

NONSTOCK ARTICLES OF INCORPORATION

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

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

Article 2

The Corporation will exist perpetually.

Article 3

The Corporation is organized and shall be operated exclusively to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code. In furtherance of the aforementioned purpose, the Corporation's purpose will be to acquire, own and develop commercial, retail and housing properties in the City of La Crosse, to sell and lease property to encourage development in the City of La Crosse, and to engage in any and all lawful activities to further the purposes for which the Corporation has been organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes; provided, however, that the Corporation's activities shall not be inconsistent with the requirements of Section 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Revenue Code).

Article 4

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 of any member (which there will be none), director, officer or individual. The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(4) of the Internal Revenue Code. Upon the Corporation's dissolution and after paying its debts and liabilities, the Board of Directors may distribute all remaining assets to organizations enjoying an exempt status under Sections 501(c)(3), (4) or (6) of the Internal Revenue Code of 1986, as amended, or to any qualified governmental entities. If any assets are not so disposed, the Circuit Court of La Crosse County will dispose of such assets as it may determine, which may include disposing of those assets to the City of La Crosse.

Article 5

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

Article 6

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

Article 7

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

Article 8

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

Article 9

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

Article 10

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 11

Membership provisions will be set forth by the by-laws.

Article 12

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

Article 13

The name and address of incorporator(s) is/are:

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 _____