

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
WOMAN'S CLUB OF WISCONSIN, Approved by the Membership November 3, 2023.**

The following Restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin statutes supersede and take the place of the existing Articles of Incorporation adopted in 1910 and amendments thereto:

ARTICLE I

The name of the Corporation is the Woman's Club of Wisconsin.

ARTICLE II

The period of existence shall be perpetual or until dissolved by act of the Board of Directors of the Corporation pursuant to Wisconsin law.

ARTICLE III

The purpose for which the Corporation is organized is to cultivate educational, cultural, philanthropic, and social exchange to inspire engagement in the community. The Woman's Club of Wisconsin shall be dedicated to the support of, and involvement in, community service and the preservation of its Registered Landmark Building. The principal office is located in the City of Milwaukee, Milwaukee, Wisconsin. The address of the principal office is 813 East Kilbourn Avenue, Milwaukee, Wisconsin 53202. The Corporation may at any time purchase or otherwise acquire, hold, sell, mortgage, lease, or manage any real estate or personal property necessary or proper for its use and benefit.

ARTICLE IV

The Registered Agent is the Finance and Operations Manager of the Corporation.

ARTICLE V

The address of the Registered Agent is 813 East Kilbourn Avenue, Milwaukee, WI 53202.

ARTICLE VI

These Articles may be amended in the manner authorized by law at the time of the amendment.

ARTICLE VII

The number of Directors shall be fixed by law but shall not be less than three (3).

ARTICLE VIII

The Board of Directors Executive Committee shall be the President, President Elect, Treasurer and Secretary.

ARTICLE IX

Membership provisions are set forth in the Bylaws.

ARTICLE X

If the Club proves unable to carry out the purpose for which it was created and it is determined to be in the best interests of the Club the Board of Directors may consider and recommend a Resolution to Dissolve and direct the question to a vote of Members at a Meeting of the Membership in accordance the terms and process as stated with Articles of Incorporation, Article X and Article XI. A two-thirds vote in favor of the Resolution to Dissolve received from ALL qualified Members in good standing is required for adoption and Dissolution. The votes tallied shall include those from qualified Members present at the Meeting of the Membership and from those represented by absentee ballots.

ARTICLE XI

In the event of the dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefor.
- B. All remaining assets shall be transferred or conveyed to one or more societies, organizations, or domestic or foreign corporations organized not for profit and operating in the State of Wisconsin exclusively for educational, charitable, benevolent, or similar purposes, provided that such organization qualifies for exemption under Section 501(c)(3) of the Internal Revenue Code. The resolution to dissolve shall specify the organization or organizations to which the assets shall be transferred or conveyed and the amount to be transferred or conveyed to each organization.

ADOPTED APRIL 29, 1993

AMENDED SEPTEMBER 14, 2019

AMENDED NOVEMBER 3, 2023