



FORM **102**

**Nonstock Corporation
Articles of Incorporation**

Chapter 181.0202 Wis. Stats.

The corporation is incorporated under Ch. 181 of the Wisconsin Statutes.

Article 1. Name of the corporation: Friends of the Lake Superior National Estuarine Research Reserve, Inc.

Article 2. Mailing address of the initial principal office: 3 Marina Drive, P.O. Box 2000, University of Wisconsin – Superior
(Ref. s. 181.0103(19)) (Mailing Address)
Superior, WI, 54880
(City, State and Zip Code)

Article 3. Street address of the initial registered office: 1710 Weeks Avenue
(Ref. s. 181.0501) (Street Address)
Superior, WI 54880
(City, State and Zip Code)

Article 4. Name of the initial registered agent located at above registered office: Georgette 'Gigi' Koenig

Article 5. Please select one of the statements: The corporation will have members The corporation will NOT have members

Article 6. Is the corporation authorized to make distributions under s. 181.1302 (4)? Yes No

Article 7. This document was drafted by: Glen Cunningham

Article 8. Name and address of each incorporator:
(attach additional pages if needed) Patrick T. Collins
(Name of Incorporator)
2901 E Superior Street
(Street Address)
Duluth, MN 55812
(City, State, Zip)

REPORTING REQUIREMENTS NOTIFICATION
provided pursuant to s. 181.0203(3), Wis. Stats.

Regulation of Charitable Organizations - A nonstock corporation operating as a "charitable organization" and soliciting contributions, may be subject to additional regulation under s. 202.12 of the Wisconsin Statutes and may be obliged to register and file financial reports with our Division of Banking, Licensed Financial Services Bureau. Additional information is available at www.wdfi.org or by calling 608-267-1711.

Incorporator's Signature



OFFICE USE ONLY

OPTIONAL

Article 9. State the delayed effective date of the Articles of Incorporation _____
under [s. 181.0123\(2\)](#). (MM/DD/YYYY)

Article 10. Other Provisions and Purpose Statement: (attach additional pages as needed)

See Attached: ARTICLES OF INCORPORATION OF Friends of the Lake Superior National Estuarine Research Reserve, Inc.

Article 11. Name and address of the initial directors: (minimum of three, attach additional pages as needed) See Attached for additional directors

Patrick T. Collins

(Name)
2901 E Superior Street

(Street Address)
Duluth, MN 55812

(City, State, Zip)

Brian L. Fredrickson

(Name)
7501 W Skyline Parkway

(Street Address)
Duluth, MN 55810

(City, State, Zip)

Michael A. Gillespie

(Name)
1923 E 3rd Street

(Street Address)
Duluth, MN 55812

(City, State, Zip)

Contact information:

Patrick Collins

(Name)
2901 E Superior Street

(Street Address)
Duluth, MN 55812

(City, State and Zip Code)

(218) 341-9332

(Phone Number)
pat.t.collins@gmail.com

(Email Address)

Submit this form along with the non-refundable filing fee of **\$35.00** to the address listed below. Make remittance payable to the [Department of Financial Institutions](#). *Optional expedited service:* The non-refundable expedited service fee of **\$25.00** is in addition to the filing fee required for this document to be processed, and provides the document will be processed in an expeditious manner.

For answers to frequently asked questions, please see: [Form 102 Instructions](#)

This form may be used to accomplish a filing 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.

Mailing Address:
State of WI – Dept. of Financial Institutions
Box 93348
Milwaukee WI 53293-0348

Physical Address for Express Mail/Courier:
Department of Financial Institutions
Division of Corporate & Consumer Services
201 W. Washington Ave – Suite 300
Madison WI 53703

Contact Information
Phone: 608-261-7577
Web: www.wdfi.org
TTY: 711



**ARTICLES OF INCORPORATION
OF
Friends of the Lake Superior National Estuarine Research Reserve,
Inc.**

This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a nonstock corporation, subject to the requirements of the general laws of the State of Wisconsin, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

- 1) The name of the Corporation is: Friends of the Lake Superior National Estuarine Research Reserve, Inc.
- 2) The mailing address of the initial principal office is:
3 Marina Drive, P.O. Box 2000, University of Wisconsin - Superior, Superior, WI, 54880.
- 3) The street address of the initial registered office is: 1710 Weeks Avenue, Superior, WI 54880.
- 4) Its registered agent is Georgette 'Gigi' Koenig. Said resident agent is a resident of Wisconsin.
- 5) The Corporation shall have members pursuant to the provision of its bylaws.
- 6) This corporation is not authorized to make other distributions under s. 181.1302(4).
- 7) This document was drafted by Glen Cunningham.
- 8) The name and address of each incorporator is:
 - a) Patrick T. Collins
2901 E Superior Street
Duluth, MN 55812
- 9) The delayed effective date if the Articles of Incorporation is: Not applicable

10) Other Provisions and Purpose Statement

- a) The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

- b) The purposes for which the Corporation is formed are:
 - i) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the

Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Code of Wisconsin for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

- ii) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in/or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §

170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

iii) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article 10 are the following:

(1) To support the mission and operation of the Lake Superior National Estuarine Research Reserve, (herein referred to as "Reserve"), to include raising funds, contributing volunteer efforts, and building membership in support of the nonfederal match requirements, and for the other Reserve programs, facilities and operations.

(2) The corporation shares a vision of a healthy coastal environment with the Reserve and is dedicated to the vision that Lake Superior coastal watersheds and estuaries are understood, valued, and thriving.

(3) The corporation supports the mission of the Reserve in improving the understanding of Lake Superior's coast and estuaries by addressing issues affecting the watershed through integration of research, monitoring, education, outreach and stewardship.

c) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

d) The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be

less than 7 nor more than 15. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

e) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

f) The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Wisconsin or of the United States.

11) The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

a) Patrick T. Collins
2901 E Superior Street
Duluth, MN 55812

b) Brian L. Fredrickson
7501 W Skyline Parkway
Duluth, MN 55810

- c) Michael A. Gillespie
1923 E 3rd Street
Duluth, MN 55812

- d) Lucinda B. Johnson
2601 Northwoods Lane
Duluth, MN 55803

- e) Janet R. Keough
2787 Northwoods Lane
Duluth, MN 55803

- f) Michael A. Koutnik
4872 Knottingham Circle
Egan, MN 55122

- g) Nancy J. Larson
63873 Lippo Road
Marengo, WI 54855

- h) Jason L. Maloney
79270 Highway 13
Washburn, WI 54891

- i) Thomas P. Nicodemus
2605 N 18th Street
Superior, WI 54880