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Sec. 181.0202
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

JUN 12 2001

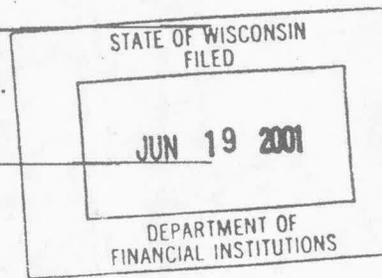
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ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

(NOTE: Do not use this form for organizing a for-profit business corporation. Use Form 2)

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Ch. 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

- Article 1. Name of corporation: Whitewater Aquatic Center, Inc.
- Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.
- Article 3. Name of the initial registered agent: Jim Schroeder
- Article 4. Street address of the initial registered office: *(The complete address, including street and number, if assigned, and ZIP code. P.O. Box address may be included as part of the address, but is insufficient alone.)*
1666 Mound View Place
Whitewater, WI 53190
- Article 5. Mailing address of the initial principal office:
1666 Mound View Place
Whitewater, WI 53190



Article 6. (Select and mark (X) one of the statements below)
 The corporation will have members. OR The corporation will not have members.

Article 7. The number of Directors shall be fixed by the By-Laws but shall not be less than three (3).

Article 8. The purpose or purposes for which the corporation is organized:

The corporation shall be operated for the purpose of developing, managing, operating and maintaining an indoor multi-purpose aquatic facility as a public facility serving the general public recreational needs of the City of Whitewater, Wisconsin and its recreational programs and the programmatic needs of the Whitewater Unified School District (collectively the "Supported Organizations").

Upon dissolution of the Corporation, after paying or making provision for payment of all of the liabilities of the Corporation, the Board of Directors shall dispose of all assets of the Corporation to or for the benefit of the Supported Organizations. If either of the Supported Organizations or its successor shall not then be in existence or shall fail to qualify as an

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exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Code), then the Board of Directors shall dispose of all such remaining assets to or for the benefit of the remaining Supported Organization that does qualify as an exempt organization under the applicable provisions of said Internal Revenue Code. If both of the Supported Organizations and their respective successors shall not then be in existence or shall fail to qualify as an exempt organization as set forth above, the Board of Directors shall in its discretion dispose of all remaining assets of the Corporation exclusively for the use of such organization or organizations selected by the Board of Directors which are organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of said Internal Revenue Code. Any assets of the Corporation not disposed of by the Board of Directors as provided herein shall be disposed of as ordered by the Circuit Court of Walworth County, Wisconsin, exclusively for such purposes and to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

Article 9.

The Corporation is organized exclusively for charitable, educational or scientific purposes as provided in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Code). No distribution or other use of the assets of the Corporation and/or income thereof shall be made to any person or organization other than an organization organized and operated exclusively for charitable purposes or which otherwise jeopardizes the federal income tax exemption of the Corporation pursuant to said Section 501(c)(3). So long at the Corporation qualifies and otherwise satisfies the requirements of this provision and the applicable provisions of the Internal Revenue Code, the assets of the Corporation and any income thereof shall be used for the purposes set forth herein.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, private individuals; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in accordance with the Corporation's By-Laws.

No substantial part of the activities of the Corporation shall consist of 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. 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 said Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

In the event the Corporation is classified as a private foundation under Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Code), (a) income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of said Internal Revenue Code; and (b) the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of said Internal Revenue Code, (ii) retain any excess business holdings as defined in Section 4943(c) of said

Internal Revenue Code, (iii) make any investments in any manner as to incur tax liability under Section 4944 of said Internal Revenue Code or (iv) make any taxable expenditures as defined in Section 4945(d) of said Internal Revenue Code.

FILING FEE - \$35.00 SEE instructions, suggestions, and procedures on following pages.

Article 10. Name and complete address of each incorporator:

Attorney Michael E. Grubb
One East Milwaukee Street
P.O. Box 1148
Janesville, WI 53547-1148



Michael E. Grubb

This document was drafted by Attorney Michael E. Grubb

(Name the individual who drafted the document)

▶ **OPTIONAL** - Second choice corporate name if first choice is not available:

ARTICLES OF INCORPORATION
Nonstock Corporation

Attorney Michael E. Grubb
Brennan, Steil, Basting
& MacDougall, S.C.
One East Milwaukee Street
P.O. Box 1148
Janesville, WI 53547-1148

▲ Your name, return address, and phone number during the day: (608) 756-4141