

**ARTICLES OF ASSOCIATION
Of
OUTAGAMIE COUNTY MASTER GARDENER ASSOCIATION**

These Articles of Association are adopted by the undersigned for the purpose of forming a Wisconsin non-profit association under Chapter 184 of the Wisconsin Statutes (the "Association").

1. Name. The name of the association is:

OUTAGAMIE COUNTY MASTER GARDENER ASSOCIATION

2. Organization. This unincorporated organization is organized under Ch. 184 of the Wisconsin Statutes by more than three (3) individuals joined by mutual consent for the common nonprofit purpose as stated in Article 4.

3. Duration. The period of existence of this Association is perpetual.

4. Purpose. The association is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of this association shall be to encourage, foster, support, promote and to provide education in horticulture in Outagamie County while maintaining affiliation with the State of Wisconsin Master Gardener Association.

5. Powers. The Association shall have all powers conferred upon non-stock, nonprofit associations organized under Chapter 184 of the Wisconsin Statutes, and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes. The Association shall not engage in any of the following activities:

5.1. The Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

5.2. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Association has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the United States Internal Revenue Code.

5.3. No dividends shall be paid and no part of the net earnings of the Association shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.

5.4. The Association shall not discriminate against any employee, applicant for the employment, client or applicant for services because of race, color, religious, sex, national origin or any other classification prohibited by law.

6. Initial principal office. The street address of the Association's initial principal office is 3365 W. Brewster St., Appleton, WI 54914.
7. Members. The Association will have members as provided in the Bylaws.
8. Board of directors. The affairs of the Association shall be managed by the Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be provided in the Bylaws, but the number of Directors shall not be less than three.
9. Tax Status. It is intended that the Association shall have the status of an organization which is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a)(3) of the Internal Revenue Code. This Certificate of Formation shall be construed, and all authority and activities of the association shall be limited, accordingly.
10. Dissolution and Liquidation. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the Association's liabilities, dispose of all of the Association's assets exclusively for the purpose of the Association in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
11. Amendment. This Certificate of the Association may be amended by a vote of at least two-thirds (2/3) of a quorum of Directors of the Association at a duly noticed and constituted meeting.

{Signature page to follow}

Executed: February 2, 2012.

Mary Learman
Mary Learman, President and Director

Gail Clearwater
Gail Clearwater, Vice President and Director

Chris Schaefer
Chris Schaefer, Treasurer and Director

Katie Langner
Katie Langner, Project Chair and Director

Steve Schultz
Steve Schultz, Director

Kathy Baum
Kathy Baum, Education Chair

Judy Peters
Judy Peters, Fund-Raising Chair

Jessica Wickland
Jessica Wickland, Coordinator and Director

Anne Van Handel
Anne Van Handel, Secretary and Director

Kevin Jarek
Kevin Jarek, Advisor and Director


Sonnet Uhlenbrauck
Sonnet Uhlenbrauck, Director

Tom Wentzel
Tom Wentzel, State Rep and Director

Coleen Reed
Coleen Reed, Communications Chair

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This instrument was drafted by
and the acknowledgment copy should
be returned to:


EPIPHANY LAW
Kathryn M. Blom
4211 N Lighting Drive
Appleton WI 54913
920-996-0000 (ph.)
920-996-0001 (fax)