

Articles of Incorporation of the Brittany Cayemberg Foundation, Inc.

The undersigned, for the purpose of forming a Wisconsin nonstock corporation under the provisions of Chapter 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the Corporation is the Brittany Cayemberg Foundation.

Article II Law of Incorporation

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

Article III Purposes and Powers

1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code").
2. The Corporation may receive gifts and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the purposes for which the Corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under Chapter 181 of the Wisconsin Statutes.
3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code.
4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Article IV No Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be 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 III hereof.

Article V Registered Agent

The name of the initial registered agent of the Corporation is Michael L. Georgia.

Article VI Registered Office

The street address of the initial registered office of the Corporation in the State of Wisconsin is:
2622 Pecan Street
Green Bay, Wisconsin 54311

Article VII Principal Office

The mailing address of the initial principal office of the Corporation is :
P. O. Box 8957
Green Bay, Wisconsin 54308 - 8957

Article VIII No Members

The Corporation shall not have members.

Article IX Board of Directors

The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

The names and addresses of the members of the initial Board of Directors of the Corporation are:

Alison Cayemberg
3001 Creekwood Drive
Green Bay, Wisconsin 54311

Michelle Cayemberg
3001 Creekwood Drive
Green Bay, Wisconsin 54311

Randy Cayemberg
P.O. Box 28256
Green Bay, Wisconsin 54324

Amy Fay
1441 South Robinson Avenue
Green Bay, Wisconsin 54311

Jeff Fay
1441 South Robinson Avenue
Green Bay, Wisconsin 54311

Mary Georgia
2622 Pecan Street
Green Bay, Wisconsin 54311

Michael Georgia
2622 Pecan Street
Green Bay, Wisconsin 54311

Article X Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations as the Board may determine which are organized and operated exclusively for charitable or educational purposes and which qualify as exempt organizations under Section 501 (c) (3) of the Code. Any assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office (or, if none in this state, the registered 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. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

Article XI Name of Incorporator

The name and address of the Incorporator are:

Mary P. Morrison
Leonard, Street and Deinard, P.A.
Suite 2300
150 South Fifth Street
Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of _____, 2011.

Mary P. Morrison, Incorporator

This document was drafted by:

Mary P. Morrison
Leonard, Street and Deinard, P.A.
Suite 2300
150 South Fifth Street
Minneapolis, Minnesota 55402