



FORM **208** **RESTATED ARTICLES OF INCORPORATION**
COOPERATIVE

Sec. [185.54](#), Wis. Stats.

The following restated articles of incorporation of

(Cooperative name prior to any change made in this restatement)

which were duly adopted pursuant to Chapter 185 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto.

Article 1. Name of the cooperative:

(Must include the word "cooperative" or an abbreviation thereof)

Article 2. Its term of existence shall be: perpetual
OR _____ (term in years).

Article 3. The cooperative is organized:

to engage in any lawful activity within the purposes for which cooperatives may be organized under chapter 185 of the Wisconsin Statutes.

OR

for the following purposes *(attach additional pages if needed)*:

Article 4. *(The cooperative must maintain either a principal office or a registered agent in Wisconsin. Mark the appropriate box and enter the required information below it.)*

<p>A. <input type="checkbox"/> The address of the cooperative's principal office in Wisconsin: <i>(Provide complete address, including street and number, city, county, state, and ZIP code)</i></p>	OR	<p>B. <input type="checkbox"/> The name and address of the cooperative's registered agent in Wisconsin: <i>(Provide complete address, including street and number, city, county, state, and ZIP code)</i></p>
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Article 5. The number of directors constituting the board of directors:

is set forth in the bylaws

OR shall be _____ (number)

Article 6. The members are: all of a single class

OR designated by the following classes (*attach additional pages if needed*):

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Article 7. The cooperative is organized:

without capital stock

OR with capital stock.

Article 8 (IF APPLICABLE). The cooperative is authorized to issue _____ (number) shares of capital stock, as follows (*attach additional pages if needed*):

Number of shares	Class	Par Value	Preferences, limitations, and relative rights of the class of stock (<i>See instructions at the end of this form for full requirements</i>)

Article 9. Upon liquidation, the cooperative's assets shall be distributed on the following basis (*attach additional pages if needed*):

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Article 10. (Select the appropriate box to indicate whether the cooperative retains the right to amend the basis of distribution set forth in Article 9)

A. <input type="checkbox"/> These restated articles of incorporation may be amended to change the foregoing basis for distribution of assets upon liquidation of the cooperative.	OR	B. <input type="checkbox"/> Pursuant to section 185.033 of the Wisconsin Statutes, no changes may be made to the foregoing basis for distribution of assets upon liquidation of the cooperative.
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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)

(Optional) Attach any further provisions on additional pages labeled "Article 11," "Article 12," and so forth as needed. See the instructions at the end of this form for further information.

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.

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
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Email Address	Phone Number
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INSTRUCTIONS (Refer to section [185.54](#), Wis. Stats., for document content)

Please use **BLACK** ink. Submit two fully signed 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.) 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 whether the cooperative is authorizing additional stock in connection with the restatement. If the cooperative’s restated articles authorize 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 restated articles do not authorize stock beyond what was authorized in prior articles and amendments, 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.

Article 1. Enter the name of the cooperative. Section [185.94\(4\)](#) of the Wisconsin Statutes requires the name to include the term “cooperative” or an abbreviation thereof.

Article 2. Indicate whether the cooperative is to have perpetual existence or a specific term. If for a specific term, indicate the number of years or the date its existence will terminate.

Article 3. Section 185.05(1)(c) of the Wisconsin Statutes requires a cooperative’s articles to state the purpose for which the cooperative is organized. A cooperative may choose to engage in any lawful activity within the purposes for which cooperatives may be organized under chapter 185 of the Wisconsin Statutes, or it may state a more specific purpose in the space indicated.

Article 4. A cooperative must maintain either its principal office or a registered agent in Wisconsin. Select the appropriate box and provide the information indicated. If entering information for the registered agent, provide the name of the individual designated as registered agent and the agent’s address.

Article 5. Under Wisconsin law, the number of directors may be set forth in this document or in the cooperative's bylaws.

Article 6. Specify whether the cooperative will have more than one class of members. If more than one class of members, provide their designations. (More detailed membership information, including the qualifications, requirements, method of acceptance, and incidents of membership of each class, must be included in the cooperative's bylaws.)

Article 7. Specify whether the cooperative is organized with capital stock.

Article 8 (IF APPLICABLE). Complete Article 8 only if the cooperative is organized with capital stock. For each class of stock authorized, specify the number of shares authorized, the class designation, and the par value of each share in that class. In the far-right column, describe the designations, preferences, and relative rights of each class, including:

- whether that class of stock is membership stock
- how dividends will be determined (the rate of dividend, or a statement that the rate of dividend may be fixed by the board, or a statement that no dividend will be paid), and whether the dividend on any class of stock is to be cumulative
- any reservation of a right to acquire or recall any stock

Attach additional pages labeled "Article 8" as needed.

Article 9. Specify how the cooperative's assets will be distributed upon its liquidation.

Article 10. Select the appropriate box to indicate whether the cooperative wishes to reserve the right to amend the basis for distribution specified in Article 9. If box 10.A is selected, the cooperative will be able to amend Article 9 in the same manner it may amend other provisions of this document. If box 10.B is selected, the cooperative will be unable to modify the basis for distribution unless the distributions required are wholly or partly impossible to execute, as provided under section [185.033](#) of the Wisconsin Statutes.

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.

Optional additional articles. Attach any further provisions on additional pages labeled "Article 11," "Article 12," and so forth in sequential order. Additional provisions may set forth other information not addressed in Articles 1-10, including any provision that is required or permitted to be included in the cooperative's bylaws.

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.