

**ARTICLES OF INCORPORATION
OF
WABENO AREA PLAYERS**

ARTICLE I

Name

1.01 Name

The name of the Corporation is "WABENO AREA PLAYERS". The business of the corporation may be conducted as Wabeno Area Players or WAP.

ARTICLE II

Duration

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

3.01 Purpose

Wabeno Area Players (WAP) is a non-profit, member-controlled theater located in Wisconsin. WAP volunteers and staff foster artistic freedom, growth, and expression through non-traditional experimental and/or original artistic forms. Our goals include creating high quality and unique theater through

- promoting communication, education, and entertainment;
- challenging the cultural and intellectual assumptions of our audiences through unique and diverse productions;
- producing world premiere adaptations or original concepts of extant works;
- promoting and defending freedom of expression; and
- supporting writer/directors' visions of their own work.

WAP respects and facilitates community access by maintaining reasonable ticket prices and by welcoming community members to become active in the theater, rewarding hard work with rights accompanied by responsibilities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organization which fall under section 501(c)(3) of the Internal Revenue Code and are operated exclusively for educational, artistic and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Wabeno Area Players is designated as a public benefit corporation.

ARTICLE IV
Powers

4.01 Powers

This Corporation shall have and possess all powers which may be lawfully exercised by a nonprofit corporation under the laws of the State of Wisconsin, so long as the exercise of such powers is not inconsistent with the provisions of Article III.

ARTICLE V
Prohibited Activities

5.01 Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 the furtherance of the purposes set forth in Article III. 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, without limitation, the publishing, lobbying or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, 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 I.R.C. Section 501(c)(3), as amended; or
- (b) a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2), as amended.

ARTICLE VI
Place of Business

6.01 Place of Business

The principal place of business of this Corporation shall be Post Office Box 325, Wabeno, Wisconsin, 54566, which shall also be the registered office of the Corporation. The registered agent of the Corporation at such address shall be Joshua L. Jameson.

ARTICLE VII
Board of Directors

7.01 Board of Directors

The business of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and their terms and time of election shall be determined in the manner specified in the bylaws and may be amended in the manner provided therein. When possible, the Board of Directors shall be selected in a fashion to create diversity on the Board of Directors. The following individuals will act as the initial Board of Directors of this Corporation until their successors are elected and qualified.

- Joshua L. Jameson, 5821 Haney Hill Rd., Argonne, WI 54511
- Carol Bartlein, 920 Kohlhoff Road, Wabeno, WI 54566

Kimberly Odekirk, 8005 County Road O, Argonne, 54511
Linda Harter, 1727 County Road W, Wabeno, WI 54566
Daniel Boatright, 2940 Maple Lane, Wabeno, WI 54566
Robert Brown, 14849 McCabe Road, Lakewood, WI 54138
Kathy Millan, 8490 Millan Road, Armstrong Creek, WI 54103

ARTICLE VIII Amendments

8.01 Amendments

These Articles may be amended by a majority vote of the Directors at any regular meeting or special meeting called for that purpose.

ARTICLE IX Dissolution

9.01 Dissolution

Upon 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, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under I.R.C. Section 501 (c)(3), as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the 9th Judicial Court of Forest County, Wisconsin exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X Limitation of Liability

10.01 Limitation of Liability

To the maximum extent permitted by applicable law and effective immediately, no Director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a Director, except for acts and omissions that involve intentional misconduct by a Director, a knowing violation of law by a Director, for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

ARTICLE XI Private Foundation Requirements and Prohibitions

11.01 Private Foundation Requirements and Prohibitions

During any period, the Corporation is deemed to be a private foundation as defined in I.R.C. Section 509, as amended, or corresponding provisions of subsequent federal tax laws:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by I.R.C. Section 4942, as amended;
2. The Corporation shall not engage in any act of self-dealing as defined in I.R.C. Section 4941(d), as amended;
3. The Corporation shall not retain any excess business holding as defined in I.R.C. Section 4943(d), as amended;
4. The Corporation shall not make any investments in such manner as to subject it to tax under I.R.C. Section 4944, as amended; and
5. The Corporation shall not make any taxable expenditures as defined in I.R.C. Section 4945(d), as amended.

ARTICLE XII

Tax Exempt Purposes

12.01 Tax Exempt Purposes

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by:

- (a) a corporation exempt from Federal income tax under I.R.C. Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue laws) or
- (b) a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XIII

Appointment of Registered Agent

13.01 Registered Agent

The registered agent of the corporation shall be:

Joshua L. Jameson, 5821 Haney Hill Rd., Argonne, WI 54511

ARTICLE XIV

Incorporator

14.01 Incorporator

The incorporators of the corporation are as follows:

Joshua L. Jameson, 5821 Haney Hill Rd., Argonne, WI 54511
Carol Bartlein, 920 Kohlhoff Road, Wabeno, WI 54566
Kimberly Odekirk, 8005 County Road O, Argonne, WI 54511
Linda Harter, 1727 County Road W, Wabeno, WI 54566
Daniel Boatright, 2940 Maple Lane, Wabeno, WI 54566
Robert Brown, 14849 McCabe Road, Lakewood, WI 54138
Kathy Millan, 8490 Millan Road, Armstrong Creek, WI 54103

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Wabeno Area Players were approved by the board of directors on July 31, 2016 and constitute a complete copy of Articles of Incorporation of the Wabeno Area Players.

Joshua L. Jameson, 5821 Haney Hill Rd., Argonne WI 54511

Joshua L. Jameson

Carol Bartlein, 920 Kohlhoff Road, Wabeno, WI 54566

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Kimberly Odekirk, 8005 County Road O, Argonne, 54511

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Robert Brown, 14849 McCabe Road, Lakewood, WI 54138

Robert Brown

Kathy Millan, 8490 Millan Road, Armstrong Creek, WI 54103

Kathy Millan

Acknowledgment of consent to appointment as registered agent

I, **Joshua L. Jameson**, agree to be the registered agent for **Wabeno Area Players** as appointed herein.

Registered Agent: _____

Date: _____