



FORM 128

FOREIGN NON-STOCK CORPORATION
ARTICLES OF DOMESTICATION

Sec. 181.1533(1)(b) Wis. Stats.

A. \_\_\_\_\_
a foreign corporation, without capital stock, organized under the laws of \_\_\_\_\_,
has adopted an election to domesticate as a Wisconsin nonstock corporation.

B. The election to domesticate was adopted in accordance with sec. 181.1533(2) of the Wisconsin Statutes.

C. The corporation will file, with the appropriate entity in the jurisdiction where the foreign corporation is organized, articles of dissolution or an equivalent document having the effect of terminating the corporation's existence under the laws of that jurisdiction.

D. The corporation adopts the following restated articles of incorporation that supersede and take the place of the existing articles of incorporation and any amendments to the articles of incorporation:

Article 1. Name of the corporation: \_\_\_\_\_

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: \_\_\_\_\_

Article 4. Street address of the registered office: (The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.) \_\_\_\_\_

Article 5. Mailing address of the principal office: \_\_\_\_\_

Article 6. (Select and mark (X) one of the statements below)

£ The corporation will have members. OR £ The corporation will not have members.

7. Executed on \_\_\_\_\_ (Date) \_\_\_\_\_ (Signature)

Title: £ President £ Secretary

or other officer title \_\_\_\_\_ (Printed name)

This document was drafted by \_\_\_\_\_ (Name the individual who drafted the document)

**INSTRUCTIONS** (Ref. sec. 181.1533(1)(b), Wis. Stats. for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, please visit [www.wdfi.org/contact\\_us/](http://www.wdfi.org/contact_us/) for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made 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.

The articles must be accompanied by a **CERTIFICATE OF STATUS** (variously called “certificate of existence” or “certificate of good standing”) issued by the Secretary of State of the state of incorporation of the foreign corporation, or the state office with whom articles of incorporation are filed. The certificate shall be dated not earlier than 60 days before its delivery and must set forth the **foreign corporation’s date of incorporation**.

A. Enter the present name of the foreign nonstock corporation (before any change effected by the restatement) and the state or country under whose laws it is presently organized. The name must agree with the corporate name appearing on the accompanying certificate of status issued by the foreign state or country. The domestication provision is available only for foreign corporations organized without capital stock, including not-for-profit corporations.

B. This statement is required by sec. 181.1533(1)(b) 3.

C. This pre-printed form includes the prescribed statement that the articles of domestication were adopted in accordance with sec. 181.1533(2). The election by a foreign corporation to become a domestic corporation must be adopted in the same manner as is required under the laws of the jurisdiction where the domesticating corporation is organized, for a merger of that corporation into a domestic corporation.

D. Enter the text of the restated articles. The text must contain the information specified for Articles 1 thru 6, and may contain additional information in further articles you create in the document.

## INSTRUCTIONS (Continued)

Article 1. The name must contain ‘corporation’, ‘incorporated’, ‘company’, or ‘limited’ or the abbreviation ‘corp.’, ‘inc.’, ‘co.’, or ‘ltd.’ or comparable words or abbreviations in another language.

Article 2. This statement is required by sec. 181.0202(1)(a).

Articles 3 & 4. The corporation must have a registered agent located at a registered office in Wisconsin. The address of the registered office is to describe the physical location where the registered agent maintains their business office. Provide the street number and name, city and ZIP code in Wisconsin. PO Box addresses may be included as part of the address, but are insufficient alone. The corporation may not name itself as its own registered agent.

Article 5. The restated articles must provide the address of the corporation’s principal office. ‘Principal office’ means the office, whether in or outside of Wisconsin, in which are located its principal executive offices.

Article 6. Select and check the appropriate box in article 6 to indicate if the corporation will or will not have members. A ‘member’ means a person who has membership rights in a corporation in accordance with its articles of incorporation and bylaws.

Article 7. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation or, if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, the fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

Transitional requirements: Sec. 181.1533(5) of the Wisconsin Statutes requires that the domesticating corporation provide Notice to the Department of Financial Institutions that it has filed articles of dissolution or an equivalent document in the state in which the foreign corporation is organized for that purpose.

ARTICLES OF DOMESTICATION – Nonstock Corporation

\_\_\_\_\_

\_\_\_\_\_

**▲ Please provide an email or postal mailing address for the filed copy of the document.**

Your **phone number** during the day: \_\_\_\_\_

**IMPORTANT** - The Notice requirement is mandatory and failure to file the notice with the department within 60 days after the effective date of the articles of domestication may require the corporation to forfeit not more than \$100.00. Each day of continued violation constitutes a separate offense. The form reproduced below is appropriate for providing Notice.

**NOTICE**

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

NOTICE IS HEREBY GIVEN, pursuant to sec. 181.1533(5) of the Wisconsin Statutes, that \_\_\_\_\_, a foreign corporation organized under the laws of \_\_\_\_\_, has filed in the jurisdiction where said foreign corporation is organized, articles of dissolution or an equivalent document having the effect of terminating the corporation's existence as a corporation under the laws of that jurisdiction.

The effective date of the filing in the foreign jurisdiction is \_\_\_\_\_ .

**FOR THE CORPORATION:**

Executed on \_\_\_\_\_  
(Date)

By: \_\_\_\_\_  
(Signature)

Title:  President  Secretary  
or other office title \_\_\_\_\_

\_\_\_\_\_  
(Printed name)