

## **ARTICLES OF INCORPORATION – EDGE PROJECT, INC.**

### Article I. NAME

The name of this corporation shall be **EDGE PROJECT, INC.**

Article II. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

### Article III. PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to: (1) provide University of Wisconsin students with a platform to engage actively in issues of sustainable international development, project management, leadership, and the realities of life in developing nations; (2) connect students with the resources necessary to research, create, and implement small-scale community development projects

### Article IV. LIMITATIONS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and the make payments and distributions in furtherance of the purposes set forth in Article 8 hereof.

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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

### Article V. MEMBERSHIP/DIRECTORS

This corporation shall have no voting members.

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws.

This corporation's initial Board of Directors shall be comprised of the following natural persons:

Michelle Mazzeo  
*Chairwoman*

1115 Honey Creek Pkwy.  
Wauwatosa, WI 53213

Marissa Mommaerts  
*Member-at-Large*

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Kelsi Hines  
*Member-at-Large*

835 Crosstown Rd.  
Ellsworth, WI 54011

Farha Tahir  
*Member-at-Large*

3909 N. Murray Ave.  
Apt. 609  
Shorewood, WI 53211

#### Article VI. REGISTERED AGENT

The initial registered agent shall be:

Michelle Mazzeo  
*Chairwoman*

1115 Honey Creek Pkwy.  
Wauwatosa, WI 53213

#### Article VII. DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### Article X. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this corporation, dispose of all the assets of this corporation exclusively for charitable and/or educational purposes to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code.

#### Article XI. INCORPORATOR

The **incorporator** of this corporation is:

\_\_\_\_\_

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Ch. 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

\_\_\_\_\_  
Incorporator's signature

\_\_\_\_\_  
Date

Zachary D. Jones drafted this document.