

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TENNEY-LAPHAM NEIGHBORHOOD ASSOCIATION**

Tenney-Lapham Neighborhood Association, Inc., a non-stock corporation organized and existing under Chapter 181 of the Wisconsin Statutes (the “**Corporation**”), hereby adopts the following Amended and Restated Articles of Incorporation, which supersede and take the place of its existing Articles of Incorporation, and any and all amendments thereto.

**ARTICLE I
Name**

The name of the Corporation is:

Tenney-Lapham Neighborhood Association, Inc.

**ARTICLE II
Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious 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 United States Internal Revenue Law) (hereinafter the “Internal Revenue Code”); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

**ARTICLE III
Powers**

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

*This document was drafted by and should be returned to Chris Anderle, Foley & Lardner LLP,
150 East Gilman Street, Suite 5000, Madison, Wisconsin 53703.*

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code and Section 181.0320 of the Wisconsin Statutes, the following additional limitations on the Corporation’s activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV Members

Membership provisions will be set forth under the Bylaws.

ARTICLE V Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors. The number of Directors constituting the Board of Directors shall be as provided in the Corporation’s Bylaws but in no instance shall it be less than three (3). The term and manner of election or appointment of Directors shall be as provided in the Bylaws.

ARTICLE VI
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as such court shall determine.

ARTICLE VII
Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

ARTICLE VIII
Miscellaneous

(1) The street address of the Corporation's registered office is 432 Sidney Street, Madison, WI 53703, and the name of the Corporation's registered agent at that office is Patty Prime.

(2) The mailing address in Wisconsin of the principal office of the Corporation is PO Box 703, Madison, WI 53701.

ARTICLE IX
Permitted Distributions

The Corporation is authorized to make distributions under Section 181.1302(3) and (4) of the Wisconsin Statutes.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
CERTIFICATE OF ADOPTION

The undersigned hereby certifies this restatement contains amendments which require the approval of the Corporation's Board of Directors under Section 181.1003 of the Wisconsin Statutes and of the Regular Members of the Association under the Bylaws of the Corporation. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors and the Regular Members of the Corporation in accordance with Section 181.1003 of the Wisconsin Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand as of March 29, 2019.

**TENNEY-LAPHAM NEIGHBORHOOD
ASSOCIATION, INC.**



Patty Prime, Chair

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