

**RESTATED ARTICLES OF INCORPORATION OF
SAUK COUNTY AGRICULTURAL SOCIETY, INC.**

PREAMBLE

Sauk County Agricultural Society (the “Society”) was established on February 15, 1899 as an “agricultural society” pursuant to Articles of Association. On February 7, 1902, the Society recorded with the Sauk County Register of Deeds Amended and Restated Articles of Incorporation, adopted under Sections 1460 and 1461 of the Wisconsin Statutes of 1898. These amended Articles provided for the creation and issuance of capital shares. According to the law in effect in 1898, the recording of this instrument with the Register of Deeds vested the organization with the powers of a corporation. It was not necessary for an agricultural society at that time to file its organizational document with the Secretary of State.

The provisions set forth in Sections 1460 and 1461 of the Wisconsin Statutes regarding the organization of agricultural societies continued in the statutes, basically unchanged, until 1975 when the provision disappeared. Thus, in order to maintain its nonprofit status in accordance with current state law, the Society desires to restate its Articles of Incorporation to reflect an election to become a corporation, WITHOUT STOCK AND NOT FOR PROFIT, pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes. (Wis. Stat. Sec. 181.1701).

Therefore, the following Restated Articles of Incorporation are duly adopted, supersede and take the place of the existing Articles of Incorporations and any amendments thereto.

ARTICLE I. NAME AND PERIOD OF EXISTENCE

The name of the Corporation is Sauk County Agricultural Society, Inc. The period of existence shall be perpetual.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively in order to perform and carry out exempt functions and purposes consistent with Section 501(c)(5) of the Internal Revenue Code, as amended. The exempt purpose of the Corporation is the betterment of conditions of those engaged in agricultural pursuits in Sauk County.

ARTICLE III. POWERS

The Corporation shall have all powers conferred upon non-stock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provision thereto now enacted or hereafter amended.

ARTICLE IV. STATUS

The Corporation shall not issue stock and shall be operated exclusively on a non-profit

basis for the exempt purpose set forth in Article II. No dividends shall be paid and no part of the net earnings shall inure to the benefit of any officer, director or other private individual. Further, the participation in or intervention in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office shall not be the primary activity of the Corporation.

ARTICLE V. MEMBERSHIP PROVISIONS

The Corporation shall have members.

ARTICLE VI. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by the Board of Directors. The number of Directors constituting the Board of Directors shall be such number as is designated from time to time by the By-Laws, but the number of Directors shall not be less than three (3). The manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws.

B. The names and addresses of the current Directors are:

President: Scott Zirzow
Vice Pres: Mikala Turner
Secretary: Elizabeth Cook
Treasurer: Shana Johnson
Marshall: Brady Neuman
Board:
Dan Greenwood
Josh Nagel
Beth Yanke
Don Larsen
Jacob Zirzow
Ben Turner

ARTICLE VII. DISSOLUTION AND LIQUIDATION

In the event of the liquidation or dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed to one or more organizations described in Section 501(c)(5) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.

ARTICLE VIII. PRINCIPAL OFFICE AND REGISTERED AGENT

A. The principal office is located in Sauk County, Wisconsin. The address of such principal office is:

Sauk County Agricultural Society, Inc.
P.O. Box 467
Baraboo, WI 53913

- B. The name of the registered agent is:

- C. The street address of the initial registered agent is:

ARTICLE IX. AMENDMENT

These Articles may be amended at any annual membership meeting of the Society by three-fourths vote of the members present; provided there shall be no less than forty members present.

CERTIFICATION

This is to certify that the foregoing Restated Articles of Incorporation do not contain any amendment requiring approval by any other person, other than the Board, and the Board adopted the Restatement on _____ in accordance with Wis. Stats. Sec. 181.1002.

Executed in duplicate at Baraboo, Wisconsin this ____ day of _____, 2008.

President

This document was drafted by Wayne L. Maffei, Esquire.