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FORM **NFP 102.10** (rev. Dec. 2003)

ARTICLES OF INCORPORATION

General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com

FILED

FEB 18 2005

JESSE WHITE
SECRETARY OF STATE

Doc#: 0505418114
Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 02/23/2005 01:29 PM Pg: 1 of 6

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

File # 6405-101-6 Filing Fee: \$ 50.00 Approved: RB
Submit in duplicate Type or Print clearly in black ink Do not write above this line

Article 1. The name of the corporation is: ACG Wisconsin, Inc.

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>Carl A. Wangman</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>1926 Waukegan Road, Suite 1</u>		
	Number	Street	(Suite #) (A P.O. Box alone is not acceptable)
	<u>Glenview</u>	<u>Il</u>	<u>60025</u>
	City	ZIP Code	County
			<u>Cook</u>

Article 3: The first Board of Directors shall be 15 in number, their names and addresses being as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
See Attached Schedule of Directors				

Article 4. The purposes for which the corporation is organized are:
SEE ATTACHMENT

(over)

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Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page if additional space is needed):

SEE ATTACHMENT


Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated February 14, 2005
 (Month & Day) (Year)

SIGNATURES AND NAMES

1. 
 Signature
Vera Penev
 Name (please print)
2. _____
 Signature

 Name (please print)
3. _____
 Signature

 Name (please print)
4. _____
 Signature

 Name (please print)
5. _____
 Signature

 Name (please print)

POST OFFICE ADDRESS

1. 3500 Three First National Plaza
 Street
Chicago, IL 60602
 City/Town State ZIP
2. _____
 Street

 City/Town State ZIP
3. _____
 Street

 City/Town State ZIP
4. _____
 Street

 City/Town State ZIP
5. _____
 Street

 City/Town State ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS – USE WHITE PAPER – SIZE 8 1/2 x 11

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**SCHEDULE OF DIRECTORS
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG WISCONSIN, INC.**

Article 3.

<u>Name</u>	<u>Street Address</u>
Peter Coffey	Michael Best & Friedrich LLP 100 E. Wisconsin Ave., #3100 Milwaukee, WI 53202-4186
Robert Cook	Cedar Creek Partners LLC 10936 N. Port Washington Rd., #180 Mequon, WI 53092-5031
John Fowler	Quad/Graphics, Inc. N63 W23075 Highway 74 Sussex, WI 53089-2827
William Goodman	Schenck Business Solutions 11414 W. Park Place, # 200 Milwaukee, WI 53224
Bruce Johnson	Aon Risk Services of Wisconsin 330 E. Kilbourn Ave. Two Plaza East, # 450 Milwaukee, WI 53202
Frank Krejci	The Custom Shoppe 300 Air Park Dr. Watertown, WI 53094
Neil Leland	Bemis Mfg. Co. 300 Mill St. Sheboygan Falls, WI 53085

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Name**Street Address**

Linda Mertz

Mertz Associates, Inc.
2401 N. Mayfair Rd., #104
Milwaukee, WI 53226

Laurance Newman

Access Management Services Ltd.
10431 North Applewood Court
Mequon, WI 53092

Darlene Rose

Johnson Controls, Inc.
5757 N. Green Bay Ave.
Milwaukee, WI 53209

John Shiely

Briggs & Stratton Corporation
12301 W. Wirth St.
Wauwatosa, WI 53222-2110

Peter Sommerhauser

Godfrey & Kahn, S.C.
780 N. Water St.
Milwaukee, WI 53202-3590

Paul Stewart

PS Capital Partners, LLC
205 E. Wisconsin Ave., Mezzanine #100
Milwaukee, WI 53202

Jeffrey Trader

Valuation Research Corporation
330 E. Kilbourn Ave, # 1020
Milwaukee, WI 53202-3142

Scott Wrobbel

Deloitte & Touche LLP
555 W Wells St., #1400
Milwaukee, WI 53202-3800

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**ATTACHMENT
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG WISCONSIN, INC.**

Article 4. The corporation is organized for educational purposes, including:

(a) Conducting local educational programs for, and facilitating networking activities of, members of this corporation as a chapter of the Association for Corporate Growth, Inc., an Illinois not-for-profit corporation (the "Association") in fulfillment of the purposes of the Association.

(b) Coordinating such educational and networking activities with those of other chapters of the Association.

Article 5.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth herein. No 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or successor provisions.

(b) The corporation is not organized for profit, and the corporation shall not engage in any business of a kind ordinarily carried on for profit.

(c) The business and affairs of the corporation shall be managed by the Board of Directors.

(d) The corporation shall enter into a Chapter Affiliation Agreement (the "Chapter Affiliation Agreement") with the Association, pursuant to which the corporation shall be granted a charter to operate as a chapter of the Association.

(e) The By-Laws of the corporation shall be adopted, amended, altered or repealed upon the affirmative vote of a majority of the directors then in office.

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(f) The corporation shall dissolve upon the termination of the Chapter Affiliation Agreement.

(g) Upon the dissolution or final liquidation of the corporation, the Board of Directors (i) shall pay or make provision for the payment of all of the liabilities of the corporation, (ii) shall return, transfer or convey any assets held by the corporation which are subject to the condition that the assets be returned, transferred or conveyed upon dissolution or liquidation of the corporation in accordance with the term of such condition, and (iii) shall distribute the remaining assets of the corporation to the Association, provided that the Association then qualifies as an organization exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code; or, if the Association does not so qualify, to one or more organizations that then qualify as exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code, or to the federal government, or to a state or a local government, for a public purpose, as the Board of Directors shall determine.

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