

**Amended  
Restated Articles of Incorporation**

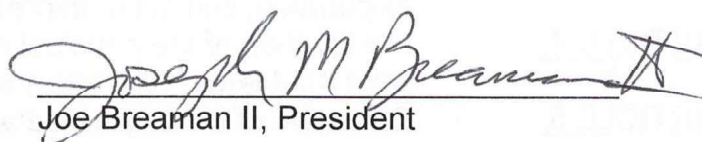
The following restated Articles of Incorporation duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes supersede and take the place of the existing Articles of Incorporation and amendments thereto:

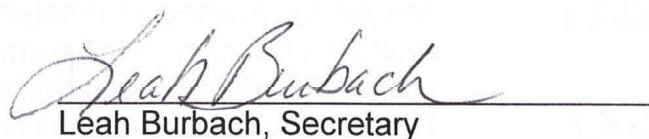
- ARTICLE 1. The name of the corporation shall be Merrill Area United Way, Inc. and its location shall be in the City of Merrill, Wisconsin.
- ARTICLE 2. The period of existence shall be perpetual.
- ARTICLE 3. The purposes shall be to engage in any lawful activity for which corporations may be organized under Chapter 181 of Wisconsin Statutes, and all such lawful activities shall, by this statement, be deemed within the purposes of this corporation, subject to express limitations, if any.
- ARTICLE 4. The location of the principal office in Wisconsin is 503 South Center Avenue, Suite #5, Merrill, Wisconsin 54452.
- ARTICLE 5. The name of the registered agent at the time of the adoption of these re-emended articles is Debbie Moellendorf, Executive Director.
- ARTICLE 6. Any person making a monetary contribution to the Merrill Area United Way, Inc. shall be a member of the corporation for that year and as such are entitled to vote at the next annual meeting.
- ARTICLE 7. The Board of Directors shall consist of no fewer than 15 and no more than 25 members. Members shall be elected at the annual meeting of the corporation usually for a three-year term with approximately 1/3 of the terms expiring each year. Directors shall represent the range of geographic, economic, cultural and other interests in the Merrill area community. The Board of Directors may not fill any vacancy occurring on the Board of Directors until the next annual meeting.
- ARTICLE 8. The corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sec. 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- ARTICLE 9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under sec. 501C(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or assets may be given to a governmental unit for a public purpose as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.
- ARTICLE 10. These articles may be amended in the manner provided by statute at the time of amendment.

The undersigned officers of the Merrill Area United way, Inc. certify:

1. The foregoing restatement of amended articles of incorporation of said corporation was adopted by the Board members on the 8th day of December 2025, by majority votes of those members in attendance.

Executed in duplicate and seal (if any) affixed this 18 day of December, 2025.

  
Joe Breaman II, President

  
Leah Burbach, Secretary

NO SEAL

This document was drafted by William A. Wulf  
Of the firm of Ament & Wulf in 1988 and  
Amended in 1995.

This document was initially reviewed by William A. Wulf of the law firm of Ament, Wulf, Frokjer & Hersil, SC. in January 2006 and Articles 4 & 5 were unofficially amended by the Executive Board to reflect the  
Office relocation and the Executive Director change.

Prepared for consideration at the annual meeting on January 31, 1974

By Gordon King, Mike Nolan and Anita Gebert

Approved January 31, 1974

Amended September 8, 1992

Amended January 31, 1995

Amended February 3, 1999

Amended February 10, 2004

Amended December 9, 2024

Amended December 8, 2025

Reviewed 10.6.2025 by Policy Committee

Approved 10.23.2025 by Executive Committee

Approved 12.8.2025 by Board of Directors