



FORM **8**

**RESTATED ARTICLES OF INCORPORATION
BUSINESS CORPORATION**

Sec. [180.1007](#), 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 180 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 is incorporated under chapter 180 of the Wisconsin Statutes.

Article 3. The corporation shall be authorized to issue _____ shares.
If more than one class of shares is authorized, or if one or more series of shares are created within a class of shares, attach additional pages labeled "Article 3" that specify all the following:

- (1) The distinguishing designation of each class or series within a class.
- (2) The number of shares of each class, or each series within a class, that the corporation is authorized to issue.
- (3) A description of the preferences, limitations, and relative rights of each class or series.

Article 4. Name of the initial registered agent: _____

Article 5. Email address of initial registered agent: _____

Article 6. Street address of the initial 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 7. The name and complete address of each incorporator of the corporation (attach additional pages labeled "Article 7" if necessary):

Article 8 (as applicable). Attach any further provisions on additional pages labeled “Article 8,” “Article 9,” 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 or the incorporators, as applicable, and do not contain any amendment to the articles of incorporation requiring shareholder approval.

OR

B. contain one or more amendments to the articles of incorporation requiring shareholder approval. *If this box B is checked, attach additional pages labeled “Certificate” that include 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 180.1003 of the Wisconsin Statutes.*

Executed on _____ (Date) _____ (Signature)

Title: President Secretary
or other officer title _____ (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

_____ Email Address _____ Phone Number

INSTRUCTIONS (Refer to section [180.1007](#), 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 180.1007(2) 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.

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 [180.0401](#), Wis. Stats., for further details.

Article 2. This statement is required by section [180.0202\(1\)\(a\)](#) of the Wisconsin Statutes.

Article 3. State the number of shares the corporation is authorized to issue. An “investment company,” as defined in section [180.0101\(11a\)](#) of the Wisconsin Statutes, may declare an indefinite number of authorized shares.

If the corporation will issue more than one class of shares, or one or more series of shares within a class, then section [180.0202\(1\)\(d\) and \(e\)](#) of the Wisconsin Statutes require the articles of incorporation to include the additional information specified above concerning each class or series.

Articles 4 & 5. 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 6. 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 7. List the name and complete address of each incorporator.

Article 8 (as applicable). Attach any further provisions on additional pages labeled “Article 8,” “Article 9,” and so forth in sequential order. Additional provisions may set forth other information not addressed in Articles 1-7, including provisions:

- authorizing the board of directors to make certain determinations regarding the classes or series of shares under section [180.0602\(1\)](#), Wis. Stats.
- granting or limiting preemptive rights under section [180.0630](#), Wis. Stats.
- identifying the names and addresses of individuals who will serve as the corporation’s initial directors
- identifying the purpose or purposes for which the corporation is organized
- specifying how the business and affairs of the corporation will be managed and regulated

- defining, limiting, and regulating the powers of the corporation, its directors, and its shareholders
- establishing a par value for authorized shares (or classes or series of shares) in the corporation

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 item A or B to indicate whether the restatement contains an amendment to the articles of incorporation requiring shareholder approval. See sections [180.1002](#) (amendment of articles incorporation by the board of directors, without shareholder action), [180.1003](#) (amendment of articles of incorporation by shareholder approval), and [180.1005](#) (amendment of articles of incorporation prior to the issuance of shares) of the Wisconsin Statutes for information regarding the different methods of approving amendments.

If the restated articles include amendments that require shareholder 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 [180.1003](#) of the Wisconsin Statutes, which establishes requirements for obtaining shareholder approval for amendments to the articles of incorporation. In addition, if the amendment provides for an exchange, reclassification, or cancellation of issued shares, include provisions for implementing the amendment (to the extent such implementing provisions are not already contained in the amendment itself).

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.