

**ARTICLES OF INCORPORATION**  
**of**  
**WISCONSIN NATIONAL GUARD FOUNDATION, INC.**

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For the purpose of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, the undersigned executes the following Articles of Incorporation.

**ARTICLE 1**  
**NAME**

The name of the Corporation is Wisconsin National Guard Foundation, Inc., hereinafter referred to as the "Corporation."

**ARTICLE 2**  
**EXISTENCE**

The Corporation is created as a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.

**ARTICLE 3**  
**PURPOSES**

3.1 The Corporation is organized and operated exclusively for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes shall include to provide scholarships and leadership development opportunities for National Guard members and their families, to support National Guard members in need, and to raise public awareness of the valuable role the National Guard plays in assisting and protecting Wisconsin residents following natural disasters, humanitarian missions and civil unrest.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Code.

**ARTICLE 4**  
**POWERS**

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that:

4.1 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 is 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 above;

4.2 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

4.3 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; and,

4.4 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4.5 The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

**ARTICLE 5**  
**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

**ARTICLE 7**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

**ARTICLE 8**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

8.1 The mailing address of the principal office of the Corporation is:

2400 Wright Street, Room 151  
Madison, WI 53704

8.2 The name and address of the registered agent is:

Michael Williams  
2400 Wright Street, Room 151  
Madison, WI 53704

**ARTICLE 9**  
**AMENDMENT**

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

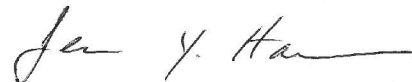
**ARTICLE 10**  
**INCORPORATOR**

The name and address of the incorporator, who is older than eighteen years, is:

Jessica Harrison  
On behalf of Scholz Nonprofit Law LLC  
612 W. Main Street, Suite 301  
Madison, WI 53703

Executed this 26th day of April, 2021.

By:



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Jessica Y. Harrison

Drafted by:  
Jessica Y. Harrison  
Scholz Nonprofit Law LLC  
612 W. Main Street, Suite 301  
Madison, WI 53703