



**ARTICLES OF INCORPORATION
OF
THE WISCONSIN EMS ASSOCIATION FOUNDATION, INC.**

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Chapter 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

ARTICLE I. NAME

The name of the corporation shall be: **THE WISCONSIN EMS ASSOCIATION FOUNDATION, INC.**

ARTICLE II. ORGANIZATION

The corporation is organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE III. TERM

The corporation's existence shall be perpetual.

ARTICLE IV. PURPOSE

This corporation shall be organized and operated exclusively for charitable and educational purposes; to take and acquire by purchase, gift, grant or testamentary donation, disposition or otherwise, real and personal property of all kinds and wherever situated and to hold or dispose of and invest or reinvest the same and to engage in or participate only in activities which are in the furtherance of one or more of the purposes mentioned in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.

ARTICLE V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the corporation is 26422 Oakridge Drive, Wind Lake, Wisconsin 53185.

ARTICLE VI. REGISTERED AGENT

The name of the initial registered agent is Marc Cohen .

ARTICLE VII. REGISTERED OFFICE

The street address of the initial registered office is 26422 Oakridge Dr, Wind Lake, WI 53185.

ARTICLE VIII. AMENDMENTS TO ARTICLES OF INCORPORATION

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

ARTICLE IX. DIRECTORS

The number of directors shall be fixed by the corporation's By-Laws but shall not be less than 7. The manner of electing the directors (other than the initial directors) shall be set forth in the corporation's By-Laws. The names and addresses of the initial directors are:

Joe Abruzzo
Josh Yamat
Tracy Foss
Sally O'Brien
Jennifer Smith
Tony Lash
Marc Cohen

ARTICLE X. NO MEMBERS

The corporation will not have members.

ARTICLE XI. PROHIBITED ACTIVITIES AND PAYMENTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors, trustees, 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 disbursements in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall consist in carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 by section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding section of any future tax code.

ARTICLE XII. DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the corporation's liabilities, dispose of all the corporation's assets exclusively for the purposes of the corporation in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or any corresponding provision of any future Internal Revenue law) as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated for such purpose.

ARTICLE XIII. COMPLIANCE WITH THE INTERNAL REVENUE CODE

Section 1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

