

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOWCASE WISCONSIN, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the provisions of Chapter 181 of the Wisconsin Statutes, as amended, without stock and not for profit, does adopt the following Articles of Incorporation:

**ARTICLE I.**  
Name

The name of the Corporation is **Showcase Wisconsin, Inc.**

**ARTICLE II.**  
Organization

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

**ARTICLE III.**  
Registered Agent

The name and address of the registered agent of the Corporation is Hannah Renfro, 201 West Washington Avenue, Madison, Wisconsin 53703.

**ARTICLE IV.**  
Principal Office

The principal office is located at 201 West Washington Avenue, Madison, Wisconsin 53703.

**ARTICLE V.**  
Purpose

The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for charitable, scientific, literary, and educational purposes, as described in § 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law ("IRC"), and the regulations thereunder for the benefit of or to carry out the purposes of the qualified organization specified herein. The Wisconsin Economic Development Corporation (the "WEDC") is so specified as the supported organization. If WEDC

ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, or to carry out the purposes of, one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. An organization is a “qualified organization” for purposes of these Articles only if it is described in IRC § 509(a)(1) or (2) and exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or under IRC § 115. The Corporation shall also be operated as a corporation which is other than a private foundation within the meaning of IRC § 509.

ARTICLE VI.  
Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to a private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in these Articles.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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; nor shall the Corporation engage in activities that are unlawful under applicable federal, state or local laws.

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income tax under IRC § 501(c)(3) and which is other than a private foundation as defined in IRC § 509, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on or engage in any activities not permitted to be conducted, carried on or engaged in by (i) an organization exempt from federal income tax under IRC § 501(c)(3); or (ii) an organization that receives contributions deductible under IRC § 170(c)(2).

ARTICLE VII.  
Members

The Corporation will have Members. The sole Member of the Corporation is Wisconsin Economic Development Corporation, a Wisconsin public body corporate and politic created by the State of Wisconsin by Chapter 238 of the Wisconsin Statutes (the “Member”). The rights (including voting rights) of the Member shall be as provided from time-to-time in the Bylaws.

ARTICLE VIII.  
Board of Directors

The business affairs of the Corporation shall be managed by its Board of Directors subject to and in compliance with these Articles of Incorporation, the Bylaws, and the Wisconsin Nonstock Corporation Law. The number of Directors of the Corporation, their manner of

selection, and other matters relating to the composition of the Board of Directors shall be provided for in the Bylaws.

ARTICLE IX.  
Distribution and Dissolution

The Corporation shall be authorized to make distributions or other payments as provided in § 181.1302(4) of the Wisconsin Statutes, as amended; provided, however, that no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

- (a) Such distribution is approved by the Member;
- (b) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in Article II above;
- (c) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and
- (d) The recipient of such distribution or payment may not distribute any part of its income to members, directors, or officers and is exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or under IRC § 115.

The Member shall approve any plan of dissolution of the Corporation. In the event that the Corporation shall be liquidated and dissolved, or in the event the Corporation merges or becomes owned, in whole or in part, or controlled by another organization, then all of its assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the Member of the Corporation, if then in existence and if qualified under IRC § 115, for use within Wisconsin. If the Member of the Corporation is not in existence or is not qualified under IRC § 115, then all of the Corporation's assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the State of Wisconsin.

ARTICLE X.  
Amendment

These Articles of Incorporation may only be amended or restated as provided in the Bylaws.

ARTICLE XI.  
Incorporator

The name and address of the incorporator is Hannah Renfro, 201 West Washington Avenue, Madison, Wisconsin 53703.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Milwaukee, Wisconsin, this \_\_\_\_ day of \_\_\_\_\_, 2013.

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Hannah Renfro, Esq., Incorporator

This document was drafted by and should be returned to:

Hannah Renfro, Esq.  
201 West Washington Avenue  
Madison, Wisconsin 53703

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