

DEPARTMENT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

2007 MAR 23 AM 9:12

**ARTICLES OF INCORPORATION OF
THE
KOHLER PERFORMING ARTS ORGANIZATION, INC.**

DEPARTMENT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
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ARTICLE I: ORGANIZATIONAL MATTERS

Section 1.1 Name

The name of this corporation shall be Kohler Performing Arts Organization, Inc.

Section 1.2 Period of Existence

The period of existence of said Corporation shall be perpetual.

Section 1.3 Location

The principal office of the Corporation shall be located in Sheboygan County, Wisconsin. The address of the principal office is 333 Upper Road, Kohler, WI 53044.

Section 1.4 Powers, Purposes and Objectives

The Corporation is formed pursuant to Chapter 181 of the Wisconsin Statutes, without stock and not for profit. The corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and shall engage only in those activities permitted by said Section. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows:

- To arouse and maintain an enthusiastic interest in various phases of the music program at Kohler Public Schools, Kohler, Wisconsin.
- To lend all possible support, both moral and financial, to the general music program at Kohler Public Schools.
- To cooperate with those in charge of the music program and to help achieve an excellent music program.
- To build and maintain an organization of parents which will help promote the general activities of the music program at Kohler Public Schools.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or 2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II: PURPOSES

Section 2.1 Nonprofit Purposes

This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of this Corporation shall be conducted for the aforementioned purposes and objectives in such a manner so that no part of its net earnings shall inure to the benefit of any officer, or individual; except that the Corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2.2 Political Activity, etc.

The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation; and shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions; 2) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended; or 3) by an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended.

Section 2.3 Dissolution

Upon dissolution of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or successor provisions as the Executive Board shall determine.

ARTICLE III: REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Name: Jeff Dickert
District Administrator
Street Address: Kohler School
333 Upper Road
Kohler, WI 53044

ARTICLE IV: MEMBERS

Membership provisions will be set forth in the Bylaws of the Corporation.

ARTICLE V: OFFICERS and DIRECTORS

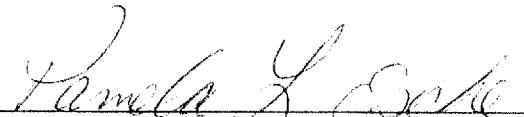
The number of officers and directors shall be fixed by the Bylaws of the corporation.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator:

Name: Pamela Esche
Street Address: 931 Aspen Road
Kohler, WI 53044

Executed this 18th day of October, 2006.



(Signature of Incorporator)

THIS DOCUMENT }
WAS DRAFTED BY } Pamela L. Esche