

**ARTICLES OF INCORPORATION**

2011 OCT - 7 ~~DOWN~~ 9:53 **DOWNTOWN NEIGHBORS ASSOCIATION OF MILWAUKEE, INC** AM 9:53

The undersigned, Claude J. Krawczyk, is an adult resident of the State of Wisconsin, is acting as incorporator under the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, and hereby adopts the following Articles of Incorporation.

**ARTICLE I—NAME**

The name of the Corporation shall be Downtown Neighbors Association of Milwaukee, Inc.

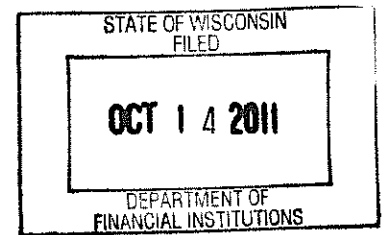
**ARTICLE II—REGISTERED AGENT  
AND OFFICE, PRINCIPAL OFFICE AND INCORPORATOR**

The name and address of the registered agent and registered office, the address of the principal office and the name and address of the incorporator of the Corporation are:

Claude J. Krawczyk  
O’Neil, Cannon, Hollman, DeJong & Laing S.C.  
111 East Wisconsin Avenue, Suite 1400  
Milwaukee, Wisconsin 53202-4803

**ARTICLE III—EXISTENCE**

The period of existence of the Corporation shall be perpetual.



**ARTICLE IV—PURPOSE**

The Corporation is organized generally to engage in any lawful activity permitted under Chapter 181 of the Wisconsin Statutes, provided that such activities are conducted exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Internal Revenue Law of the United States and the regulations promulgated thereunder (the “Code”). In particular, the Corporation is organized to promote pride and participation in our downtown Milwaukee community by residents and business owners alike, with the goal of maintaining the stability of the downtown business and residential communities and improving resident and business relations.

**ARTICLE V—AREA OF ACTIVITY**

The area of activity of the Corporation consists of the following three adjacent downtown districts in the City of Milwaukee, Wisconsin: (a) the area bounded by Lake Michigan on the east, the Milwaukee River on the west, I-794 on the south and Lyons Street/Franklin Place/Ogden Avenue on the north (“East Town”); (b) the area bounded by the Milwaukee River on the east, I-43 on the west, the Menomonee River on the south and McKinley Avenue/Highway 145 on the north (“Westtown”); and (c) the area bounded by Lake Michigan on the east, the Milwaukee River on the west and south and I-794 on the north (“Third Ward”).

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## **ARTICLE VI—MEMBERS**

The Corporation shall have members of the number of classes and having such qualifications as provided in the by-laws of the Corporation.

## **ARTICLE VII—DIRECTORS**

The number of initial directors of the Corporation shall be six (6), consisting of one resident and one business representative from each of the East Town, Westtown and Third Ward districts. Thereafter, the number and the manner of election of directors shall be as provided in the by-laws of the Corporation. The initial directors are:

Donald S. Arenson—East Town Resident  
608 North Broadway  
Milwaukee, Wisconsin 53202

Claude J. Krawczyk—Westtown Resident  
730 North Plankinton Avenue, Unit # 9D  
Milwaukee, Wisconsin 53203

Fred N. Tabak—Third Ward Resident  
236 North Water Street, Unit # 2  
Milwaukee, Wisconsin 53202

Kim Morris—East Town Business Representative  
East-Town Association, Inc.  
770 North Jefferson Street  
Milwaukee, Wisconsin 53202

Stacie Callies—Westtown Business Representative  
The Westtown Association of Milwaukee, Inc.  
633 W. Wisconsin Ave. Suite 409  
Milwaukee, Wisconsin 53203

Nancy O’Keefe—Third Ward Business Representative  
Historic Third Ward Association, Inc.  
219 North Milwaukee Street  
Milwaukee, Wisconsin 53202

## **ARTICLE VIII—INUREMENT OF INCOME**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for goods or services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles IV and X herein.

**ARTICLE IX—LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall include the distribution or dissemination of propaganda or any other attempt to influence state or federal legislation (except as expressly permitted under the Code). The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE X—DISTRIBUTIONS/OPERATIONAL LIMITATIONS**

In addition to the purposes set forth in Article IV herein, the Corporation may also undertake charitable and educational endeavors, including raising funds and making donations to other domestic entities which engage in non-profit activities, as well as distributions under Section 181.1302(4) of the Wisconsin Statutes, as authorized by the Board of Directors. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities or make any payments which are not permitted: (a) by a corporation exempt from federal income tax under the Code; (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Code; or (c) by a corporation organized under Chapter 181, Wisconsin Statutes.

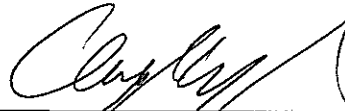
**ARTICLE XI—DISSOLUTION**

The Corporation may be dissolved only upon a vote of the Board of Directors. Upon the affirmative vote for dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes set forth in Article X herein, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Milwaukee County Circuit Court, exclusively for the charitable, religious or educational purposes, to such qualified organization or organizations as the Court shall determine.

**ARTICLE XII—AMENDMENT**

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

Executed in duplicate this 3rd day of October, 2011.



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Claude J. Krawczyk, Incorporator

THIS INSTRUMENT WAS DRAFTED BY  
AND SHOULD BE RETURNED TO:

Claude J. Krawczyk  
O'Neil, Cannon, Hollman, DeJong & Laing S.C.  
111 East Wisconsin Avenue, Suite 1400  
Milwaukee, Wisconsin 53202-4803  
(414) 276-5000

