

DO NOT STAPLE

Sec. 185.54
Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



RESTATED ARTICLES OF INCORPORATION – COOPERATIVE

The following restated articles of incorporation of

_____ (Corporate name prior to any change effected by this restatement)

duly adopted pursuant to the authority and provisions of Chapter 185 of the Wisconsin Statutes, supercede and take the place of the existing articles of incorporation and any amendments thereto:

Article 1. Name of the cooperative:

_____ (must include the term “cooperative” or an abbreviation thereof)

Article 2. Its term of existence shall be perpetual **OR** _____ (term in years)

Article 3. The cooperative is organized to engage in any lawful activity within the purposes for which a cooperative association may be organized under Chapter 185 of the Wisconsin Statutes.

Article 4. (The cooperative must maintain either a principal office or a registered agent in Wisconsin. Select, mark (X) and complete the appropriate item)

<p>A. <input type="checkbox"/> The complete address of the cooperative’s principal office in Wisconsin is: <i>(Provide complete address, including street and number, city, county, state and ZIP code.)</i></p>	<p>OR</p>	<p>B. <input type="checkbox"/> The name and complete address of the cooperative’s registered agent in Wisconsin is: <i>(Provide complete address, including street and number, city, county, state and ZIP code.)</i></p>
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Article 5. The number of directors constituting the board of directors shall be fixed by bylaw **OR** shall be _____ (number).

Article 6. The classes of members are all of a single class **OR** designated by the following classes:

Article 7. The cooperative is organized without capital stock **OR** with capital stock.

Article 8. (**OPTIONAL**) (See instructions)

The cooperative is authorized to issue _____ (number) shares of capital stock of the following description:

Number of Shares	Class	Par Value	Rights & Preferences

Article 9. Upon liquidation, the cooperative's assets shall be distributed on the following basis:

Article 10. (*Select, mark (X) and complete the appropriate item*)

A. <input type="checkbox"/> These articles of incorporation may be amended to change the foregoing basis for distribution of assets upon liquidation of the cooperative.	OR	B. <input type="checkbox"/> Pursuant to sec. 185.033 of the Wisconsin Statutes, no changes may be made to the foregoing basis for distribution of assets upon liquidation of the cooperative.
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11. The foregoing restated articles of incorporation of said cooperative were adopted on _____ (date) by the following vote:

Classes of Members	Number of Members with Voting Rights	Number voting	
		FOR	AGAINST
_____	_____	_____	_____
_____	_____	_____	_____

Article 12. Executed on _____ (date)

(Affix seal or state that there is No Seal)

President

Secretary

This document was drafted by _____
(Name the individual who drafted the document)

INSTRUCTIONS (Ref. ss. 185.05 and 185.54, Wis. Stats. for document content)

Please use BLACK ink. Submit two signed copies to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together two separate checks, one for the **FILING FEE** and other for the county **RECORDING FEE** (see instructions below). Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 201 W. Washington Ave., Suite 300, Madison WI, 53703). Both copies must bear original manual signatures. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. The name must include the term “cooperative” or an abbreviation thereof.
2. Indicate (X) if the cooperative is to have perpetual existence or a specific term. If for a specific term, indicate the number of years or the date its existence will terminate.
3. A purpose clause is required by sec. 185.05(1)(c). If the pre-printed statement is not desired, strike it and enter a substitute statement.
4. A cooperative must maintain either its principal office or a registered agent in Wisconsin. Indicate (X) and complete either item A. or B. If you use B., be sure to provide the name of the individual designated as registered agent, as well as the agent’s address.

INSTRUCTIONS (Continued)

5. Indicate (X) either the number of directors or that the number of directors will be fixed by the bylaws.
6. Indicate (X) if the cooperative will have a single class of member or more classes. If more than one, provide their designations. The bylaws must contain designation, qualifications, requirements, method of acceptance, and incidents of membership of each class.
7. Indicate (X) if the cooperative is or is not organized with capital stock. If organized with capital stock, also complete Article 8.
8. Provide the number and par value of each authorized class of stock. If more than one class is authorized, indicate the designations, preferences, limitations and relative rights of each class, and which classes of stock are membership stock. For each class of stock, indicate the rate of dividend, that the rate of dividend may be fixed by the board, or that no dividend will be paid. State if the dividend on any class of stock is to be cumulative. State any reservation of a right to acquire or recall any stock.
9. State the basis of distribution of assets of the cooperative upon liquidation.
10. Indicate (X) whether or not the articles of incorporation may be amended to change the basis for distribution of assets upon liquidation.
11. Enter the classes of members voting on the adoption of the restated articles, the number of members with voting rights in each class, and the number of votes of each class voted for and against the adoption. Adoption requires an affirmative vote of two-thirds of the votes cast, unless the articles require a greater vote or stockholders are entitled by sec. 185.52 to vote. If the articles are amended to change the name of the cooperative, the new name must include the word “cooperative” or an abbreviation thereof.
12. Enter the date the document was signed. The document is to be signed by the cooperative’s President (or Vice-President) and Secretary (or Assistant Secretary), and the corporate seal affixed. If the cooperative does not have a seal, enter the remark “No Seal.” Original signatures are required.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter “not executed in Wisconsin.”

FILING FEE - \$10.00. If the restated articles increase the number of capital shares, provide an additional remittance of \$1.25 for each \$1,000 of newly created shares. Make check payable to **Department of Financial Institutions**.

RECORDING FEE - \$30.00. For reference to Register of Deeds fees, go to www.wrdaonline.org. Make check payable to **Register of Deeds**. If the restated articles change the address of the cooperative’s registered agent or principal office to new county, provide an additional original of the document and a check for **each** Register of Deeds.

RESTATED ARTICLES OF INCORPORATION - COOPERATIVE

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▲ Your **return address** and **phone number** during the day: () _____ - _____