

1902336

REGISTRY OFFICE
WAUKESHA COUNTY, WIS. | SS

United States of America

State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

NOV 12 AM 9:13

REEL 1825 IN CASE 0293

Douglas La Follette
REGISTER OF DEEDS

1902336

TO: REGISTER OF DEEDS

Attached please find a duplicate of a document filed in my office on the date endorsed therein. It is furnished in compliance with sec. 181.67(2)(b), 185.82(2)(b) or other section of the Wisconsin Statutes specifying the recording of the document in your office.



Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

Sec. 44.03(1), No fee charged by Register of Deeds or Secretary of State.

no fee

Form 102 (5/92)
Secretary of State
WISCONSIN

**NON STOCK
ARTICLES OF INCORPORATION**

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

Article 1.

The name of the corporation is **Waukesha Engine Historical Society, Inc.**

Article 2.

The period of existence shall be **Perpetual**

Article 3.

The purposes shall be to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. The purposes shall be exclusively educational and specifically to collect and preserve records and objects relating to the history of the Waukesha Motor Company, founded in 1906, and its successors. The corporation may operate museums, research centers, or historic sites on its own or in cooperation with an organization, agency or municipality. It shall promote history as prescribed in its bylaws and through membership.

Article 4. in the Wisconsin Council for Local History and affiliation with the State Historical Society of Wisconsin.

The principal office is located in **Waukesha** _____ County, Wisconsin.

The address of the principal office is

The complete mailing address, including ZIP code, must be stated.

Mr. Ron Long
Waukesha Engine Historical Society, Inc.
1000 West St. Paul Avenue
Waukesha, WI 53188

Article 5.

The name of initial registered agent is **State Historical Society of Wisconsin**

Article 6.

The address of the initial registered agent is

The complete address, including street and number, if assigned, and the ZIP code, must be stated.

816 State Street
Madison, WI 53706

Article 7.

These articles may be amended in the manner authorized by law at the time of amendment.

**-SEE INSTRUCTIONS AND SUGGESTIONS
ON PAGES 3 AND 4 OF FORM-**

**WIS SEC-STATE
FILE ID. #** →

W034432

RECEIVED
SECRETARY OF STATE
STATE OF WISCONSIN
8 31

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Select ONE of the following. Cross out the ONE not selected.

Article 8.
 The number of directors shall be fixed by by-law but shall be not less than three.

OR

~~Article 8.
 The number of directors shall be _____ . (State a definite number of at least three.)~~

Article 9.

The names and addresses of the initial board of directors are:

SEE ATTACHED.

At least 3, with complete address including street and number, if assigned, and the ZIP code.

Select ONE of the following. Cross out the ONE not selected. See instructions on page 4.

Article 10.
 Membership Provisions will be set forth in the by-laws.

OR

~~Article 10.
 Membership Provisions are as follows:~~

Article 11. (Other provisions, if any)

Attached

Article 12.

The name and address of incorporator (or incorporators) are:

NAME	ADDRESS (street & number, city, state & ZIP code)
1) <u>Ronald Long</u>	<u>1506 Glenwall Drive, Waukesha, WI 53188</u>
2) <u>Norman (Rocky) Schaefer</u>	<u>919 Lawndale Avenue, Waukesha, WI 53188</u>
3) _____	_____
4) _____	_____

Executed in duplicate on the 28th day of July, 1993.

All incorporators

SIGN HERE

Ronald D. Long
Norman B. Schaefer

WAUKESHA ENGINE HISTORICAL SOCIETY

Form 102, Articles of Incorporation

Article 9. Names and addresses of the initial board of directors are:

Mr. Edward Antoniewicz Jr.
119 Coolidge Avenue
Waukesha, WI 53186

Mr. Clifford Borgstrom
730 Lawndale Avenue
Waukesha, WI 53188

Mr. Edward Bureta
W290 S5637 Holiday Road Rt 1
Waukesha, WI 53188

Mrs. Lynne Diefenbach
440 West Wisconsin Avenue
Pewaukee, WI 53072

Mr. William Gross
W262 S3340 Ridge Road
Waukesha, WI 53188

Mr. Ronald Long
1506 Glenwall Drive
Waukesha, WI 53188

Mr. Haskell Reichert
W269 S3590 Merrills Road
Waukesha, WI 53188

Mr. Norman (Rocky) Schaefer
919 Lawndale Avenue
Waukesha, WI 53188

Mr. William Sennott
1407 Oakdale Drive
Waukesha, WI 53186

Article 11. Other Provisions.

- a. The corporation shall be responsible to the State Historical Society of Wisconsin for the conduct of its operations and shall submit an annual report of its activities to the Society as required by law. This provision shall involve no legal liability on the part of the State Historical Society.
- b. The corporation shall adopt by-laws prescribed by the State Historical Society except that such by-laws may be adapted to unique or specialized characteristics of the corporation upon approval by the Society.
- c. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that 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).
- d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- e. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- f. Disbursements by the corporation shall be made in such manner that at the end of each fiscal year of the corporation at least fifty-one per cent (51%) of all funds expended by the corporation since the date of its incorporation shall have been used in the State of Wisconsin for educational purposes.
- g. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article 11. Other Provisions: (continued)

h. The corporation, through stipulations in its by-laws, shall protect its property, collections, and assets by providing for distribution of such property, collections, and assets in the event of voluntary dissolution so as first to satisfy any liabilities and obligations with remaining assets to be distributed for exclusively educational purposes to one or more historical societies, libraries, museums, or educational institutions state, county, town, or municipally operated or incorporated exclusively for educational purposes in accordance with the provisions of s. 181.51 and s. 44.03, Wisconsin Statutes. These organizations, excepting those that are state, county, town or municipally operated, shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In the event of involuntary dissolution title to such property, collections, and assets shall vest in the State Historical Society of Wisconsin, a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, in accordance with the provisions of s. 44.03(3), Wisconsin Statutes. The corporation shall in further stipulations in its by-laws provide for the keeping of proper records for the protection of the interests of its donors and contributors.

.....
These articles of incorporation were approved by the Board of Curators of the State Historical Society of Wisconsin, meeting at ~~Lake Geneva, WI~~

_____ on ~~June 3~~,
1993, as required by s. 44.03(1), Wisconsin Statutes.

James E. Huckle President

[Signature] Director

This document was drafted by the State Historical Society of Wisconsin.

NOTARY: In completing this section, please specifically name the individual(s) whose signature(s) you are witnessing. The name(s) you cite should agree in every particular with the printed or typewritten name(s) as it appears in Article 12. Affix your seal, sign and state commission expiration date.

STATE OF WISCONSIN

County of WAUKESHA SS.

Personally came before me this 28th day of July A.D., 19 93 the aforementioned incorporator(s) (1) Ronald D. Long (2) Norman B. Schaefer (3) (4) to me known to be the person(s) who executed the foregoing instrument, and acknowledged the same.

My commission expires April 28, 1996

Carol J. Wadzinski Notary Public Signature



This document was drafted by the State Historical Society of Wisconsin

(Name of individual required by law) PLEASE PRINT OR TYPE

If a problem exists with the filing of this form, may we call you to attempt to resolve it? If so, please provide us with a phone number at which you can be reached during the day. (608) 264 - 6583



Submit a second and third choice corporate name: This name would be entered in Article 1, if your first choice corporate name is unavailable. (2) (3)

PREPARATION, FEES AND TRANSMITTAL

Prepare document in DUPLICATE ORIGINAL. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707. If sent by Express or Priority US mail, address to 30 W. Mifflin St. 9th FIR, Madison, WI 53703.) One copy will be retained (filed) by Secretary of State and the other copy will be transmitted by the Secretary of State directly to the Register of Deeds of the county within which the corporation's principal office is located, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of this form.

Two (2) SEPARATE REMITTANCES must accompany the documents.

- 1) Send a FILING FEE of \$35 payable to SECRETARY OF STATE with the articles of incorporation. Your cancelled check is your receipt for fee payment.
2) Send a RECORDING FEE of \$16 (or more) payable to REGISTER OF DEEDS with the articles of incorporation. Recording fee for this standard form is \$16. If you append additional pages, add \$2 more recording fee for each additional page. Please furnish the fee for the Register of Deeds in check form to this office and we will transmit it to the Register of Deeds with the document for recording.

No fees shall be charged in accordance with s.44.03 of the Wisconsin Statutes

NOTE: Organizations expecting to apply to Internal Revenue Service for federal TAX-EXEMPT STATUS are advised to obtain and read IRS Publication 557 "Tax-Exempt Status for Your Organization" before preparing articles of incorporation, as the document must contain particular language and provisions to meet federal tax code requirements. IRS Forms 1023, 1024 and 8718 explain the requirements, procedures and fee for making application. Corporations that expect to apply for PROPERTY TAX EXEMPTION must contact their municipal assessor.

INSTRUCTIONS AND SUGGESTIONS

ARTICLES OF INCORPORATION

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

Tom McKay, Coordinator Office of Local History State Historical Society of Wisconsin 816 State Street Madison, WI 53706

Article 1. The name must contain "Corporation", "Incorporated", or "Limited" or the abbreviation of one of those words.

Article 2. Insert "perpetual". You may insert any limitation desired, but not indefinite or a word to imply an indefinite status. Corporate existence begins as of the date that the articles of incorporation are approved for filing by the Secretary of State's office.

Article 3. May show definite purposes or may use language to the effect that the corporation may engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. (The statute expressly states that it is not necessary to enumerate the powers.)

Article 4. Give complete mailing address of the corporation's principal office in Wisconsin, including street name and number, city and ZIP code, and the COUNTY within which the office is located. P.O. Box addresses may be used.

Articles 5 and 6. The corporation must have a registered agent in Wisconsin. Be sure and show a complete address, including street and number, city and ZIP code for the registered agent. P.O. Box addresses may be included for mailing purposes.

Article 9. Sec. 181.20(2) provides that the corporation shall have a board of directors of not less than three, and that the initial board is to be named in the articles of incorporation. Please give complete addresses, including street and number, city and ZIP code for all directors.

Article 10. If the membership provisions are set forth in the articles of incorporation (rather than in the by-laws), provide for A) method of accepting and discharging members; B) any denial or restriction of voting rights; and C) any classification of members, including the distinguishing features of each class. If the corporation is to have NO MEMBERS, strike out both imprinted Articles 10 and substitute the remark that "The corporation is to have no members," and further set forth the manner of election or appointment of directors.

Article 12. Have the **INCORPORATOR SIGN** before a Notary Public. The number of incorporators may be one or more, but all the incorporators listed in the articles must sign. Make sure that both of the copies have **ORIGINAL SIGNATURES**. Carbon copy, photocopy, or rubber stamp signatures are not acceptable.

Notary Public must **SIGN AND AFFIX SEAL** on both copies of the articles, and complete their statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.

If the document is executed or acknowledged in Wisconsin, sec. 14.38(14) of the Wisconsin Statutes provides that it shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.