

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 Rainbow Over Wisconsin, Inc.

ARTICLE 2.

The period of existence shall be perpetual.

ARTICLE 3.

The corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows: To provide charitable and educational support to the Lesbian, Bisexual and Gay Community of Wisconsin.

The corporation may further engage in any lawful activity not inconsistent with the foregoing which falls within the purposes for which corporations may be organized under Chapter 181 of the Wisconsin Statutes, and which is further exclusively charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE 4.

The principal office is located in Outagamie County, Wisconsin, and the address of such principal office is: 702 East Wisconsin Avenue, Appleton, WI 54911

ARTICLE 5.

The name of the initial registered agent is: Terry Tetzlaff

ARTICLE 6.

The address of the initial registered agent is: 702 East Wisconsin Avenue, Appleton, WI 54911

ARTICLE 7.

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

ARTICLE 8.

The number of directors constituting the Board of Directors shall be fixed by by-law but shall not be less than three (3).

ARTICLE 9.

The names and addresses of the initial Board of Directors are:

Mark Mariucci, c/o Za's, 1106 Main Street, Green Bay, WI 54301
John Jacob, c/o Pivot Club, PO Box 474, Appleton, WI 54912-0474
Dean D. Dayton, c/o Blue Lite, 1029 North 8th Street, Sheboygan, WI 53081
Patrick J. Conrad, c/o Napalese Lounge, 515 South Broadway, Green Bay, WI 54303
Terry L. Tetzlaff, c/o Brandy's II, 1126 Main Street, Green Bay, WI 54301
Todd J. West, 702 E. Wisconsin Avenue, Appleton, WI 54911

Sally Collins, c/o SASS, 840 S. Broadway, Green Bay, WI 54303
Victoria Ostrowski, c/o Mad Hatter, 320 Washington, Wausau, WI 54403

ARTICLE 10.

Any person, firm, corporation, or group of individuals operating in Wisconsin interested in the purposes set forth in Article 3 may become a member of this corporation. The classification and qualifications for membership shall be provided by the by-laws of the corporation.

ARTICLE 11.

The corporation was formed and shall continue to be a membership corporation without capital stock and is a non-stock, non-profit corporation under Chapter 181 of the Wisconsin Statutes. No part of the net earnings of the corporation shall inure the benefit or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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 or public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activity 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, or corresponding section of any future federal tax code, or (b) by a corporation, distributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 12.

In the event of liquidation or dissolution of the corporation, no liquidation or other dividends in distribution of property owned by the corporation shall be declared or paid to any member, director, officer or private person; but, rather upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code as the Board of Directors shall determine. Such payments shall be to or for the benefit of the Rainbow Over Wisconsin, Inc. to the extent possible and to the extent that such payments comply with the foregoing provisions of this Article 11.

ARTICLE 13.

The name and address of the incorporator is:

Terry Tetzlaff
702 E. Wisconsin Avenue
Appleton, WI 54911

Executed in duplicate on the 23rd day of January, 1996

Terry Tetzlaff

STATE OF WISCONSIN)
) ss:
OUTAGAMIE COUNTY)

Personally came before me this 23rd day of January, 1996, the above named Terry Tetzlaff, to me known to be ther person who executed the foregoing instrument and acknowledged the same.

Bruce A. Olson
Notary Public, State of Wisconsin
My commission is permanent

Original is stamped as follows:

DOC #1179193

State of Wisconsin Filed Feb 7, 1996, Douglas LaFollette, Secretary of State

J17718-1-06

RECEIVED – Secretary of State, State of Wisconsin 96 FEB 2 A 8:00

Outagamie County, Received for Record Feb 8, 1996 at 9 O’Clock AM, Grace Herb, Register of Deeds. Pd \$16.00

WIS SEC-STATE FILE ID # R031165