AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
MEMORIAL UNION BUILDING ASSOCIATION, INC.

In the spirit of Irving Seaman, Lowell E. Frautschi and John M. Kohler, original incorporators, and Stanley Allyn, Don Anderson, John Bergstresser, Ray Black, H. C. Bradley, Timothy Brown, Charles L. Byron, John Dollard, Victor Falk, Lowell Frautschi, Edward H. Gardner, George I. Haight, Guy Sundt, John M. Kohler, John S. Lord, Fredric March, A. W. Peterson, Gretchen Schoenleber, Irving Seaman and Don C. Slichter, original voting members, and Porter Butts, the first Union Director, the Association has adopted these Amended and Restated Articles of Incorporation, which supersede and replace the heretofore existing Articles of Incorporation and all amendments or restatements thereof of The Memorial Union Building Association, Inc., all pursuant to the provisions of the Wisconsin Nonstock Corporation Law, ch. 181 of the Wisconsin Statutes (the “WNCL”).

ARTICLE 1
Name

The name of the corporation shall be Memorial Union Building Association, Inc.

ARTICLE 2
Purpose

The purposes for which said corporation is organized and to be operated are exclusively educational and charitable as follows:

A. To promote the interests, welfare and development of The Wisconsin Union at the University of Wisconsin, Madison, Wisconsin, in cooperation with the Chancellor of the University of Wisconsin Madison campus, the University of Wisconsin administration and the Union Council.

B. To collect and receive gifts, contributions, subscriptions, bequests and devises of money, property or any other thing of value; to accept the same subject to such conditions and trusts as may be imposed thereon for the benefit of The Wisconsin Union; and to hold, administer, use or distribute the same for said purposes.

C. To represent the interest in The Wisconsin Union of the donors of funds to this corporation or to its predecessor, the Memorial Union Building Committee.

D. To hold and invest any and all funds received in a manner consistent with the investment of the trust funds of the University of Wisconsin and the University of Wisconsin Foundation.

E. To carry on and support, by grants, distributions, assistance or otherwise, such programs, projects and activities of The Wisconsin Union as the Board of Trustees of this corporation from time to time deems to be suitable and appropriate.
ARTICLE 3
Activities and Restrictions

The corporation is organized under the WNCL without capital stock, and no dividend or pecuniary profit shall inure or be paid to any private individual or any officer or trustee of the corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the corporation. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempt to influence legislation. The corporation shall neither participate in, nor intervene in, any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distributing of any statements. Nor shall the corporation carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2), as such provisions may from time to time be amended.

ARTICLE 4
Members

The corporation shall have members consisting of all existing life members and benefactors of the Memorial Union Building Association and the Wisconsin Union on the date hereof, and all persons who in the future pay the life membership subscription determined by this corporation or become benefactors. The members shall not have voting rights. The membership of any person, and all right and interest in the estate, property, privileges, franchises and affairs of the corporation, shall be terminated by the member’s death or resignation. Membership shall be personal and the rights of a member shall not be assigned or transferred in any manner.

ARTICLE 5
Trustees

A. The entire management, control, acquisition, investment and disposition of the property and affairs of the corporation shall be vested in its Board of Trustees consisting of such number of persons as shall be fixed by the Bylaws from time to time, but the Board of Trustees shall not be less than three (3). The Board of Trustees shall share governance responsibilities with the corporation’s Associate Trustees as provided in the Bylaws. The terms of office, qualifications and method of election of the Trustees and Associate Trustees shall be as specified in the Bylaws.

B. Any action required or permitted to be taken at a meeting of the Board of Trustees may also be taken by written consent signed and delivered to the corporation by two-thirds (2/3) of the Trustees then in office. Such action shall have the same force and effect as an action taken upon a vote of the Board of Trustees at a meeting. All Trustees shall receive written notice of any proposed action together with the form of consent, and the action is effective on the date specified in the written notice or the date on which the corporation receives a sufficient number of signed consents, whichever is later.
ARTICLE 6
Amendment

These Articles of Incorporation may be amended by the Trustees and Associate Trustees of the corporation, voting as a single voting group, provided that the amendment is described in the notice of the meeting and is approved by a majority of the Trustees then in office, and provided further that no amendment shall substantially change the purposes of the corporation as stated herein.

ARTICLE 7
Dissolution

In the event of the dissolution of the corporation, any assets, property and estate of the corporation remaining after payment or discharge of its debts, obligations and liabilities, shall be transferred to the Board of Regents of the University of Wisconsin.

ARTICLE 8
Principal Office, Registered Office and Registered Agent

The mailing address of the principal office and the street address of the registered office of the corporation is 800 Langdon Street, Madison, Wisconsin 53706-1495. The registered agent at such address is Mark C. Guthier.

CERTIFICATION

The undersigned officer of the Memorial Union Building Association, Inc. hereby certifies that the foregoing Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring member approval, and that said Amended and Restated Articles of Incorporation were adopted in accordance with § 181.1003 of the WNCL.

Executed this 21st day of October, 2003.

Jeffrey B. Bartell
Title: Board Chairman

This document was drafted by:
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