

STEVEN B GOFF
BYE KRUEGER & GOFF SC
710 N MAIN ST
RIVER FALLS

WI 54022



DATE: JANUARY 08, 1988

OFFICE OF THE SECRETARY OF STATE

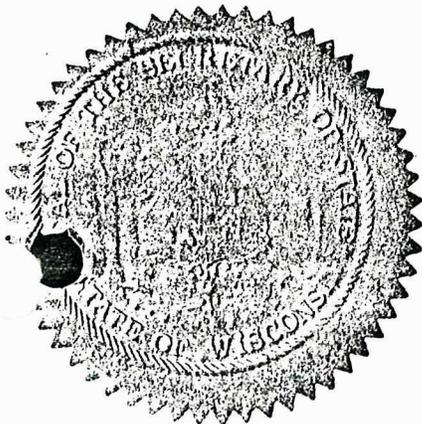
TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

RIVER FALLS ECONOMIC DEVELOPMENT CORPORATION

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under
CHAPTER 181-THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 01/08/1988



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

United States of America
State of Wisconsin
OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come:

The undersigned, as Secretary of State of the State of Wisconsin, certifies that the attached is a duplicate of a document accepted and filed in my office.

314090

REGISTER'S OFFICE
PIERCE CO., WI

Recorded At 8:30 A. M

On January 14, 1988 In

Vol. 209 Rec. Page 12-15

Peter T Trajnor
Register of Deeds

Knueger & Hoff
North Main
4 Falls, WIS 54022
\$10⁰⁰ pd



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on the date of filing of said document.

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

NONSTOCK
ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

Article 1.

The name of the corporation is River Falls Economic Development Corporation

Article 2.

The period of existence shall be perpetual.

Article 3.

The purposes shall be to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes.

Article 4.

The principal office is located in Pierce County, Wisconsin.

The address of such principal office is 125 East Elm Street, River Falls, WI 54022.

--
| The complete address, including street and
| number, if assigned, and the ZIP code, must
be stated.

Article 5.

The name of initial registered agent is Dennis Carstens

Article 6.

The address of the initial registered agent is 509 West Johnson
River Falls, Wisconsin 54022

--
| The complete address, including street and
| number, if assigned, and the ZIP code, must
be stated.

Article 7.

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

Select ONE of the following. Cross out the ONE not selected.

Article 8.
The number of directors shall be fixed by by-law but shall be not less than three.

OR

Article 8
The number of directors shall be (must be at least three)

Article 9.

The names and addresses of the initial board of directors are

Dennis Carstens
509 W. Johnson
River Falls, WI 54022

Peter H. Dahm
1659 Golfview Dr.
River Falls, WI 54022

At least 3, with complete address including street and number, if assigned, and the ZIP code

Paul Schwebach
1120 Wasson Circle
River Falls, WI 54022

Kenneth E. DeVillers
P. O. Box 395
River Falls, WI 54022

Select ONE of the following. Cross out the ONE not selected. See instructions on page 3, Item G.

Article 10.
Membership Provisions will be set forth by by-law

OR

Article 10. (See Instruction G)
Membership Provisions

Article 11.
(Other provisions)

Article 12.

The name and address of incorporator (or incorporators) are:

NAME

ADDRESS

(street & number, city, state & ZIP code)

- 1) Dennis Carstens
2) Paul Schwebach
3) Peter Dahm
4) Kenneth DeVillers

- 509 W. Johnson, River Falls, WI 54022
1120 Wasson Circle, River Falls, WI 54022
1659 Golfview Drive, River Falls, WI 54022
P. O. Box 395, River Falls, WI 54022

Executed in duplicate on the 31 day of December, 19 87

All incorporators SIGN HERE

Handwritten signatures of Dennis Carstens, Paul Schwebach, Kenneth E. DeVillers, and Peter H. Dahm.

NOTARY: In completing this section, please specifically name the individual(s) whose signature(s) you are witnessing. The name(s) you cite should agree in every particular with the printed or typewritten name(s) as it appears in Article 12. Affix your seal, sign and state commission expiration date.

STATE OF WISCONSIN
County of SS.

Personally came before me this 31 day of December A.D., 1987
the aforementioned incorporator(s) (1) Dennis Carstens
(2) Paul Schwebach (3) Peter Dahm (4) Kenneth DeVillers
to me known to be the person(s) who executed the foregoing instrument, and
acknowledged the same.

My commission
~~expires~~ is permanent.

Steven B Goff
Notary Public Signature

Notarial Seal

This document was drafted by Steven B. Goff (715) 425-8161 (See ~~FIELD~~ instructions)
(Name of individual required by law) (Phone)
Please print or type

JAN 08 1988

INSTRUCTIONS AND SUGGESTIONS

STATE OF WISCONSIN
DOUGLAS LA FOLLETTE
SECRETARY OF STATE

CONTENT OF THE FORM

- A. Article 1. The name must contain "Corporation", "Incorporated", or "Limited" or the abbreviation of one of those words. Please list, in order of preference, a second and third choice name. (2) _____
(3) _____
- B. Article 2. Insert "perpetual". You may insert any limitation desired, but not indefinite or a word to imply an indefinite status. Corporate existence begins as of the date that the articles of incorporation are approved for filing by the Secretary of State's office.
- C. Article 3. May show definite purposes or may use language to the effect that the corporation may engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. (The statute expressly states that it is not necessary to enumerate the powers.)
- D. Article 4. Give complete mailing address of the corporation's principal office in Wisconsin, including street name and number, city and ZIP code, and the COUNTY within which the office is located. P.O. Box addresses may be used.
- E. Articles 5 and 6. The corporation must have a registered agent in Wisconsin. Be sure and show a complete address, including street and number, city and ZIP code for the registered agent. P.O. Box address may be included for mailing purposes.
- F. Article 9. Sec. 181.20(2) provides that the initial board of directors shall be named in the articles of incorporation. The number of directors shall not be less than 3. Please give complete addresses, including street and number, city and ZIP code for all directors.
- G. Article 10. If the membership provisions are set forth in the articles of incorporation (rather than in the by-laws), provide for A) method of accepting and discharging members; B) any denial or restriction of voting rights; and C) any classification of members, including the distinguishing features of each class. If the corporation is to have NO MEMBERS, strike out both imprinted Articles 10 and substitute the remark that "The corporation is to have no members," and further set forth the manner of election or appointment of directors.

ARTICLES OF INCORPORATION

Mail Returned Copy to:

(FILL IN THE NAME AND ADDRESS HERE)

<p>Mr. Steven B. Goff, Attorney at Law Bye, Krueger & Goff, S.C. 710 North Main Street River Falls, Wisconsin 54022</p>
--

If a problem exists with the filing of this form, may we call you to attempt to resolve it? If so, please provide us with a phone number at which you can be reached during the day. 715 - 425-8161.

INSTRUCTIONS AND SUGGESTIONS (Continued)

- H. Article 12. Have the **INCORPORATOR SIGN** before a Notary Public. The number of incorporators may be one or more, but all the incorporators listed in the articles must sign. Make sure that both of the copies have **ORIGINAL SIGNATURES**. Carbon copy, xerox, or rubber stamp signatures are not acceptable.
- I. Notary public must **SIGN AND AFFIX SEAL** on both copies of the articles, and complete their statement in the area provided. Make sure that original signatures and seal impressions appear on both copies.
- J. If the document is executed or acknowledged in Wisconsin, sec. 14.38(14) of the Wisconsin Statutes provides that it shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.

PREPARATION, FEES AND TRANSMITTAL
--

- K. Prepare document in **DUPLICATE ORIGINAL**. Furnish Secretary of State two identical copies of the articles of incorporation. (Mailing address: Corporation Division, Secretary of State, P.O. Box 7846, Madison, WI 53707). One copy will be retained (filed) by Secretary of State and the other copy transmitted directly to the Register of Deeds of the county within which the corporation's principal office is located, together with your check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of the form.
- N. Two **SEPARATE REMITTANCES** are required.
 - 1) Send a **FILING FEE** of \$35 payable to **SECRETARY OF STATE** with the articles of incorporation. Your cancelled check is your receipt for fee payment.
 - 2) Send a **RECORDING FEE** of \$10 (or more) payable to **REGISTER OF DEEDS** with the articles of incorporation. Name the **COUNTY** within which the corporation's principal office is located. Recording fee for this standard form is \$10. If you append additional pages, add \$2 more recording fee for each additional page. Please furnish the fee for the Register of Deeds in check form to this office and we will transmit it to the Register of Deeds with the document for recording.

<p>NOTE: Corporations that expect to apply to Internal Revenue Service for TAX EXEMPT STATUS are advised to consult that agency before preparing their articles of incorporation. Particular language and specifications must be included in the document in order to meet federal tax code requirements.</p>
--