

**COPY**

DEPT. OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services



10 NOV 15 PM 2:20

## ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:  
Thoreau Elementary PTO, Inc.

(Enter Corporate Name)

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

See the attached Amended and Restated Articles of Incorporation of Thoreau Elementary PTO, Inc.

B. Amendment(s) adopted on September 26, 2010

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3<sup>rd</sup> Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 11/3/2010  
(Date)

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

(Signature)

Louisa Medaris

(Printed name)

This document was drafted by Christopher J. Stroebel  
(Name the individual who drafted the document)

**RECEIVED**

NOV 15 2010

WISCONSIN  
DFI

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

THOREAU ELEMENTARY PTO, INC.

These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of Thoreau Elementary PTO, a nonprofit, nonstock corporation formed under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes. These Amended and Restated Articles of Incorporation supersede and take the place of the existing articles of incorporation and any amendments to the articles.

**ARTICLE 1**  
**NAME**

The name of the corporation is Thoreau Elementary PTO, Inc. (referred to below simply as the "Corporation").

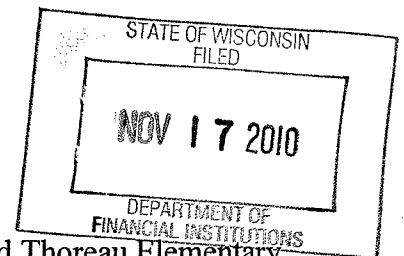
**ARTICLE 2**  
**EXISTENCE**

The Corporation was created as and shall continue to be a nonprofit, nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.

**ARTICLE 3**  
**PURPOSES**

3.1 The Corporation is created and shall be operated exclusively to:

- Enhance and support the educational experience at Henry David Thoreau Elementary School, and unite the efforts of parents and teachers to promote the opportunity for intellectual, physical, emotional and social growth of the children attending the school;
- Encourage close and effective relationships among Thoreau Elementary children, parents, schools, and the community;
- Promote communication between home and school, and provide a forum through which parents, teachers, and administrators can communicate on pertinent issues of general importance or urgency;
- Promote the welfare of children attending the school today and to plan for and promote the welfare of those children who attend in the future;
- Sponsor events and programs that encourage a sense of community both within the



school and between the school and the larger community of the Thoreau Elementary School and the surrounding neighborhoods, including Dunn's Marsh, Dudgeon Monroe, Summit Woods and Nakoma neighborhoods; and

- Raise and contribute monies to support programs and projects that enhance Thoreau Elementary School, its communities, and relationships with its surrounding neighborhoods

3.2 The purposes and activities of the Corporation are solely for purposes that are appropriate for an educational, scientific, and charitable organization as defined in 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 (the "Code").

3.3 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of an educational, scientific, and charitable organization as defined in Section 501(c)(3) of the Code.

#### **ARTICLE 4** **POWERS**

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided, however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that:

4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above;

4.2 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

4.3 The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; and,

4.4 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE 5** **MEMBERSHIP**

The Corporation shall have members. The qualifications, obligations and privileges of membership shall be set forth in the bylaws of the Corporation.

**ARTICLE 6**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a board of directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

**ARTICLE 7**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the Corporation's payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

**ARTICLE 8**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address of the principal office of the Corporation is:

c/o PTO President  
3870 Nakoma Rd.  
Madison, WI 53711.

The name and address of the registered agent is:

Louisa Medaris  
President  
3870 Nakoma Rd.  
Madison, WI 53711.

**ARTICLE 9**  
**AMENDMENT**

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

Adopted: September 26, 2010.



10 NOV 15 PM 2:28

### ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:  
Thoreau Elementary PTO, Inc.

\_\_\_\_\_  
(Enter Corporate Name)

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C. Approval by 3<sup>rd</sup> Person (Contingency Statement)

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D. Executed on 11/3/2010

(Date)

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

\_\_\_\_\_  
(Signature)

Louisa Medaris

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

This document was drafted by Christopher J. Stroebel

\_\_\_\_\_  
(Name the individual who drafted the document)

Sec. 181.0203  
Wis. Stats.

**RECEIVED**  
**NOV 19 2009**  
**WISCONSIN**  
**DFI**

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services

**Articles of Incorporation – Nonstock Corporation**

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Chapter 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

DEPARTMENT OF FINANCIAL INSTITUTIONS  
FILED  
**NOV 23 2009**  
DEPARTMENT OF  
FINANCIAL INSTITUTIONS

**Article I**

The name of this corporation shall be: Thoreau Elementary PTO, Inc.

**Article II**

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

**Article III**

The name of the initial registered agent is: Todd Castilow.

**Article IV**

The address of the initial registered office is: 4125 Iroquois Dr., Madison, WI 53711.

**Article V**

The mailing address of the initial principal office is: 3870 Nakoma Rd., Madison, WI 53711.

**Article VI**

The corporation will have members.

**Article VII**

The names and addresses of the initial directors are as follows:

Louisa Medaris, President  
4513 Onaway Pass, Madison, WI 53711

Sheri Stroebel, Vice President  
19 Hiawatha Circle, Madison, WI 53711

Kathleen Hoppe, Co-Secretary  
4243 Mohawk Dr., Madison, WI 53711

Aphra Mednick, Co-Secretary  
4418 Yuma Dr., Madison, WI 53711

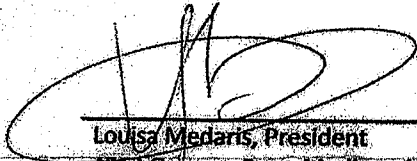
Todd Castilow, Treasurer  
4125 Iroquois Dr., Madison, WI 53711

**Article VIII**

The purpose of the corporation is to enhance and support the educational experience at Henry David Thoreau Elementary School, to develop a closer connection between school and home by encouraging parent involvement, and to improve the environment at Thoreau Elementary through volunteer and financial support.

**Article IX**

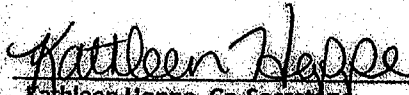
The names and addresses of the incorporators are as follows:



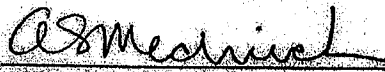
Louisa Medaris, President  
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Sherri Stroebel, Vice President  
19 Hiawatha Circle, Madison, WI 53711



Kathleen Hoppe, Co-Secretary  
4243 Mohawk Dr., Madison, WI 53711



Aphra Mednick, Co-Secretary  
4418 Yuma Dr., Madison, WI 53711



Todd Castilow, Treasurer  
4125 Iroquois Dr., Madison, WI 53711

This document was drafted by: Todd Castilow