

ARTICLES OF INCORPORATION

OF

MISSISSIPPI RIVER RESEARCH CONSORTIUM, INC.

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, without stock and not for profit.

ARTICLE I

The name of the corporation shall be Mississippi River Research Consortium, Inc.

ARTICLE II

The period of existence shall be perpetual.

ARTICLE III

The purposes shall be:

A. To operate exclusively for charitable, scientific or other educational purposes including but not limited to making gifts and contributions to organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the correspondent provision of any Amendment to United States Internal Revenue).

B. The corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c) 3) of the Internal Revenue Code, contributions to which are deductible for federal income tax purposes.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Code.

D. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated for purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501(c) (3).

E. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation, shall ever be distributed to or divided among any such persons; provided, further, that neither the whole or any part or portion of such assets or net earnings, shall ever be used for, accrue to, or inure to the benefits of any member or private individual within the meaning of Section 501(c) (3) of the Code.

F. In the event of the termination or dissolution of the corporation in any manner or for any reasons, whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c) (3) of the Code.

ARTICLE IV

The location of the principal office in Wisconsin is Route 1, Box 174 A, La Crosse, Wisconsin 54601. (La Crosse County)

ARTICLE V

The name of the initial registered agent is Raymond C. Hubley.

ARTICLE VI

The address of the initial registered agent is:

U.S. Fish and Wildlife Services  
Box 818  
2630 Fanta Reed Road  
La Crosse, WI 54602

ARTICLE VII

The affairs of the corporation shall be handled by a Board of Directors, the number of which shall be fixed by the By-Laws but shall not be less than three. The name and addresses of the initial Board of Directors are:

Raymond C. Hubley                      c/o U.S. Fish and Wildlife Services  
Box 818  
2630 Fanta Reed Road  
La Crosse, WI 54602

John Nickum                              Iowa Cooperative Fishery, Research Unit  
Iowa State University  
Science Hall II  
Ames, Iowa 50010

Pamella Thiel                            Route 1, Box 174 A  
La Crosse, WI 54601

ARTICLE VIII

Membership: There shall be members of the corporation as provided by the By-Laws.

ARTICLE IX

The Articles may be amended in any manner provided by the By-Laws at the time of the amendment.

ARTICLE X

The name and address of incorporator is:

Pamella Thiel

Route 1, Box 174 A  
La Crosse, WI 54601

Executed in duplicate on the 22<sup>nd</sup> day of ~~September~~ <sup>October</sup>, 1984.

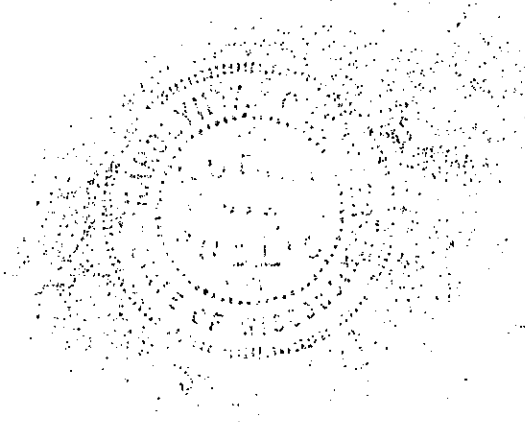
*Pamella A Thiel*  
Pamella Thiel

STATE OF WISCONSIN )  
                                  ) SS  
COUNTY OF LA CROSSE)

Personally came before me this 22<sup>nd</sup> day of ~~September~~ <sup>October</sup>, 1984, the above-named Pamella Thiel, to me known to be the person who executed the foregoing instrument and acknowledged the same.

*Karalyn C. Gaultier*  
Notary Public, State of Wisconsin  
My Commission: 2/23/86  
*Expires*

STATE OF WISCONSIN  
FILED  
NOV 9 1984  
DOUGLAS LA FOLLETTE  
SECRETARY OF STATE



This document was drafted by

*Maureen K. Kinney*  
Name

Please print or type

956946

*Set of the*

OFFICE of REGISTER of DEEDS  
LA CROSSE COUNTY, WISCONSIN

Received for record NOV 13 1984

at 11:02 o'clock *A. M.* and *862*

recorded in Volume *37* Page *162*

of Records *(see p. 1)*

*Shelba R. Kelly, Jr.*

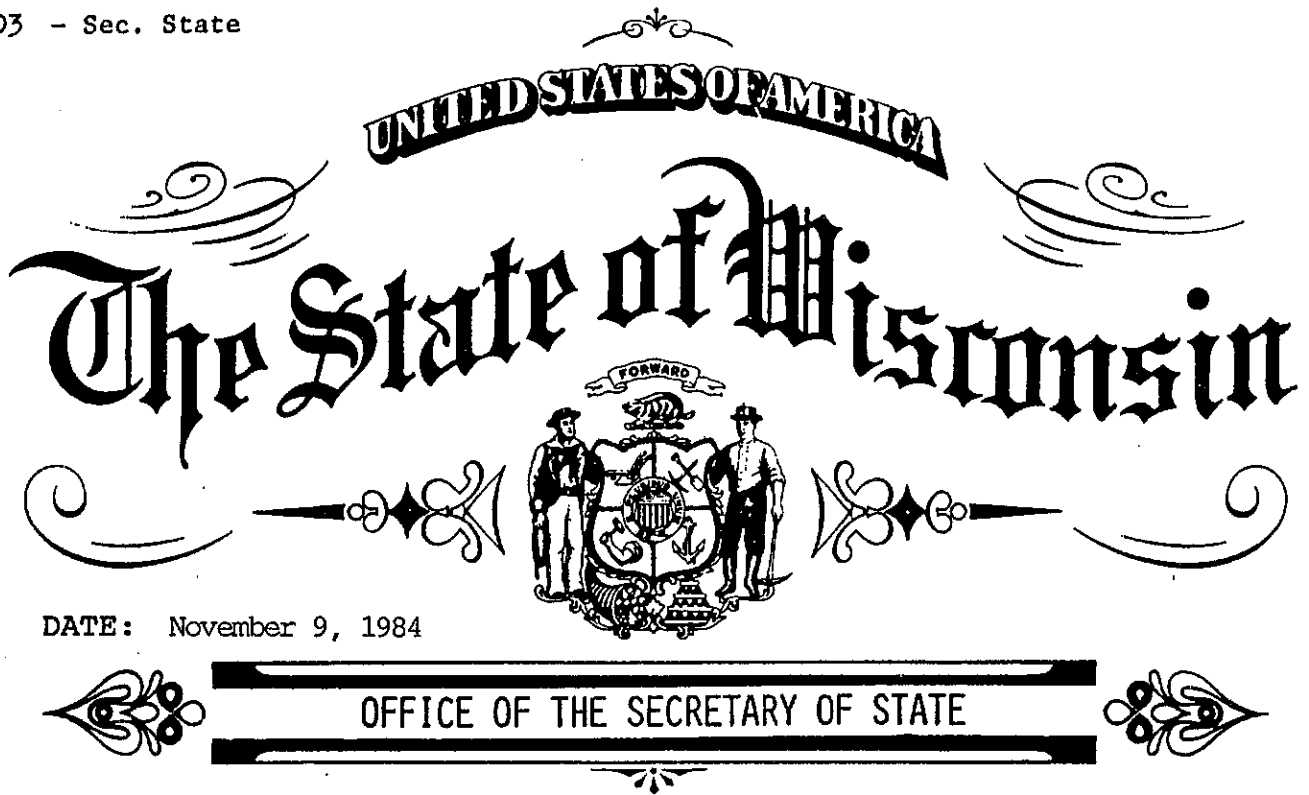
REGISTRAR

*P1002*

MAILED BY REGISTER

Mail return copy to:

Attorney Maureen L. Kinney  
JOHNS, FLAHERTY & GILLETTE, S.C.  
P. O. Box 1626  
La Crosse, WI 54602-1626



DATE: November 9, 1984

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation of

Mississippi River Research Consortium, Inc.

were filed in my office under the provisions of Chapter 181 of the Wisconsin Statutes, for an organization to be formed

WITHOUT STOCK AND NOT FOR PROFIT.

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under Chapter 181 of the Wisconsin Statutes except as such purposes may be further limited in said Articles.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on February 21, 1985.

*Douglas LaFollette*

DOUGLAS La FOLLETTE  
Secretary of State

SEE REVERSE FOR MORE INFORMATION

