

**NONSTOCK ARTICLES OF INCORPORATION
OF
GUNDERSEN/CITY OF LA CROSSE
NEIGHBORHOOD DEVELOPMENT CORPORATION**

Executed by the undersigned for the purpose of forming a non-stock, not-for-profit Wisconsin corporation under Chapter 181 of the Wisconsin Statutes.

Article 1: Name

The name of this non-stock, not-for-profit corporation is **Gundersen/City of La Crosse Neighborhood Development Corporation** (hereinafter the “Corporation”)

Article 2: Existence

The Corporation will exist perpetually.

Article 3: Purposes

The Corporation is organized, and shall at all times be operated, exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the “Code”), including, without limitation, to acquire, own and develop commercial, retail and housing properties in the City of La Crosse, and to sell and lease property to encourage development in the City of La Crosse.

Article 4: 501(c)(3) Operations and Dissolution

This Corporation is organized as a not-for-profit corporation and it will conduct its activities so that no part of its net earnings will inure to the benefit or any member (which there will be none), director, officer or individual. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Code Section 501(h)).

Upon the Corporation’s dissolution and after paying its debts and liabilities, the Board of Directors shall distribute all remaining assets for one or more exempt purposes within the meaning of Code Section 501(c)(3), or the corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of

by the Circuit Court of La Crosse County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 5: Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto as now or hereafter enacted or amended. Such powers shall be exercised only in fulfillment of the purposes of the Corporation set forth in Article 3, subject to the requirements of Article 4.

Article 6: Distributions

The Corporation may make distributions or other payments under subsections 3 and 4 of Section 181.1302 of the Wisconsin Nonstock Corporation Law to the extent consistent with its purposes as described in Article 3 hereof. Such distributions may include distributions to other organizations that are tax exempt under Code Section 501(c)(3) and distributions for public purposes to governmental units, as such term is defined in Code Section 170(b)(1)(A)(v).

Article 7: Principal Office

The Corporation's principal office is located 1836 South Avenue, La Crosse, WI 54601.

Article 8: Registered Agent

The initial registered agent's name is Daniel J. Lilly

Article 9: Registered Address

The initial registered agent's address is 1836 South Avenue, La Crosse, WI 54601

Article 10: Amendments

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

Article 11: Board of Directors

The number of directors shall be fixed by by-laws, but will not be less than four.

Article 12: Election of Directors

The manner in which Directors shall be elected or appointed shall be provided in the Bylaws of the Corporation. The names and addresses of the initial board of directors are:

Name	Address
Gary Schmuck	1836 South Avenue La Crosse, WI 54601
Michael Richards	1836 South Avenue La Crosse, WI 54601
Cathy Fischer	1836 South Avenue La Crosse, WI 54601
Timothy Kabat	400 La Crosse Street, 6 th Floor La Crosse, WI 54601
Francis Formanek	2118 13th Place S. La Crosse, WI 54601
Richard Swantz	4115 Verchota St., La Crosse, WI 54601

Article 13: No Members

The corporation shall not have members.

Article 14: No Stock

The Corporation shall not have the authority to issue capital stock.

Article 15: Incorporator

The name and address of the incorporator is:

Name	Address
Daniel J. Lilly	1836 South Avenue La Crosse, WI 54601

Executed on the ____ day of _____, 2013.

Daniel J. Lilly

Subscribed and sworn to before me this ____ day of _____, 2013.

Notary Public, State of Wisconsin
My Commission expires on _____

This instrument was drafted by:
[Name]
[Address]