

Registration of Wisconsin Religious Corporations

David A. Piehler
Piehler & Strande, S.C.
Piehler@wislaw.com

I. Options for Corporate Organization

- A. Not For Profit Corporations – Ch. 181, Wis. Stats.
 - 1. Articles of Incorporation filed with the state through the Department of Financial Institutions
 - 2. Operates through officers and a board of directors
 - 3. Requires a Registered Agent be appointed and information on same be kept up to date with the state. Since the state sends mailings to the Registered Agent it is critical to keep this information up to date.
 - 4. Yearly reports required, as well as payment of annual report fee
 - 5. Failure to file reports when due can result in involuntary dissolution, with loss of corporate protections against individual liability
- B. Religious Corporations – Ch. 187, Wis. Stats.
 - 1. Articles of Incorporation filed with the Register of Deeds in the county where the congregation is located
 - 2. Extremely simple 1 paragraph statement, specified by statute, is all that's required to be filed
 - 3. Very simple process to merge congregations
 - 4. No annual report or fee required
 - 5. Operates through a board of trustees. This often requires educating those with whom contracts are signed as to the proper way the contracts should be written for signature.
 - 6. Church Council or board of directors can act as trustees if desired.

II. Distinguish Corporate Registration from Tax Exempt Status

- A. A corporation can be registered but not tax exempt
- B. Tax exempt status and not for profit status are not synonymous
- C. All Missouri Synod congregations are covered by an umbrella tax exemption under IRS sec. 501(c)(3), and do not require a separate determination by the IRS
- D. State sales tax exempt numbers must be obtained separately

III. Detective Work to Determine a Congregation's Form of Registration

- A. Check the congregation's records – you might be pleasantly surprised!
- B. Check for state registration – go to www.wdfr.org; on the left side of the page click on "Search Business Records."
 - 1. Enter all or part of the name. If you enter a part of the name, you will probably get a list of corporations with similar names you can review
 - 2. If the congregation has changed its name the records might not have been updated – try searching under the former name, too
 - 3. If you find an entry for the congregation, look to see if it is up to date on its filings and in good standing. If not, get the required reports filed ASAP.
 - 4. If you don't find the congregation listed here, it is likely not a Ch. 181 corporation, and instead is a Ch. 187 corporation.
- C. Next check the office of the Register of Deeds for the county in which the congregation is located.
 - 1. Staff can help you search
 - 2. If you don't find anything under the congregation's current name, search using former names
 - 3. If you find articles under a former name, restated articles can be filed to update the records.
 - 4. Get a copy of the Articles of Incorporation for the congregation's records.