

**Dodge County Healthy Soil Healthy Water Alliance, Inc.**  
**Articles of Incorporation**

Articles of Incorporation of the Dodge County Healthy Soil Healthy Water Alliance, Inc., a Wisconsin Corporation under Chapter 181, WI Stats, of Dodge County, Wisconsin.

**Article I**

Name

The name of the corporation shall be Dodge County Healthy Soil Healthy Water Alliance, Inc., and its location shall be in Juneau, Wisconsin in Dodge County. The address of such principal office is PO Box 59, Beaver Dam, Wisconsin, 53916.

**Article II**

Duration

The period of existence shall be perpetual.

**Article III**

Purpose

The Corporation is organized exclusively for educational and scientific purposes as meant by and within the meaning of those terms as used in section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto of any future Federal tax code. The Corporation's purposes shall include, but not be limited to, the following: to adopt measures to promote healthy soil and healthy water within Dodge County, WI. The Corporation is designated as a public benefit corporation.

**Article IV**

Non-Profit Nature

**4.1 Prohibited Distributions**

The Corporation shall operate, and shall receive, hold, use and dispose of its funds and property, after providing for expenses incident to its operation, exclusively for the purposes of its organization. No part of the net earnings or assets of the Corporation shall inure to the benefit of any private individual or other person having a personal and private interest in the activities of the Corporation, except that the Corporation shall be authorized to pay reasonable compensation for necessary services actually rendered to it and to make payments and distributions for the purposes of the organization. No dividend or pecuniary profits or liquidation dividends or distributions shall be declared or paid. Supplementary to the purposes of this organization, the Corporation may engage or participate in any activity, business or enterprise to procure funds for the purposes of the Corporation but only, however, to the extent that such activity, business or enterprise will not jeopardize the tax-exempt status of the Corporation.

#### 4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.3 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

### **Article V**

#### Members

The Corporation shall have members. The members shall have the rights and powers as shall be set forth in the By-Laws of the Corporation or conferred upon members of nonstock corporations under the Wisconsin Nonstock Corporation Law.

### **Article VI**

#### Board of Directors

#### 6.1 Governance

The affairs of the Corporation shall be managed by a Board of Directors as set forth in the By-Laws of the Corporation. The manner of appointment and removal of the Board of Directors shall be provided in the By-Laws of the Corporation. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action is signed by two-thirds of the directors then in office. The interest of any director, officer or member in this Corporation shall not be assignable inter vivo, nor shall it pass to any personal representative, heir or devisee.

#### 6.2 Authority

The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall elect its officers, shall have authority to accept or reject membership, shall determine its policies within the limit of these Articles and the By-Laws of the Corporation, shall actively prosecute its objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

### **Article VII**

#### Dissolution

All of the property of this Corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people. Upon termination or dissolution of the Corporation any assets lawfully available for distribution shall be distributed to

one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The Board shall make a recommendation of at least two such organizations to be voted upon by the members.

**Article VIII**  
Distributions

The Corporation may make distributions or other payments pursuant to Wisconsin Statutes section 181.1302(3), as amended, upon authorization of the Board of Directors of the Corporation if: (a) the distribution or other payment is made in accordance with the stated purpose of the Corporation; (b) the Corporation would be able to pay its debts as they become due in the usual course of its activities; (c) the Corporation's total assets, after such distribution or other payment, would equal at least the sum of its total liabilities; and (d) the corporation to which the distribution or other payment is made may not distribute any part of its income to members, directors or officers and is exempt from taxation under Code section 501 (c)(3).

**Adoption of Articles of Incorporation**

Adopted this \_\_ day of \_\_, 2020 at the Special Meeting of the Voting Members. Members present in person or by proxy \_\_; members voting for said articles \_\_; against articles \_\_. The by-laws define a quorum as being twenty percent of voting members in order to approve articles. The Articles were adopted in accordance with section 181.1002, Wisconsin Statutes.

\_\_\_\_\_  
Co-Chairperson

\_\_\_\_\_  
Co-Chairperson

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date