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**ARTICLES OF INCORPORATION OF NORTHEAST WISCONSIN OUTDOORS, INC.**

The undersigned, acting as incorporators of a nonstock corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes (the "WNCL"), hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

Name

The name of the corporation is Northeast Wisconsin Outdoors, Inc. hereinafter called the Corporation.

**ARTICLE II**

Duration

The period of existence is perpetual.

**ARTICLE III**

Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to: (1) expanding awareness of the outdoors through providing educational and recreational opportunities for the public; (2) enhancing public access to such outdoor recreational opportunities; and (3) improving natural resource utilization and environmental conditions. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations, as well as distributions in accordance with subsection 181.1302(3) of the WNCL. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE IV**

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

**ARTICLE V**

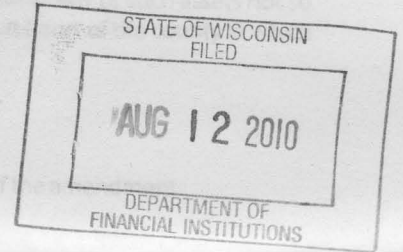
Members

The Corporation shall have no members.

**ARTICLE VI**

Directors

The number of directors constituting the Board of Directors shall be fixed by Bylaw, but shall be not less than three.



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**ARTICLE VII**  
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to those of the Corporation to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

**ARTICLE VIII**  
Amendments

These Articles of Incorporation may be amended in the manner authorized by law at the time of the amendment.

**ARTICLE IX**  
Name and Address of Initial Registered Agent

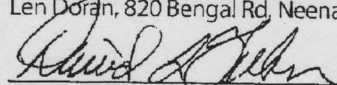
The name and address of the initial registered agent is David Weber, 1902 Susan Avenue, Neenah, WI 54956.

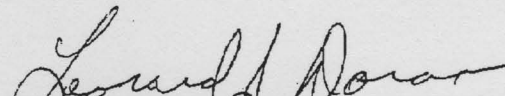
**ARTICLE X**  
Principal Office

The mailing address of the principal office of the Corporation is 1902 Susan Avenue, Neenah, WI 54956.

**ARTICLE XI**  
Incorporators

The name and address of the incorporators are:  
David Weber, 1902 Susan Avenue, Neenah, WI 54956  
Len Doran, 820 Bengal Rd, Neenah, WI 54956

  
\_\_\_\_\_  
Incorporator's Signature

  
\_\_\_\_\_  
Incorporator's Signature

This document was drafted by:  
David Weber  
1902 Susan Avenue  
Neenah, WI 54956