



FORM **204**

**AMENDMENT TO
ARTICLES OF INCORPORATION
COOPERATIVE**

Sec. [185.53](#) Wis. Stats.

1. The name of the cooperative (prior to any change effected by this amendment) is:

(Enter cooperative name, prior to any change)

2. The cooperative’s principal office or registered agent is located in _____ County, Wisconsin.

3. Text of Amendment (*Identify each item of the current articles of incorporation that is being amended and how the amended item is to read. Attach additional pages if needed.*)

4. The foregoing amendment was duly adopted on _____ (date), as follows:

- A. Total members of the cooperative: _____
- B. Members voting FOR the amendment: _____
- C. Members voting AGAINST the amendment: _____

The amendment must be approved by at least two-thirds of member votes cast.

If stockholders were entitled to vote on the amendment (see instructions below), then also provide the following information:

- D. Affected stockholders voting FOR the amendment: _____
- E. Affected stockholders voting AGAINST the amendment: _____

If stockholders are entitled to vote on the amendment, then the amendment must be approved by two-thirds of member votes cast AND two-thirds of affected stockholder votes cast.

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

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

EXECUTION. This amendment must be signed by two officers of the cooperative, consisting of: (1) the cooperative's president or vice president; and (2) the cooperative's secretary or assistant secretary.

A. Execution date: _____
_____ (signature)

_____ (printed name)

Title: President Vice President

B. Execution date: _____
_____ (signature)

_____ (printed name)

Title: Secretary Assistant Secretary

Contact Information:

_____ Name

_____ Mailing Address

_____ City _____ State _____ Zip Code

_____ Email Address _____ Phone Number

INSTRUCTIONS (Refer to section [185.53](#), Wis. Stats., for document content)

Please use BLACK ink. Submit two original signed, notarized copies to State of WI-Dept. of Financial Institutions, PO Box 7846, Madison WI, 53707-7846, together with two separate checks, one for the **FILING FEE** and other for the county **RECORDING FEE** (see instructions below). If requesting optional expedited service, please check box on upper-right corner of page 1 and include an additional \$25.00. Filing fee is non-refundable. (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.) Both copies must bear original manual signatures. 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.

FILING FEE - The filing fee is the fee for filing this document with the Department of Financial Institutions. The amount of this fee depends on the nature of the amendment:

- If the amendment is filed only to change the name of a registered agent, there is no filing fee.
- If the cooperative is authorizing new capital stock over and above what was authorized in any prior articles and amendments thereto, then the filing fee is \$10 plus \$1.25 for each \$1,000 of newly authorized stock.
- If the two situations stated above do not apply, then the filing fee is \$10.

Determine the applicable filing fee and make the check payable to **Department of Financial Institutions**.

RECORDING FEE. The recording fee is the fee for recording this document with the Register of Deeds in the county in which the cooperative's principal office or registered office in the state is located. The recording fee is \$30.00. Make the check payable to the **Register of Deeds**, but submit the check to the Department of Financial Institutions with this document. The Department will forward the check and a copy of the filed document to the Register of Deeds for recording.

Item 1. Enter the name of the cooperative, before any change effected by this amendment.

Item 2. Enter the name of the Wisconsin county where the cooperative's principal office or its registered agent is located.

Item 3. Specify the amendment(s) to the cooperative's articles of incorporation by identifying each item that is being amended, and how the amended item is to read. If the amendment changes the name of the cooperative, the new name must include the word "cooperative" or an abbreviation thereof.

Item 4. Pursuant to section [185.51](#) of the Wisconsin Statutes, amendments to a cooperative's articles of incorporation must be approved at a duly noticed member meeting by a two-thirds of the member votes cast. Enter the total number of cooperative members (regardless of whether the member voted on the measure) in line 4A, and the results of the member vote on the amendment in lines 4B and 4C.

In addition, section [185.52](#) of the Wisconsin Statutes also requires the additional approval of shareholders who are affected by a proposed amendment. For purposes of the statute, a shareholder is "affected" as to any class of stock owned by the shareholder if the amendment would expressly:

- (a) Decrease the dividends to which that class may be entitled or change the method by which the dividend rate on that class is fixed.
- (b) Restrict rights to transfer that class.
- (c) Give to another existing or any new class of stock or equity interest not previously entitled thereto any preference as to dividends or upon dissolution which is the same or higher than preferences of that class.
- (d) Change the par value of shares of that class or of any other class having the same or higher preferences as to dividends or upon dissolution.
- (e) Increase the number of authorized shares of any class having a higher preference as to dividends or upon dissolution.
- (f) Require or permit an exchange of shares of any class with lower preferences as to dividends or upon dissolution for shares of that class or any other class with the same or higher preferences.
- (g) Require only a majority of member votes and a majority of the votes of any stockholders entitled to vote for approval of a plan of merger or consolidation.

If the amendment affects shareholders of the cooperative, the affected shareholders are entitled to vote on the amendment, in addition to the members. It must be approved by two-thirds of the affected shareholders voting on the amendment, in addition to two-thirds of the members.

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.

Execution. These restated articles of incorporation must be signed by two officers of the cooperative, consisting of: (1) the cooperative's president or vice president; and (2) the cooperative's secretary or assistant secretary.