



FORM **108**

**RESTATED ARTICLES OF INCORPORATION
NON-STOCK, NOT FOR PROFIT CORPORATION**

Sec. 181.1006, Wis. Stats.

The following restated articles of incorporation of:

Hudson Rod, Gun & Archery Club, Inc.

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

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 and any amendments thereto:

Article 1. Name of the corporation Hudson Rod, Gun & Archery, Inc.	
Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes	
Article 3. Name of registered agent: DONALD SIMPSON 1706 WILLOW DR HUDSON, WI 54016	Article 4. Registered office address in Wisconsin (A P O Box, in the same city/town, may be included but is insufficient alone.): 1706 WILLOW DR HUDSON, WI 54016
Article 5. Principal office address of the corporation: 285 KRATTLEY LANE P O BOX 83 HUDSON, WI 54016	
Article 6. The corporation: <input checked="" type="checkbox"/> will have members. <input type="checkbox"/> will not have members. (You must mark one).	
Article 7. The corporation: <input checked="" type="checkbox"/> is authorized to make distributions under sec. 181.1302(4). (You must mark one). <input type="checkbox"/> is not authorized to make distributions under sec. 181.1302(4).	
Article 8. Other provisions (optional, attach additional pages labeled Article 8 and higher if necessary): see attached pages	
(Optional) This amendment has a delayed effective date: <u>n/a</u> (up to 90 days after received date)	

Office Use Only

Amended & Restated Articles of Incorporation of Hudson Rod, Gun & Archery Club, Inc.

The undersigned are of legal age and through this document adopt and invoke the rights and responsibilities of the provisions of the Wisconsin Nonstock Corporations, Chapter 181 of the Wisconsin Statutes, and as amended, with the intent to amend the nonstock corporation after an affirmative vote of the members on September 10, 2019 who voted to adopt the following Amended and Restated Articles of Incorporation in the method required Sec. 181.1003:

8. Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather will be operated exclusively for exempt purposes.

The specific purpose of Corporation will be:

Charitable: Combating community deterioration and juvenile delinquency, lessening of neighborhood tensions, and promoting strong communities by providing programs around hunting, fishing, trapshooting, archery, and more. These programs bring generations together through safe and enjoyable activities, such as competitions, tournaments, and community events; foster appreciation for our natural resources; and promote the safety of the community by offering classes and trainings to the public.

Educational: Advancement of education of the public regarding shooting sports, hunting, and fishing. The organization provides trainings and lessons in archery, fishing, and shooting, as well as trainings for safety in those sports. The organization also partners with local schools, law enforcement, and other groups to provide the opportunity for the public to learn about and enjoy shooting sports and other activities that enrich the community.

9. Exemption Requirements

a. Restrictions

At all times, the following will operate as conditions restricting the operations of Corporation:

- i. Corporation's service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.
- ii. No part of Corporation's annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.
- iii. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).
- iv. Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to Corporation's charitable mission.
- v. Corporation will have no capital stock.
- vi. If Corporation should add chapters (not separately incorporated) or affiliates (separately incorporated) to its corporate structure, Corporation will be the parent according to the following terms:
 1. The parent organization and its subordinates will all have similar structures, purposes, and activities;
 2. The parent organization will set governance and fiscal policies in a uniform governing instrument that each of its subordinates must adopt and follow;
 3. The parent organization will supervise each subordinate chapter or affiliate, and each subordinate will agree to be partnered with the parent through a written charter contract;
 4. Subordinates agree to share financial information with the parent organization at all reasonable times (at least quarterly if requested), and to file Form 990s with the IRS if required.
- vii. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

b. Powers

Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

c. Written Action

Pursuant to state law, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

d. Community Benefit

Corporation is operated for community benefit and will impose only reasonable charge(s) for any services and benefits provided to the community.

10. Membership / Board of Directors

a. Membership

Corporation will have voting members. The classes, eligibility, rights, and obligations of members will be determined by Corporation's Bylaws.

b. Board of Directors

The management of the affairs of Corporation will be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director will have any right, title, or interest in or to any property of Corporation.

11. Limited Liability & Indemnification

a. Standard of Conduct

Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries will discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by

reason of being or having been a fiduciary of the corporation and is protected by the business judgment rule.

b. Indemnification and Limited Liability

Corporation will indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director or CEO) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct. Indemnification provided under this section will comply with and follow the requirements as provided by state statutes governing nonprofit corporations. Subject to state law, Indemnification is allowable if the Director, Officer, or high-level employee has acted in good faith in accordance with the required Standard of Conduct.

c. Limited Liability

No Director, Officer, member, or employee of Corporation will be personally liable for the acts, debts, liabilities, or obligations of the nonprofit corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee will be subject to payment by the Corporation as a debt or obligation.

d. Insurance

Corporation will have the power to acquire insurance coverages in order to protect the organization from expenses arising from legal liability.

e. Repeal or Modification

Any repeal or modification of this Article by the Directors of Corporation will not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.

f. Statutory Amendments

If the state statutes providing for limited liability is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person will be eliminated or limited to the fullest extent permitted by state law, as so amended.

12. Gift Acceptance

a. Authorization

Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations,

government agencies, or other entities, without limitation. In the course of its regular fundraising activities, Corporation may accept donations including but not limited to: money, real property, personal property, stock, other assets, and in-kind goods or services.

b. Potential Conflicts

Corporation's Directors and / or Officers personally accepting gifts, entertainment, beneficial actions or other tokens of recognition from individuals or entities can result in a conflict of interest when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and / or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

c. Additional Policies

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

13. Duration & Dissolution

a. Duration

The duration of Corporation's corporate existence is perpetual unless dissolved.

b. Dissolution

Methods and procedures of Dissolution will be governed by Wisconsin Statutes.

c. Distribution of Assets

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

CERTIFICATE

This is to certify that the foregoing restated articles of incorporation

A. Does not contain any amendment requiring approval by the members or any other person, other than the board, and the board adopted the restatement.

OR

B. Contains one or more amendments to the articles of incorporation requiring approval by members or another person.

(NOTE: Select and mark (X) for A. or B. above. If you have marked B., complete the following section.

COMPLETE THIS SECTION only if you have marked "B" above.

Amendment(s) adopted on September 10, 2019 (Date)

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1003, Wis. Stats. (By Members)

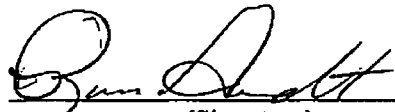
OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec.181.1030.

C. Executed on 10/03/2019
(Date)


(Signature)

Title: President Secretary
or other officer title _____

Ross Goerd
(Printed name)

This document was drafted by Jessica Birken, MNM, JD
(Name the individual who drafted the document)