

ARTICLES OF INCORPORATION
OF
Quarry Heights NEIGHBORHOOD ASSOCIATION (QHNA), LLC

(A non-stock, not-for-profit corporation)

FIRST: The undersigned, Spencer A. Hoyt, whose post office address is 6650 West State Street, Wauwatosa, WI 53213, being at least twenty-one (21) years of age, under and by virtue of the General Laws of the State of Wisconsin authorizing the formation of corporations, am forming a non-profit corporation without capital stock, pursuant to the Corporations and Associations Article of the Annotated Code of Wisconsin.

SECOND: The name of the corporation (which is hereinafter called "the Corporation") is: QHNA, LLC.

THIRD: The purposes for which the Corporation is formed are as follows:

A. To unite the citizens of the Quarry Heights neighborhood in Wauwatosa, Wisconsin in a common enterprise to work together for the general welfare and benefit of all its citizens including the health, safety, education, and protection of the environment, and of the families and children of this and surrounding neighborhoods.

B. When necessary, to resist with all legal and legitimate means by the President or an assigned delegate (assigned by the President QHNA, LLC) from the Board of Directors, those forces which from time to time threaten the moral fiber, economic well-being, or beneficent lifestyle of our neighborhood in Wauwatosa.

C. To educate and advise our citizens and those of surrounding communities about the forces, influences and circumstances which improve and or influence their way of life.

D. To seek the assistance and partnership of Local, County and State government to support of our efforts and activities in furtherance of these goals.

E. To raise such funds as may be necessary to support these efforts.

F. To expend funds for its activities, including educational and promotional activities, in furtherance of these goals.

G. Generally, to own and acquire real and personal property by gift, grant, devise, purchase or otherwise, and to purchase, take, own, use, hold, improve, exchange, convey, transfer or in any manner dispose of real or tangible property in whole or in part within or without the State of Wisconsin.

H. To solicit and accept grants, donations and charitable contributions from various sources for such funding (including foundations and charitable and governmental agencies, businesses and individuals) to be maintained in accounts of the Corporation and used solely for the educational and charitable purposes of the Corporation, and not for any individual purposes.

I. To enter into, make and perform contracts of every kind in furtherance of those purposes with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

J. To have the President of QHNA or one or more assigned Board of Directors (BOD) (assigned by the President of QHNA, LLC) to hire services of professional, as well as of non-professional and clerical personnel, and to conduct all of its operations and to promote its objects and purposes within or without the State of Wisconsin, without restriction as to place or amount.

K. To hold such bank accounts as may be approved by the President or an assigned delegate (assigned by the President of QHNA, LLC) from the Board of Directors, to accept donations, gifts, grants, loans, fees and receipts of any kind, and to apply all such funds to the purposes of the Corporation.

L. To carry on any other types of activities in connection with the foregoing which may be necessary or useful to the furtherance of its primary purposes, and to operate not for profit but solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may from time to time be amended.

M. No part of the assets of the Corporation, and no part of any net earnings of the Corporation, shall be divided among nor inure to the benefit of any officer or director of the Corporation or of any private individual, or be appropriated for any purposes other than the purposes of the Corporation herein set forth; and other than as permitted under Section 501(c)(3) of the Internal Revenue Code, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting in any substantial way 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 any candidate for public office, except as permitted under the aforementioned Section 501(c)(3) of the Internal Revenue Code, and the regulations of the Internal Revenue Service.

N. Upon liquidation or dissolution of the Corporation, and after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the President or an assigned delegate (assigned by the President) from the Board of Directors sees fit.

O. The foregoing shall be construed as both objects and powers, and the enumeration thereof shall not be held to limit nor restrict in any manner the general powers conferred on the Corporation by the laws of the State of Wisconsin. The Corporation is empowered to do all things not inconsistent with these Articles nor in violation of law.

FOURTH: The post office address of the principal office of the Corporation in this State is: 6650 west State street, Wauwatosa, WI 53213. The name and post office address of the Resident Agent of the Corporation in this State is Spencer A. Hoyt, 1298 N. 63 Street, Wauwatosa, WI 53213. The Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no capital stock, and its members shall be the members of the BOD as elected or designated (by the President of QHNA,LLC) from time to time pursuant to these Articles of Incorporation.

SIXTH: The number of Directors of the Corporation shall be at least three, and no more than eleven, and the number may be changed from time to time meeting the needs of the QHNA,LLC. The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen, assigned by the President of QHNA, LLC and qualified, are:

Spencer A. Hoyt **John Pokrandt**

SEVENTH: The Board of Directors shall adopt Bylaws for the management, regulation, and control of the affairs of the Corporation, provided that such Bylaws shall not be inconsistent with these Articles nor with the laws of the State of Wisconsin. The Bylaws adopted by the Board of Directors may be amended at any time by the President or an assigned delegate (assigned by the President) from the Board of Directors, at any meeting, after due notice of such proposed amendments pursuant to the Bylaws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of July 2015, and acknowledge the foregoing Articles of Incorporation to be my act and deed.



Spencer A. Hoyt, President, Quarry Heights Neighborhood Association (QHNA,LLC)