendment adopted by member approval, the date it was adopted, and a statement that the amendment was adopted in accordance with section 181.1003 or 181.1004 of the Wisconsin Statutes, as applicable.*

OR

C. contain one or more amendments to the articles of incorporation requiring approval by a third person specified in the articles of incorporation, and that third person’s approval was obtained.

Executed on _____
(Date)

(Signature)

(Title of signer)

(Printed name)

This document was drafted by _____
(Name the individual who drafted the document)

(Optional) This document has a **delayed** effective date/time of: _____
(up to 90 days after received date)

Contact Information:

Name

Mailing Address

City	State	Zip Code
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Email Address	Phone Number
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INSTRUCTIONS (Refer to sections [181.1006](#) and [181.1701\(1\)\(b\)](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the \$40.00 filing fee, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Introductory language. The standard introductory language for this document is required by section 181.1006(8) of the Wisconsin Statutes. Under Wisconsin law, the restated articles of incorporation consist of the articles of incorporation as amended to date, and they supersede the original articles of incorporation, any restated articles of incorporation previously adopted, and all amendments to the original and any restated articles of incorporation. Restatement: Enter the present name of the corporation (before any change effected by the restatement) and continue with the text of the restated articles. The text must contain the information specified for Articles 1 through 8 and may contain additional optional provisions. If additional space is required, please attach additional pages.

Article 1. The name must contain the word “corporation”, “incorporated”, “company”, or “limited” or the abbreviation “corp.”, “inc.”, “co.” or “ltd.” or comparable words or abbreviations in another language. The name must also be distinguishable on the records of the Department from other entities that are registered with the Department and from any name that has been reserved or registered with the Department. You can preliminarily check the availability of an entity name using the Department’s corporate records database, which is publicly available through the Department’s website, but a final determination of name availability cannot be guaranteed until the document has been received, examined, and filed by the Department. Additional limitations may apply; see section [181.0401](#), Wis. Stats., for further details.

Article 2. These statements are required by sections 181.0202(1)(a) and 181.1701(1)(b) of the Wisconsin Statutes.

Articles 3 & 4. Enter the name of the corporation’s registered agent and the email address of that agent. Annual report forms, notices and other official communications are directed to the corporation’s registered agent, so it is important to keep this information current. The corporation may not name itself as its own registered agent.

Article 5. The entity must have a registered agent located at a registered office in Wisconsin. The registered office address must be identical to the registered agent’s business office and must be an actual physical location with a street address, and not solely a P.O. Box, mailbox service, or telephone answering service. Provide the street number and name, city and ZIP code in Wisconsin.

Article 6. Enter the address of the principal executive office of the corporation. The office need not be located in Wisconsin.

Article 7. The corporation must indicate whether it will have members. For legal information regarding members and memberships in nonstock corporations, see [subchapter VI](#) of chapter 181 of the Wisconsin Statutes.

Article 8. If the corporation is authorized to make distributions under section [181.1302\(4\)](#), Wis. Stats., the articles of incorporation must include a statement to that effect. If the articles of incorporation do not authorize distributions under section 181.1302(4), then distributions may only be made under the conditions specified under sections [181.1302\(1\)](#) to (3), Wis. Stats.

Article 9. List the name and complete address of each incorporator.

Article 10 (optional). Attach any further provisions on additional pages labeled “Article 10,” “Article 11,” and so forth in sequential order. Additional provisions may set forth other information not addressed in Articles 1-9, including provisions:

- identifying the names and addresses of individuals who will serve as the corporation’s directors
- identifying the purpose or purposes for which the corporation is organized
- specifying how assets will be distributed on dissolution.
- defining, limiting, and regulating the powers of the corporation, its directors, and its members

The corporation may also include in the articles of incorporation any provision that is required or permitted to be included in its bylaws.

Certificate. Select the appropriate box to indicate whether the restatement contains an amendment to the articles of incorporation requiring the approval of its members or a third person identified in the articles of incorporation. See sections [181.1002](#) (amendment of articles incorporation by the board of directors, without member approval), [181.1003](#) and [181.1004](#) (amendment of articles of incorporation by member approval), and [181.1030](#) (amendment of articles of incorporation subject to approval by a third person) of the Wisconsin Statutes for information regarding the different methods of approving amendments.

If the restated articles include amendments that require member approval, mark box B and include an attachment labeled “Certificate” that includes the text of each amendment adopted by shareholder approval, the date it was adopted, and a statement that the amendment was adopted in accordance with section [181.1003](#) of the Wisconsin Statutes (which establishes requirements for obtaining member approval for amendments to the articles of incorporation) or section [181.1004](#) of the Wisconsin Statutes (which establishes requirements for obtaining member approval on proposed amendments affecting classes of memberships), whichever is applicable.

Execution. This document must be executed by an officer of the corporation, subject to two limited exceptions: (1) if directors have not been selected, it may be signed by an incorporator identified in the initial articles of incorporation; and (2) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, it may be signed by the fiduciary. Corporate directors are not authorized to sign this document in their capacities as directors. (A corporate director who also serves as an officer may sign the document, but that person must sign in their capacity as an officer of the corporation.)

Drafter name. If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter’s name.

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.