#### 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**

## Non-Surviving Parties to the Merger

1. Non-Surviving Parties to the Werger:					
Company Name: Pridefest, Inc.					
Indicate (X) Entity Type	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) See Exception below ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of WI (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://www2.revenue.wi.gov/internet/merger.html					
Company Nam	e:				
Indicate (X) Entity Type	Limited Partnership (Ch. 179, Wis. Stats.)  Business Corporation (Ch. 180, Wis. Stats.) See Exception below  Nonstock Corporation (Ch. 181, Wis. Stats.)  Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of (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://www2.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	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) See Exception below ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of WI (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.								
<b>4.</b> 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 <b>nonstock</b> 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 o	on 07/31/201 (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.)								
Executed on  by the surviving entity or merger.	07/19/2015 (date) n behalf of all parties to the	(Street wis)	C.f					
Mark (X) below the title document.	of the person executing the	(Signaturé) Scott D Gunkel	/					
For a <b>limited partnersh</b> Title: General Partner	2 - <b>■</b>	(Printed Name For a corporation	)					
For a limited liability co		Title: ☑ President OR ☐ Secreta or other officer title	ary					
This document was draf	/	ttorney John W Knuteson dual who drafted the document)						

(TEMPLATE)

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	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of WI			
	<u>_</u>	(state or country)			
_					
Company Nam	e:				
The state of the s					
Indicate (X) Entity Type	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.)	Organized under the laws of			
	Limited Liability Company (Ch. 183, Wis. Stats.)	( <del></del>			
		(state or country)			
Schedule more non-surviving parties as an additional page.					
2. Surviving Entity:					
Company Nam	ie:				
Milwaukee Pride, Inc.					
Indicate (X) Entity Type	☐ Limited Partnership (Ch. 179, Wis. Stats.) ☐ Business Corporation (Ch. 180, Wis. Stats.) ☐ Nonstock Corporation (Ch. 181, Wis. Stats.) ☐ Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of			
	Emilia Elability Company (On. 100, Wio. Olato.)	(state or country)			
100000	<u> </u>				

ne asset and liabilities of Pridefest, Inc., as IRS 501(c)(4) organization are transferred/ assumed by Milwaukee Pride, Ir	nc., an IRS
01(c)(3) organization.	,
l. The terms and conditions of the merger.	
ilwaukee Pride, Inc will hold officers and directors of Pridefest, Inc harmless from any liabilities existing or assumed as	of the date of
erger.	
5. Other provisions the parties to the merger may elect to include relating to the merger.	
ot Applicable	
·	
<ol><li>The articles of incorporation or other similar governing document of the surviving domestic ent amended as follows:</li></ol>	ity is
lot Applicable	

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

Fee simple ownership interest  Yes ARTICLES OF MERGER	No (for DFI use only)						
Milwaukee Pride, Inc. 1110 North Market Street, Suite 2014M Milwaukee, WI 53202	٦						
L	J						
▲ Enter your return address within the bracket above.  Phone number during the day: (414 ) _507 7203							
Please use BLACK ink. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14(1g)(c), 180.0103(16), 181.0103(23) or 183.0107(1g)(c).							
Mailing Address: State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave – Suite 300 Madison WI 53703	Phone: 608-261-7577 TTY: 711					

**NOTICE**: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

- 1. Enter the company name, type of entity, and state of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
- 2. Enter the company name, type of entity, and state of organization of the surviving entity.
- 3. Indicate whether or not the surviving entity is a Domestic or Foreign Corporation that is an indirect wholly owned subsidiary or parent. See sec. 180.11045(1)(b), Wis. Stats. for definition.
- 4. This Article states the manner in which the Plan of Merger was approved. If the surviving entity is a domestic or foreign **nonstock** corporation, complete the CONTINGENCY STATEMENT. Append or attach the Plan of Merger. A <u>Plan of Merger</u> template is available on pages 3 & 4. Its use is optional.
- 5. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
- 6. Enter the date of execution and the name and title of the person signing the document. If, for example, the surviving entity is a domestic limited liability company, the Articles of Merger would be signed by a Member or Manager of the limited liability company; if the surviving entity is a corporation, by an officer of the corporation, etc.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.



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