

DO NOT STAPLE

Chap. 180.1105, Wis.
 Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services



ARTICLES OF SHARE EXCHANGE

1. Name of the business entity (or entities) whose shares or other ownership interests are **acquired:**

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)

Schedule more business entities as an additional page.

2. Name of the **acquiring business entity:**

Company Name:		
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of _____ (state or country)
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3. The Plan of Share Exchange has been approved and adopted by each business entity that is a party to the share exchange in the manner required by the laws applicable to each business entity, and as required under ss. 180.1103, 180.1104 and 183.1202, as applicable.

4. The executed plan of share exchange is on file at the principal place of business of the acquiring entity.

5. The acquiring entity will provide a copy of the plan of share exchange, upon request and without cost, to any shareholder of a corporation that was a party to the share exchange or, upon payment to the acquiring entity of an amount equal to the cost of producing the copy, to any other interested person.

6. (OPTIONAL) Effective Date and Time of Share Exchange

These articles of share exchange, when filed, shall be effective on _____ (date)
at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the acquiring domestic entity.)

7. Executed on _____
(date) by the acquiring business entity on behalf
of all parties to the share exchange.

(Signature)

Mark (X) below the title of the person executing
the document.

(Printed Name)

For a **limited partnership**

Title: General Partner

For a **corporation**

Title: President OR Secretary
or other officer title _____

For a **limited liability company**

Title: Member OR Manager

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

ARTICLES OF SHARE EXCHANGE

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▲ Enter your return address within the bracket above.

Phone number during the day: () _____ - _____

INSTRUCTIONS: (Ref. Sec. 180.1105, Wis. Stats., for document content)

<p>Please use BLACK ink. Submit one original along with the required filing fee of \$50.00 for each domestic and licensed foreign business entity that is a party to the share exchange to the address listed below. Make checks payable to the “Department of Financial Institutions”. Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14(1g)(c), 180.0103(16), 181.0103(23) or 183.0107(1g)(c) Wis. Stats.</p>		
<p>Mailing Address: State of WI-Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703</p>	<p>Phone: 608-261-7577 TTY: 711</p>

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. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of each business entity whose shares or other ownership interests are being acquired. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.
2. Enter the company name, type of business entity, and state of organization of the business entity acquiring the shares or other ownership interests.
3. This Article states the manner in which the Plan of Share Exchange was approved.
4. & 5. These statements are required per sec. 180.1105(f) and (g) of the Wis. Stats.
6. (Optional) If the share exchange is to take effect at a time other than the close of business on the day the articles of share exchange are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
7. Enter the date of execution and the name and title of the person signing the document. If, for example, the acquiring business entity is a domestic corporation, the articles of share exchange will be signed by an officer of the corporation.

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.”