

DO NOT STAPLE

Sec. 179.77,
 180.1105, 181.1105,
 and 183.1204
 Wis. Stats.

State of Wisconsin
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services



ARTICLES OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Pridefest, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input checked="" type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

Company Name:		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u> </u> (state or country)

Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Entity:



Company Name: Milwaukee Pride, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) See Exception below <input checked="" type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)

EXCEPTION: If the merger involves only Chapter 180 business corporations, use form 2001.
 DFI/CORP/2000(05/15)

3. Indicate below if the surviving entity is an indirect wholly owned subsidiary or parent:

The surviving entity is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving entity is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

4. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104, 181.1103, 181.1104 and 183.1202, if applicable.

CONTINGENCY STATEMENT – The surviving entity of this merger is a domestic or foreign **nonstock** corporation. The Plan of Merger included in this document was approved by each entity that is a party to the merger in the manner required by the laws applicable to each entity, and in accordance with ss. 180.1103, 180.1104 and 183.1202, if applicable, and by a person other than the members or the board, if the approval of such person is required under s. 181.1103(2)(c).

The approval of members is not required, and the Plan of Merger was approved by a sufficient vote of the board.

The number of votes cast by each class of members to approve the Plan of Merger were sufficient for approval by that class.

Membership Class	Number of Memberships Outstanding	Number of Votes Entitled to be Cast	For	Against

(Append or attach the **PLAN OF MERGER**, (Optional Plan of Merger template on Pages 3 & 4)

5. (OPTIONAL) Effective Date and Time of Merger

Aug. 3

These articles of merger, when filed, shall be effective on 07/31/2011 (date) at 11:59 pm (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by ss. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the surviving domestic entity.)

6. Executed on 07/19/2015 (date) by the surviving entity on behalf of all parties to the merger.



(Signature)

Mark (X) below the title of the person executing the document.

Scott D Gunkel

(Printed Name)

For a **limited partnership**

Title: General Partner

For a **corporation**

Title: President OR Secretary or other officer title _____

For a **limited liability company**

Title: Member OR Manager

This document was drafted by: Attorney John W Knuteson
(Name the individual who drafted the document)

DO NOT STAPLE

(T E M P L A T E)

Sec. 179.77,
180.1101(2),
181.1101(2), and
183.1203(2)
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

PLAN OF MERGER

1. Non-Surviving Parties to the Merger:

Company Name: Pridefest, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input checked="" type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)
-----------------------------	---	---

Company Name:

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u> </u> (state or country)
-----------------------------	--	---

Schedule more non-surviving parties as an additional page.

2. Surviving Entity:

Company Name: Milwaukee Pride, Inc.
--

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input checked="" type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u> </u> (state or country)
-----------------------------	---	---

3. The manner and basis of converting the interests in each business entity that is a party to the merger into shares, interests, obligations or other securities of the surviving business entity or any other business entity or into cash or other property in whole or in part.

The asset and liabilities of Pridefest, Inc., as IRS 501(c)(4) organization are transferred/ assumed by Milwaukee Pride, Inc., an IRS 501(c)(3) organization.

4. The terms and conditions of the merger.

Milwaukee Pride, Inc will hold officers and directors of Pridefest, Inc harmless from any liabilities existing or assumed as of the date of merger.

5. Other provisions the parties to the merger may elect to include relating to the merger.

Not Applicable

6. The articles of incorporation or other similar governing document of the surviving domestic entity is amended as follows:

Not Applicable



For Office



**State of Wisconsin
Department of Financial Institutions**

Endorsement

ARTICLES OF MERGER - Ch. 181

MILWAUKEE PRIDE, INC.

Received Date: 8/3/2015

Filed Date: 8/17/2015

Filing Fee: \$150.00

Entity ID#: M084697

Total Fee: \$150.00

Merges: Pridefest, Inc. (P029250) into Milwaukee Pride, Inc. (M084697)
Effective August 3, 2015
FSOI - No