



FORM **104**

**AMENDMENT TO
ARTICLES OF INCORPORATION
NONSTOCK CORPORATION**

Sec. [181.1005](#), Wis. Stats.

1. The corporate name (prior to any change effected by this amendment) is:

(Enter corporate name, prior to any change)

2. Text of Amendment (*Identify each article of the current articles of incorporation that is being amended and how the amended article is to read. Attach additional pages if needed.*)

3. The foregoing amendment(s) were adopted on _____ by the following method:
(Date of adoption)

(Indicate the method of adoption by checking (X) the appropriate choice below.)

in accordance with sec. 181.1002, Wis. Stats. (adopted by the board of directors without the approval of voting members)

OR

in accordance with sec. 181.1003, Wis. Stats. (approved by voting members)

OR

in accordance with sec. 181.1004, Wis. Stats. (approved by members voting by class)

4. Approval by third party (*check only if applicable*):

The corporation's articles of incorporation require amendments to be approved in writing by a specified person other than the board of directors. The corporation has obtained that person's written approval of the amendments specified herein.

5. Executed on _____
(Date)

(Signature)

(Title)

(Printed name)

This document was drafted by _____
(Name the individual who drafted the document)

(Optional) This document has a **delayed** effective date/time of: _____
(up to 90 days after received date)

Contact Information:

Name		

Mailing Address		
_____	_____	_____
City	State	Zip Code
_____		_____
Email Address	Phone Number	

INSTRUCTIONS (Refer to section [181.1005](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the \$40.00 filing fee, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$25.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Item 1. State the name of the corporation (before any change effected by this amendment).

Item 2. Specify the amendment(s) to the corporation's articles of incorporation by identifying each article that is being amended, and how the amended item is to read.

Item 3. Specify the date the amendments were adopted and select one of the three available methods of adoption under applicable law. Select the first method if the amendments were adopted by the corporation's board of directors without the approval of members with voting rights, in accordance with section [181.1002](#) of the Wisconsin Statutes. Also select this method if (1) the corporation has not yet chosen directors, (2) it has no members with voting rights, and (3) the amendments were adopted by the corporation's incorporators (as identified in its articles of incorporation). Select the second method if the amendments were approved by a vote of the corporation's members in accordance with section [181.1003](#) of the Wisconsin Statutes. Select the third method if the amendments affect particular classes of members and were approved by votes of the affected class(es) in accordance with section [181.1004](#) of the Wisconsin Statutes.

Item 4. Under section 181.1030 of the Wisconsin Statutes, a corporation may choose in its articles of incorporation to require that any amendments to the articles must be approved in writing by a specified person other than the board of directors. If a corporation has opted to include such a requirement in its articles, then it must confirm that it has obtained the additional approval required by marking the checkbox. If the corporation has not adopted additional approval requirements in its articles of incorporation, leave this item blank.

Item 5. This document must be executed by a person authorized to sign on behalf of the corporation.

Drafter name. If the document is executed in Wisconsin, section 182.01(3) of the Wisconsin Statutes requires that it include the name of the drafter. If the document is not executed in Wisconsin, so indicate in the space provided for the drafter's name.

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.

Articles of Incorporation - Prairie Robotics Alliance, Inc.

ARTICLE I - NAME

The name of the corporation is Prairie Robotics Alliance, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, specifically:

A. Primary Purpose:

To promote science, technology, engineering, and mathematics (STEM) education among students in the Sun Prairie, Wisconsin area through support of Robotics programs, including, but not limited to, FIRST Robotics Competition (FRC), FIRST Tech Challenge (FTC), and FIRST LEGO League (FLL).

B. Specific Activities:

The corporation shall:

1. Provide financial support, equipment, and resources to FIRST Robotics teams in the Sun Prairie area
2. Assist in the formation and operation of new robotics teams
3. Facilitate fundraising activities to support team operations
4. Recruit and coordinate mentors and volunteers
5. Promote community awareness of STEM education and robotics programs
6. Provide scholarships to reduce financial barriers to student participation
7. Engage in other activities consistent with these educational purposes

C. Operational Scope:

The corporation shall support robotics teams operating in the Sun Prairie area, whether school-affiliated, community-based, or independent, provided such support furthers the corporation's educational mission. The corporation is independent of and not funded by the Sun Prairie Area School District.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The registered office of the corporation shall be located at:

1213 Celebration Blvd Sun Prairie, Wisconsin 53590

The registered agent at such address is:

Michael Bender

ARTICLE V - MEMBERS

This corporation shall have no members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

A. Authority:

The affairs of the corporation shall be managed by its Board of Directors.

B. Number:

The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) directors. The exact number shall be determined by the Board of Directors from time to time by resolution.

C. Initial Directors:

The initial Board of Directors shall consist of the following individuals:

1. Curt Mould, President
2. Michael Bender, Treasurer
3. Kristina Shatley, Secretary
4. Briana Ruiz, Member at Large

D. Election and Terms:

Directors shall be elected by the Board of Directors. The initial directors shall serve until the first annual meeting. Thereafter, directors shall serve two-year terms unless specified differently by amendment to the bylaws.

ARTICLE VII - RESTRICTIONS AND LIMITATIONS

A. Nonprofit Operation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.
2. No substantial 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
 - By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

- By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Private Benefit:

The corporation shall operate exclusively for educational and charitable purposes and shall not provide substantial private benefit to any individual, family, or for-profit entity. All support provided to robotics teams shall benefit the team as a whole and shall not be conditioned upon individual or family participation in fundraising activities.

C. Prohibited Activities:

The corporation shall not:

1. Operate individual fundraising accounts (IFAs) or "pay-to-play" systems where benefits are allocated based on individual family contributions
2. Engage in activities that primarily benefit private individuals or for-profit organizations
3. Operate for the primary benefit of any school district or governmental entity

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or to federal, state, or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, 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 IX - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the directors then in office, provided that no amendment shall be made that would:

1. Cause the corporation to cease to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code
2. Materially alter the corporation's charitable and educational purposes as set forth in Article III

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Michael Bender 1213 Celebration Blvd Sun Prairie, Wisconsin 53590