



FORM **102-I**

Nonstock Corporation Articles of Incorporation

INFORMATION AND INSTRUCTIONS

This form may be used to file articles of incorporation for a nonstock corporation ("corporation"). A corporation is not required to use this form to file its articles of incorporation; however, if a corporation does not want to use this form, it will need to ensure that it provides the Department of Financial Institutions ("department") with all of the information that is required by [s. 181.0202 Wis. Stats.](#) at the time it files. Please note that this form contains only the minimal information required by [s. 181.0202\(1\) Wis. Stats.](#), and may not meet every corporation's needs. Department staff cannot provide legal advice regarding this matter.

Upon receipt of this document, the department shall stamp or otherwise endorse the date of receipt on the original. The department may return an acknowledgement copy as confirmation of the date of receipt.

INSTRUCTIONS:

Article 1. Enter the name of the corporation. **The corporate name of a domestic corporation must be distinguishable upon the records of the department.** The corporate name shall contain the word "corporation", "incorporated", "company" or "limited" or the abbreviation "corp.", "inc.", "co." or "ltd." or words or abbreviations of like import in another language.

Article 2. Enter the mailing address of the initial principal office of the corporation. "Principal office" means the office, whether in or outside this state, of a domestic corporation or a foreign corporation where its principal executive offices are located.

Article 3. Enter the street address of the corporation's initial registered office. Each corporation shall continuously maintain a registered office in the State of Wisconsin.

Article 4. Enter the name of the corporation's initial registered agent at the above office. The registered agent shall be any of the following:

INDIVIDUALS: An individual who resides in the State of Wisconsin and whose business office is identical with the registered office.

DOMESTIC ENTITIES: A domestic corporation, stock corporation, limited partnership, registered limited liability partnership, or limited liability company, incorporated, registered, or organized in the State of Wisconsin, whose business office is identical with the registered office.

FOREIGN ENTITIES: A foreign corporation, stock corporation, limited partnership, registered limited liability partnership, or limited liability company, authorized to transact business in the State of Wisconsin, whose business office is identical with the registered office.

Article 5. Check the appropriate box as to whether or not the corporation will have members. "Member" means a person who has membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws.

Article 6. Check the appropriate box if the corporation is authorized to make distributions under [s. 181.1302](#).

DISTRIBUTIONS ON DISSOLUTION: Corporations may make distributions upon dissolution under [subch XIV](#).

DISTRIBUTIONS TO NONPROFIT CORPORATIONS: A Corporation may make a distribution or other payment to another domestic or foreign corporation, if all of the following conditions are met:

- (a) The articles of incorporation, or, if the articles of incorporation so provide, the bylaws, state that a distribution or other payment may be made under this subsection.
- (b) The distribution or other payment is made in accordance with the stated purpose of the corporation.
- (c) The corporation would be able to pay its debts as they become due in the usual course of its activities.
- (d) The corporation's total assets would equal at least the sum of its total liabilities.





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(e) The domestic or foreign corporation to which the distribution or other payment is made may not distribute any part of its income to members, directors or officers and is exempt from taxation under 26 USC 501.

OTHER DISTRIBUTIONS: A Corporation may make a distribution that is not permitted under subs. (1) to (3) only if all of the following apply:

- (a) The articles of incorporation state that a distribution may be made under this subsection.
- (b) The distribution is made in accordance with the stated purpose of the corporation.
- (c) The corporation would be able to pay its debts as they become due in the usual course of its activities.
- (d) The corporation's total assets would equal at least the sum of its total liabilities.

Article 7. Enter the name of the drafter of the articles of incorporation. If the articles of incorporation is executed in Wisconsin, [s. 182.01\(3\) Wis. Stats.](#) provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If the articles of incorporation was not executed in Wisconsin, enter the remark "Not Executed in Wisconsin".

Article 8. Enter the name and address of each incorporator. One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the department for filing. Attach additional pages as needed for additional incorporators' names and addresses. At least one incorporator must sign the Articles of Incorporation.

REPORTING REQUIREMENTS NOTIFICATION – (provided pursuant to [s. 181.0203\(3\)](#), Wis. Stats.):

Regulation of Charitable Organizations

A Nonstock Corporation operating as a "charitable organization" and soliciting contributions, may be subject to additional regulation under [s. 202.12](#) of the Wisconsin Statutes and may be obliged to register and file financial reports with our Department.

Information on additional requirements, including the: annual registration requirement, registration statement, annual financial report, audit requirement, acceptance of other information, exemptions from registration, reporting tax exemption or organizational changes, contracts and contribution limits is available on the DFI website at www.wdfi.org, or by calling 608-267-1711.

OPTIONAL INFORMATION: These articles (or others you may wish to add) are provided for optional information that you may elect to include, such as a delayed effective date, the name and address of the initial directors, a purpose clause, tax-exempt provisions, etc.

Article 9. Delayed Effective Date, if applicable: Subject to the conditions set forth in [s. 181.0123](#) and [181.0123\(2\) Wis. Stats.](#), a document filed by the department under Ch. 181 is effective on the date it is received by the department for filing, unless a delayed (future) effective date is declared in the document. To name a delayed effective date, enter the future effective date on the appropriate space on the form. The delayed effective date may not be more than 90 days after the date the document is received by the department

Article 10. Other Provisions and purpose statement.

Article 11. The names and addresses of the natural persons who will serve as the initial directors. A board shall consist of 3 or more individuals, with the number specified in or fixed in accordance with the articles of incorporation or bylaws.

Enter your contact information, so we may send you an acknowledgement of this filing. You may optionally include an email address and a phone number where we may reach you for questions.





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TAX EXEMPT STATUS: *Nonstock Corporations expecting to apply to the Internal Revenue Service for federal TAX-EXEMPT STATUS should obtain and read [IRS Publication 557](#) "Tax-Exempt Status for Your Organization" before preparing these articles of incorporation, as the articles must contain particular language and provisions to meet federal tax code requirements.*

NONREFUNDABLE FILING FEE: Make **\$35.00** remittance payable to the [Department of Financial Institutions](#). *Optional expedited service:* The nonrefundable expedited service fee of **\$25.00** is in addition to the filing fee required for this document to be processed, and provides the document will be processed in an expeditious manner.

This form may be used to accomplish a filing with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

Mailing Address:

State of WI – Dept. of Financial Institutions
Box 93348
Milwaukee WI 53293-0348

Physical Address for Express Mail/Courier

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