



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, David J. Duecker, Deputy Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "David J. Duecker".

DAVID J. DUECKER, Deputy Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: November 1, 2019

BY: Noah Rucker

A handwritten signature in blue ink, appearing to read "Noah Rucker".

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 River Falls Library Foundation, Inc.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes shall be to receive, administer, and distribute contributions, and accruals thereto, for the benefit of the River Falls Public Library system, excepting as hereinafter limited

NOV 14 12:00AM 88
#.#
182177 DCORP 70 70.00

110606 REMIT \$ 70.00
This filing
Other filing
CREDIT 70.00

21062 REMIT \$ 70.00
This Filing 35.00
Other Filing
REFUND 35.00

Article 4. Location of the principal office in Wisconsin is
(Include street & number, city, state and ZIP code)

115 East Elm St.
River Falls, WI 54022
Pierce County

Article 5. Name of the initial registered agent is Helen Schmidt

Article 6. Address of the initial registered agent is 115 East Elm St.
(Include street & number, city, state and ZIP code) River Falls, WI 54022

Article 7. These articles may be amended in the manner authorized by law at the time of amendment, but no amendment shall be made which will conflict with the statement of intent and purposes set forth in Article 11 hereof.

06 12/26/78

SPECIAL INSTRUCTION

PLEASE NOTE: The number of directors, or the manner in which that number is determined, must be established either in these articles of incorporation OR in the by-laws of the corporation. You may USE ONE of the following "Article 8" and CROSS OUT the one that is not used, or substitute wording of your choice.

~~XXXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXXX~~
~~(XXXXXXXXXXXXXXXXXXXXX)~~

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

Article 9. The names and addresses of the initial Board of Directors are:
(Include street & number, city, state and ZIP Code)

Helen E. Schmidt
115 East Elm St.
River Falls, WI 54022

R. V. Alexander
R. R. 1, Randall Rd.
River Falls, WI 54022

C. L. Gaylord
113 East Elm St.
River Falls, WI 54022

Article 10. (Membership provisions) There shall be one (1) class of membership and all members shall have equal voting rights. Any person, without restriction, limitation, or specification of any kind may, upon payment of an annual dues to be set by the By-laws from time to time, be a member. Upon failure to pay the annual membership fee, such membership shall automatically lapse. The rights of the members, unless otherwise stated in these Articles shall be as set forth in Wis. Stats. Chapter 18, (or corresponding provisions of any subsequent laws) in effect at the time such rights need to be ascertained.

Article 11. (Other provisions) It is the intent of the incorporator that the assets and income of this corporation, and all contributions, bequests, grants, and any other gifts to the corporation, shall be held, administered, and used solely for the benefit of the River Falls Public Library system. Excepting for reimbursement for out-of-pocket expenses paid or incurred, no officer, director, or member shall receive any compensation for services performed or any other form of distribution of income or assets, in cash or in kind, or otherwise. It is the specific intent of the incorporator that said corporation shall qualify as a charitable, tax-exempt, nonprofit corporation and any act which would be contrary to this intent is specifically prohibited by these articles.

** See attached

**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.

Notwithstanding any other provision of these articles, or by-laws, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under any present (or future) provision of the U. S. Internal Revenue Code, and State of Wisconsin tax law; or (b) by a corporation, contributions to which are deductible, in whole or in part, under any present (or future) provision of the U. S. Internal Revenue Code, and State of Wisconsin tax law.

In the event of dissolution of this corporation, all assets of the corporation, after the costs of dissolution have been paid, shall belong to the River Falls Public Library.

In the event, at any time, that distributions by this corporation to the River Falls Public Library system or otherwise on its behalf, would disqualify this corporation from being a charitable, tax-exempt, non-profit corporation, then distributions shall be withheld until such time as such disqualification would not occur or until an alternate distribution to fulfill the corporate purposes, which would not disqualify the corporation, has been found. Should no federal or state law any longer provide such benefits, then the directors shall so direct the affairs, and distributions of the corporation as to achieve the most benefits for the corporation and intended beneficiary as are available, in their discretion.

These articles are intended to comply specifically with present I.R.S. Code Sec. 501(c) (3) and hereby incorporates by reference, as part of these articles, those specific requirements and prohibitions stated therein (or in any future corresponding provision of any U. S. tax law) necessary to make this a tax-exempt charitable corporation.

Article 12. The name and address of incorporator (or incorporators) are:

NAME

ADDRESS

(street & number, city, state and ZIP Code)

R. V. Alexander

R. R. 1, Randall Rd., River Falls, WI 54622

Executed in duplicate on the 4th day of November, 19 88

All incorporators
SIGN HERE

R. V. Alexander

STATE OF WISCONSIN

County of

ss.

Personally came before me this 4th day of November, A.D. 19 88

the above named R. V. Alexander

to me known to be the person who executed the foregoing instrument, and acknowledged the same.

Karen M. Engel Notary Public

My Commission expires July 9, 1989

Notarial
Seal

This document was drafted by

C. L. Gaylord, Attorney

(Name of Person)

Please print or type

See instruction M

READ THE INSTRUCTIONS ON THE REVERSE SIDE
AND PLEASE FILL OUT THE RETURN ADDRESS BOX

ARTICLES OF INCORPORATION (Non-stock)

\$ 12,000 Pierre Co

Mail Returned Copy to:
(FILL IN NAME AND ADDRESS HERE)

C. L. Gaylord
Attorney at Law
P.O. Box 46
River Falls, WI 54022

\$70.00
(\$35.00 refund)

STATE OF WISCONSIN
FILED

NOV 30 1988

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

INSTRUCTIONS AND SUGGESTIONS

A. Prepare 16 DUPLICATE ORIGINAL: Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: State Capitol, Madison, Wisconsin 53702.) One copy will be retained (filed) by Secretary of State and the other copy returned as you indicate in the box above. The copy that is returned MUST BE RECORDED WITHIN 60 DAYS with the Register of Deeds of the county in which the principal office of the corporation is located. Corporate existence commences when the articles are left for record at the Register of Deeds.

B. 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, xerox, or rubber stamp signatures are not acceptable.

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

D. SEND THE FILING FEE of \$25 with the articles. Your cancelled check is your receipt.

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

F. Article 2. Insert "perpetual" or set any limitation desired.

G. 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. (The statute expressly states that it is NOT necessary to enumerate the powers.)

H. Article 4. Give complete address of the corporation's principal office in Wisconsin, including city, town or village, and street and number, if any, and ZIP code.

I. Articles 5 & 6. The corporation must have a registered agent in Wisconsin. Be sure and show a complete address for the registered agent, including street and number, city and zip code.

K. Article 10. This article must set forth the method of accepting and discharging members, any denial or restriction of voting rights, and any classification of members (including distinguishing features of each class) OR the specification that the by-laws cover these matters.

If the corporation is to have no members, Article 10 must so state. In this instance, the manner of election or appointment of directors must be set forth OR the specification that the by-laws cover these matters.

L. Article 11. Provides space for the insertion of any other provisions which may be desired.

M. Section 14.38(14) Wisconsin Statutes provides that this document shall not be recorded 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. The statement appearing on page 3 of this form, if completed, complies with this provision. Be sure it is completed on each of the copies.

N. Corporations that expect to apply to Internal Revenue Service for TAX EXEMPT STATUS are advised to consult that agency before preparing their articles of incorporation. Particular language and specifications must be included in the articles of incorporation in order to meet federal tax code requirements.

C. I. GAYLORD
PO BOX 46
RIVER FALLS

WI 54022



DATE: NOVEMBER 30, 1988

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that,
on the date above written, Articles of Incorporation (or Association) of

RIVER FALLS LIBRARY FOUNDATION, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

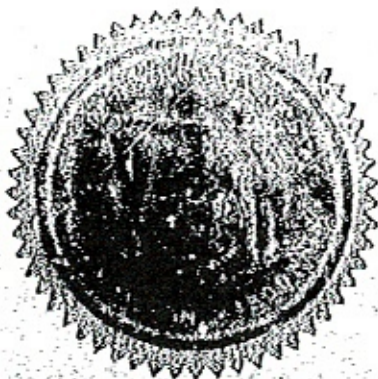
CHAPTER 181-THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such
organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin
Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY
WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on

11/30/1988

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State



FORM 3

SEE REVERSE FOR MORE INFORMATION

State of Wisconsin
SECRETARY OF STATE

06 R026478
Please read instructions on
the reverse before attempting
to complete this form.

Resolved, That Article 7 of Articles of Incorporation is amended to read as follows:
These articles may be amended in the manner authorized by law at the time of amendment,
but no amendment shall be made which will conflict with the statement of intent and
purposes set forth in Articles 3 and 11 hereof.

And Article 11 is amended by adding to it the following: Upon the dissolution of the
corporation, the Board of Trustees shall, after paying or making provisions for the payment
of all the liabilities of the corporation, dispose of all the 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, religious
or scientific purposes or shall at the time qualify as an exempt organization or organi-
zations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding
provision of any future United States Internal Revenue Law), as the Board of Trustees shall
determine. Any such assets not so disposed of shall be disposed of by the Court of Common
Pleas of the county in which the principal office of the corporation is then located, exclu-
sively for such purposes or to such organization or organizations, as said**
officers of River Falls Library Foundation, Inc. a Wisconsin corporation
(enter the present corporate name, before any change this amendment may cause)
with principal office in Pierce County, Wisconsin, CERTIFY:

(A) That the foregoing amendment of the articles of incorporation of said corporation was adopted on
October 6, 1989 by written consent signed by all of the members having voting rights.
OR ** court shall determine, which are organized and operated exclusively
for such purposes.

(B) That said corporation has no members having voting rights, and that the foregoing amendment of the
articles of incorporation of said corporation was adopted at a meeting of the board of directors
on October 23 12:00AM, 1989 by a majority affirmative vote (or greater, as may be re-
quired by the articles of incorporation) of the directors in office.

OR

196240 EXPED 25 25.00

(C) That the foregoing amendment of the articles of incorporation of said corporation was adopted by
the members on October 9 12:00AM, 1989 by the following vote:

Number of members
having voting rights

Number present in
person or by proxy

Number voting
FOR AGAINST

REMIT \$ 80.00
22019 This Filing 50.00
Other Filing
REFUND 10.00

OCT 09 12:00AM 87

194443 DCORP 35 35.00

Executed in duplicate and seal (if any) affixed this 18 day of October, 1989.

BY:

as

(Secretary) C. L. Gaylord
indicate which

AFFIX SEAL
xxxstatexxx
there is none

BY:

as

(President) Helen Schmidt
indicate which

This document
was drafted by

C. L. Gaylord, Attorney
please print or type the name of the individual

WI SEC
OF STATE
CREDIT

USE ONLY ONE - STRIKE OUT THE
ITEMS YOU DO NOT USE.

47

Article 7: Provision to Amend
 Article 11: Dissolution Clause
 601(c)(3)



\$35.00 Expedited

Mail Returned Copy to:
 (FILL IN THE NAME AND ADDRESS HERE)

C. L. Gaylord, Attorney
 P.O. Box 46
 River Falls, WI 54022

\$6.00 Pierce
 STATE OF WISCONSIN
 EN EN

OCT 20 1989

DOUGLAS LA FOLLETTE
 SECRETARY OF STATE

#35.00
 (\$10.00 refund)

INSTRUCTIONS

1(A). If amendment is adopted by written consent, the consent is to be signed by all of the members having voting rights. 1(B). If the corporation has NO MEMBERS WITH VOTING RIGHTS, amendment may be adopted by majority affirmative vote of the board of directors, unless the articles of incorporation require a larger vote. 1(C). If amendment is adopted at a meeting of the members, it must receive a 2/3 affirmative vote of the members or represented by proxy, unless the articles of incorporation or bylaws make other specifications.

Enter the requisite information in ONE OF THE THREE items 1(A), 1(B) or 1(C) and strike out the two items you do not use.

VOTING RIGHTS DEFINED. The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or in the bylaws if the articles so provide. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members. Ref. sec. 181.16 Wis. Stats.

2. Affix CORPORATE SEAL to each copy of the document, or enter the remark "NO SEAL" if the corporation does not have a seal. The PRESIDENT (or vice-president) and SECRETARY (or asst. secretary) are to sign each copy with original signatures. Carbon copy, xerox, or rubber stamp signatures are not acceptable.

3. Submit in DUPLICATE ORIGINAL. Furnish Secretary of State two copies of the document. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707.) One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county named in this document, 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.

4. Two SEPARATE REMITTANCES are required.

A) Send a filing fee of \$25, payable to SECRETARY OF STATE. Your cancelled check is your receipt for fee payment.
 B) Send a RECORDING FEE of \$6, payable to REGISTER OF DEEDS of the county named in this document as the county within which the corporation's principal office is located. If you append addition pages to this standard form, add \$2 more recording fee for each additional page. NOTE: If this document effects a change of the address of the corporation's principal office from one county to another, submit a TRIPPLICATE document, and a recording fee for each county. Recording fee for the old county is \$6 and the recording fee for the new county is \$8 when using this standard form with no attachments.

Please furnish the fee for the Register of Deeds in check form with your document, and we will transmit it to the Register of Deeds with the document for recording.

State of Wisconsin
SECRETARY OF STATE

06 R026478
Please read instructions on
the reverse before attempting
to complete this form.

Resolved, That See attached

NOV 29 12:00PM
H. H.
194678 INCORP 25 25.00

NOV 29 12:00PM
H. H.
194678 CORP 25 25.00

The undersigned officers of River Falls Library Foundation, Inc. a Wisconsin corporation
(enter the present corporate name, before any change this amendment may cause)
with principal office in Pierce County, Wisconsin, CERTIFY:

(A) That the foregoing amendment of the articles of incorporation of said corporation was adopted on
October 6, 19 89 by written consent signed by all of the members having voting rights.

OR

(B) That said corporation has no members having voting rights, and that the foregoing amendment of the
articles of incorporation of said corporation was adopted at a meeting of the board of directors
on _____, 19 _____ by a majority affirmative vote (or greater, as may be re-
quired by the articles of incorporation) of the directors in office.

OR

(C) That the foregoing amendment of the articles of incorporation of said corporation was adopted by
the members on _____, 19 _____ by the following vote:

Number of members having voting rights	Number present in person or by proxy	Number voting	
		FOR	AGAINST

Executed in duplicate and seal (if any) affixed this 27 day of November, 19 89.

BY: C. L. Gaylord AFFIX SEAL BY: Helen Schmidt
as (Secretary) or ~~XXXXXX~~ as (President) or ~~XXXXXX~~
indicate which there is none indicate which

This document was drafted by C. L. Gaylord, Attorney
please print or type the name of the individual

Mail Returned Copy to
(FILL IN THE NAME AND ADDRESS HERE)

C. L. Gaylord
Attorney at Law
P.O. Box 46
River Falls, WI 54022

INSTRUCTIONS

(A) If amendment is adopted by written consent, the consent is to be signed by all of the members having voting rights. (B) If the corporation has NO MEMBERS WITH VOTING RIGHTS, amendment may be adopted by majority affirmative vote of the Board of directors unless the articles of incorporation require a larger vote. (C) If amendment is adopted at a meeting of the members, it must receive a 2/3 affirmative vote of the members or represented by proxy, unless the articles of incorporation or bylaws make other specifications.

Enter the requisite information in ONE OF THE THREE items (A), (B) or (C) and strike out the two items you do not use.

VOTING RIGHTS DEFINED. The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or in the bylaws if the articles so provide. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members. Ref. sec. 181.16 Wis. Stat.

2. Affix CORPORATE SEAL to each copy of the document, or enter the remark "NO SEAL" if the corporation does not have a seal. The PRESIDENT (or vice-president) and SECRETARY (or asst. secretary) are to sign each copy with original signatures. Carbon copy, xerox, or rubber stamp signatures are not acceptable.

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Please furnish the fee for the Register of Deeds in check form with your document, and we will transmit it to the Register of Deeds with the document for recording.

Article 7 of Articles of Incorporation is amended to read as follows: These articles may be amended in the manner authorized by law at the time of amendment, but no amendment shall be made which will conflict with the statement of intent and purposes set forth in Articles 3 and 11 hereof.

11.3 PURPOSE CLAUSE: The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article 11 is amended by adding to it the following: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the 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, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Amendment (88.10 11.12.1989)
- Adds 'Tax-Exempt' provision, to purposes (Art. 3) &
dissolution provision (Art. 11)
- Amends amendment provisions (Art. 9)

Price

STATE OF WISCONSIN
FILED

NOV 28 1989

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

#25.00 plus #25 Exp. Fee

Atty. C. Lester Gaylord
113 East Elm Street
P.O. Box 46
Riverview, Wis. 54672