

Wisconsin Professional Photographers Association

Restated Articles of Incorporation

These restated Articles of Incorporation supersede and take the place of all articles of incorporation and amendments thereto previously adopted.

ARTICLE I. The name of the Corporation shall be Wisconsin Professional Photographers Association, Inc.

ARTICLE II. The period of existence shall be perpetual.

ARTICLE III. The Corporation may engage in any lawful activity within the purpose for which corporations may be organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE IV. The Corporation elects to be subject to Chapter 181 of the Wisconsin Statutes.

ARTICLE V. The Corporation shall be operated pursuant to a CONSTITUTION and BYLAWS. The regulations for the operation of the Corporation, which are adopted by the members of the Corporation, shall constitute the CONSTITUTION. The regulations for the operation of the Corporation adopted by the Board of Directors of the Corporation shall constitute the BYLAWS. Both the CONSTITUTION and the BYLAWS shall be bylaws as that term is used in 1975 Wisconsin Statutes Section 181.02 (6), or successor statutes. The CONSTITUTION and BYLAWS in effect prior to the enactment of these Restated Articles shall remain in effect until repealed or amended. The CONSTITUTION and BYLAWS may regulate all of the activities of the Corporation, including, but not limited to the following:

- A. The designation of classes of members, and the qualifications, rights, and method of acceptance of members of each class;
- B. The manner in which members may be expelled;
- C. The manner in which membership may be transferred;
- D. The right of the members, or any class or classes of members, to vote;
- E. The number of directors of the Corporation and the manner in which such number shall be determined.

ARTICLE VI. No part of the income or assets of the Corporation shall inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. Upon dissolution of the Corporation, its assets shall be distributed to such exclusively charitable institutions as the Board of Directors may select.

ARTICLE VII. The location of the principal office of the Corporation is 1602 South Wisconsin Avenue, Racine, WI 53403. The name of the registered agent of the Corporation is Mrs. DeBorAh Wiltsey. The address of the registered agent is 1602 South Wisconsin Avenue, Racine, WI 53406.

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

The undersigned officers certify that these Restated Articles of Incorporation were adopted by the members of the Corporation on _____, 19____, by the following vote:

Number of members having voting rights: _____

Number of members present in person or by proxy: _____

Number of members voting for enactment: _____

Number of members voting against enactment: _____

Dated: _____, 19____.

(Corporate Seal)