

## ARTICLES OF INCORPORATION OF RIVERWEST ARTISTS ASSOCIATION

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, adopts the following Articles of Incorporation:

### ARTICLE 1

The name of the corporation is Riverwest Artists Association, Incorporated.

### ARTICLE 2

The period of existence is perpetual.

### ARTICLE 3

The purpose for which the corporation is organized is to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, including but not limited to the following: (i) the education of the general public regarding the value of the arts to society; (ii) the advocacy of arts issues for members and the art community; (iii) the provision of professional and educational services for artists and the arts community; (iv) the improvement of the environment in which artists work and live. Notwithstanding anything to the contrary in these Articles of Incorporation, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### ARTICLE 4

The corporation shall have two (2) classes of members: (1) Organizational Members and (2) Individual Members. The qualifications, rights and methods of acceptance of members of each class shall be set forth in the By-laws.

# ARTICLE 5

The number of directors constituting the Board of Directors shall initially be seven (7), and thereafter such number equal to or greater than seven (7) as is fixed from time to time by, or in the manner provided in, the By-laws. The names and addresses of the initial directors are:

Susan Alexander  
833 East Center  
Milwaukee, WI 53212

Cindy Dwyer  
2611 N. Booth  
Milwaukee, WI 53212

John Ballstrom  
800 East Burleigh  
Milwaukee, WI 53212

Bob Klavetter  
1127 E. Walworth #4  
Milwaukee, WI 53212

Ron Bitticks  
820 East Wright  
Milwaukee, WI 53212

Peggy Riverwest  
800 East Clarke  
Milwaukee, WI 53212

Dan Stauff  
820 East Locust  
Milwaukee, WI 53212

# ARTICLE 6

## Section I

The address of the initial registered agent is 820 East Wright Street, Milwaukee, Wisconsin 53212 and the name of its initial registered agent at such address is Ron Bitticks.

## Section II

The name and address of the sole incorporator is Jan Zepecki, 5547 South Fifth Street #1, Milwaukee, Wisconsin 53207.

## Section III

The principal office of the corporation shall be 824 East Locust Street, Milwaukee, Wisconsin 53212.

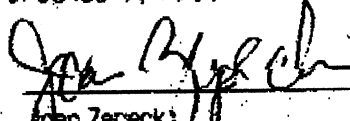
# ARTICLE 7

In the event of liquidation or dissolution of the corporation, no liquidating or other dividends and distribution of property owned by the corporation shall be declared or paid to any private individual, but after paying or making provision for the payment of all of the liabilities of the corporation, the Board of Directors shall dispose of all of the assets of the corporation, exclusively for charitable, educational, religious or scientific purposes as shall at the time of such disposition be exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1956 or any successor thereto, as amended from time to time.

ARTICLE 8

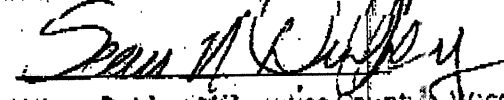
These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment. This document will be recorded in Milwaukee County.

Executed in duplicate on the fourth (4) day of January, 1989.

  
Joan Zepecki

STATE OF WISCONSIN     )  
                                  ) SS.  
COUNTY OF MILWAUKEE   )

Personally came before me on this fourth (4) day of January, 1989, the above-named Joan Zepecki, to me known to be the person who executed the foregoing instrument and acknowledged the same.

  
Notary Public, Milwaukee County, Wisconsin.  
My commission expires 15 PERMANENT

(Notarial Seal)

This document was drafted by Joan Zepecki, 3547 South Fifth Street #1, Milwaukee, Wisconsin.