

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
Sec. 181.1002
Wis. Stats.

2009 OCT 16 AM 10:06

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



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

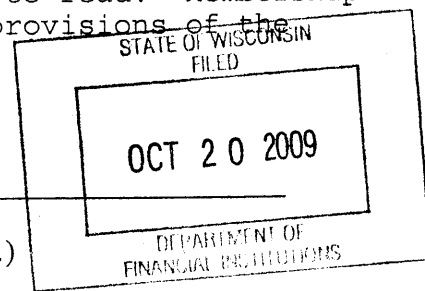
A. The present corporate name (prior to any change effected by this amendment) is:
DAIRYLAND THEATRE ORGAN SOCIETY, INC.

(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:

Article 10 (Membership provisions) is hereby amended to read: "Membership in the Corporation shall be governed by the applicable provisions of the Corporation's Bylaws."



B. Amendment(s) adopted on October 12, 2009

(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 3rd 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 10/13/2009

(Date)

(Signature)

Title: President Secretary
or other officer title _____

ROBERT J. EDDINGTON

(Printed name)

This document was drafted by ROBERT J. EDDINGTON
(Name the individual who drafted the document)

FILING FEE - \$25.00 See instructions, suggestions and procedures on following page
DFI/CCS/104(R02/10/04)

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin statutes. **WITHOUT STOCK AND NOT FOR PROFIT.**

Article 1. The name of the corporation is Dairyland Theatre Organ Society, Inc.

Article 2. The period of existence shall be perpetual.

Article 3. The purposes shall be to promote education in music and to promote a common interest in the enjoyment of the theatre organ, the appreciation of its sound, its music, its traditions and history, its legends and memories, and promote interest in the restoration and preservation of theatre organs, and to hold organ concerts and to educate others in the riches of the theatre organ tradition.

Article 4. Location of the principal office 616 - 6th Street
Racine, Wisconsin 53403

Article 5. Name of the initial registered agent Frederick P. Hermes

Article 6. Address of the initial registered agent 616 - 6th Street
Include ZIP Code
Racine, Wisconsin 53403

Article 7. The number of directors may be fixed by by-law but shall be not less than three.

Article 8. The number of directors constituting the initial board shall be Nine (9).

-Article 9. Names and addresses of the initial directors:

The complete address, including street and number, if assigned, and the ZIP Code, must be stated.

Frederick P. Hermes; 1710 Heather Lane; Racine, Wisconsin 53402

Robert D. Leutner; 4927 Kings Cove; Racine, Wisconsin 53406

Karen Steinke; 1303 S. 71st Street; West Allis, Wisconsin 53214

Raymond Bodendorfer; 2545 North 128th Street; Brookfield, Wis. 53005

Robert E. Ludwig; Box 2323 East River Road; Grafton, Wisconsin 53024

John Hill; 566 Fairfield Avenue; Elmhurst, Illinois 60126

William Klinger; 4572 North Teutonia; Milwaukee, Wisconsin 53209

Peter Charnon; 566 Fairfield Avenue; Elmhurst, Illinois 60126

Benjamin F. Comstock; 1010 New York Avenue; Manitowoc, Wisconsin 54220

Article 10. (Membership provisions) There will be three classes of members.

- (1) Senior member who will be a primary applicant.**
- (2) Associate member who will be persons designated by the primary applicant from his immediate family.**
- (3) Honorary member which will be an honorary membership bestowed by the corporation with unanimous recommendation of the Board of Directors to individuals who have furthered to an outstanding degree an interest in the theatre pipe organ and the purposes of this organization. The term of the honorary membership shall be at the discretion of the Board of Directors and shall be stated at the time the individual is so nominated for the honor. Honorary memberships shall have no voting privileges and no dues.**

Membership applications shall be made to the membership chairman and be accepted by the Board of Directors.

Article 11. (Other provisions)

None

Article 12. These articles may be amended in the manner authorized by law at the time of amendment.

Article 13. The name and address of incorporator (or incorporators) are:

NAME

ADDRESS

(number, street, city and ZIP Code)

Frederick P. Hermes

1710 Heather Lane; Racine, Wis. 53402

Executed in duplicate on the 1st day of June 1970

Frederick P. Hermes

STATE OF WISCONSIN

County of _____

ss.

Personally came before me this 1st day of June 1970

the above named Frederick P. Hermes

to me known to be the person who executed the foregoing instrument, and acknowledged the same.

Janice M. Herzog
Notary Public

[Notarial Seal]

My Commission expires June 18, 1972

This document was drafted by

Carroll R. Heft

(Name of Person)

Please print or type

Please fill in the name and address called for on Page 4.

INSTRUCTIONS AND SUGGESTIONS

1. Article 1. The name MUST contain "Corporation," "Incorporated," or "Limited," or the abbreviation of one of these words.

2. Article 2. Insert "purpose" or insert any limitation desired.

3. Article 3. Must show definite purpose. (An "any lawful purpose clause" is not permitted.)

(This statute expressly states that it is NOT necessary to incorporate the purpose.)

4. Articles 5 and 6. The corporation MUST have a registered agent.

5. Article 7. This article may be stricken if desired. In that case, the number of directors will remain as shown in Article 2.

6. Article 10. This article must set out the method of accepting and discharging members, any denial or restriction of voting rights, any classification of members (including distinguishing features of each class), OR the article must authorize the by-laws to cover these matters.

If the corporation is to have no members, Article 10 must so state.

If the corporation is to have no members the articles must provide for the method of selection of directors or state this should be set forth in the by-laws.

7. Article 11 provides space for inserting any other provisions which may be desired.

8. Articles must be executed and sent to the Secretary of State, Madison, Wisconsin 53703 in duplicate original -- one to be filed in his office and one to be certified and returned and which must be recorded in the office of the register of deeds of the county wherein the principal office is located. Corporate existence will commence when articles are left for record with the register of deeds.

9. Filing fee is \$200.00. Send with the articles.

10. Section 59.513 (3) Wisconsin Statutes provides that this document shall not be recorded unless the name of the person who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner.

The statement printed on this document, if completed, complies with this provision. This must be completed on each of the duplicate originals.

Articles of Incorporation
Non-Stock

D-5370

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

JUN 3 - 1970

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

W. J. Paul
Filed By:

Carroll R. Heft Acty
P.O. Box 205

Madison Wis 53740

Name:

Address:

CERTIFICATE NUMBER

519 code

State of Wisconsin
SECRETARY OF STATE
Madison, Wisconsin 53702

D 537072

Resolved, That the Articles of Incorporation of Dairyland Theatre Organ Society, Inc. shall be amended so as to add the following to such Articles of Incorporation, namely: In the event of dissolution any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This organization shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law. This organization shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. This organization shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. This organization shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. This organization shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. THE ABOVE SHALL CONSTITUTE ARTICLE 11.

The undersigned officers of DAIRYLAND THEATRE ORGAN SOCIETY, INC.

(The correct and complete corporate name)

1. The foregoing amendment of the articles of incorporation of said corporation was adopted by the members on the 21st day of November 1971 by the following vote:

Number of Members having voting rights	Number present in person or by proxy	Number voting	
		For	Against
45	45	45	0

2. (See instructions 2 and 3)

Executed in duplicate and seal (if any) affixed this 21st day of November 1971

(Affix seal or state that there is none)

Paul Jones
President
Thomas G. ...
Secretary

It is document was drafted by

Attorney Carroll R. Heft
(Name)

Please print or type

AMENDMENT
TO
ARTICLES

Adding "THY-EXEMPT" PROVISIONS

D 5370

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

DEC 13 1971

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

\$10.00 *RB*

Printed Name:

CARROLL R. ~~HRP~~

~~THY~~
P.O. BOX 205
RAEVINE, WIS.

53401

* Please fill this in, including your complete address.

INSTRUCTIONS

1. AMENDMENT AT MEETING OF MEMBERS. An amendment of articles can be adopted at a meeting of the members having voting rights. The vote necessary is two-thirds of those present. Item 1 is for showing such vote.

2. AMENDMENT BY WRITTEN CONSENT. An amendment can be adopted without a meeting. This is done by ALL members having voting rights signing a written consent to the proposed amendment. When this method is used, strike out item 1 and insert in item 2 a statement that "The foregoing amendment was adopted by written consent signed by all of the members having voting rights."

3. AMENDMENT BY DIRECTORS. Directors can adopt an amendment of articles if the corporation is one whose articles of incorporation provide that the corporation shall have no members or is one which has no members having voting rights. The vote necessary is a majority of the directors in office.

When this method of amendment is used, strike out item 1 of this form and insert in item 2 a statement that the corporation has no members or is one having no members with voting rights (whichever the case may be) and that the amendment was adopted by vote of a majority of the directors in office, showing also the date of the directors' meeting.

Votee cannot exercise. The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or in the by-laws of the articles as amended. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members. Sec. 182.14, Stats.

4. Execute and submit the amendment in duplicate--one to be filed by the secretary of state and the other to be certified by him and returned to the sender. The duplicate so returned must be recorded in the office of the register of deeds of the county wherein the principal office is located.

5. A vice-president may execute in lieu of the president, and an assistant secretary may execute in lieu of the secretary.

6. FEE. The fee for filing any amendment is \$10.00.



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: JUL - 2 2009

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.