

**ARTICLES OF INCORPORATION
OF
BULLDOG BOOSTER CLUB**

We, the undersigned, for the purpose of forming a corporation under and pursuant to the SDCL Chapters 47-22 to 47-28, inclusive, known as the South Dakota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporation and adopt the following Articles of Incorporation.

**Article 1
NAME**

The name of the corporation will be Bulldog Booster Club.

**Article 2
DURATION**

The period of duration of corporate existence of this Corporation will be perpetual.

**Article 3
PURPOSES**

The purposes for which the corporation is organized are as follows:

- a. To support, encourage and advance the activities programs of the Milbank School District and thereby cultivate school spirit, develop multi-disciplinary skills, promote good sportsmanship and develop character and high ideals.
- b. To promote projects and improve facilities and equipment necessary to provide an adequate activity program for the Milbank School District.
- c. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.
 - (i) No part of the net earnings of the corporation will inure to the benefit of the member, trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for

services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, or officer of the corporation, or any private individual will be entitled to share in the distribution of any corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

- (ii) The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax law.
- (iii) The corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws.
- (iv) The corporation will not retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws.
- (v) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws.
- (vi) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws.
- (vii) Notwithstanding any other provisions of these Articles to the contrary, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

The corporation may not seek to influence or direct the technical activities or policies of the Milbank School District administration or of the officials who are charged with the responsibility of conducting the activity program of the Milbank School District. The corporation may do nothing which violates the rules of the South Dakota High School Activities Association, or in any way jeopardizes the membership of the Milbank School District in the South Dakota High School Activities Association.

Article 4 **POWERS**

For the purposes set forth in 3(c) aforesaid, the corporation will have the following powers

- a. To operate and function exclusively as a non-profit corporation, with the rights, powers, and privileges permitted by the South Dakota Non-Profit Corporation Act;
- b. To acquire, own, hold, maintain, improve, lease, grant and obtain easements, sell, mortgage and otherwise deal with real and personal property;
- c. To pay all real estate taxes, if any, on any property owned or leased to the corporation;
- d. To engage in any activities and business which can be appropriate and legally carried on for the social, fraternal, educational and civic advantage of the public;
- e. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which will at any time appear conducive to or expedient for the protection or benefit of the corporation, including the ability to borrow money on behalf of the corporation.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred upon this corporation by law, and is not intended, by the mention of any particular power to limit or restrict any lawful power to which this Corporation may be otherwise entitled.

Article 5. **MEMBERS**

The corporation will not have members.

Article 6
BOARD OF DIRECTORS

The management and affairs of the corporation will be managed by a Board of Directors. The number of persons, and their qualifications, who will serve on the Board of Directors will be as set forth in the By-Laws of the corporation.

Article 7
INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, will be determined and fixed by the By-Laws as adopted by the Board of Directors.

Article 8
REGISTERED OFFICE

The location of the registered office of this corporation is 300 South Phillips Avenue, Suite 300, Sioux Falls, South Dakota 57104, and the registered agent at such address is James M. Wiederrich.

Article 9
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation will be five and the names and addresses of such persons who are to serve as directors until their terms expire, they resign or are removed, or until their successors are elected and qualified are as follows:

<u>Name:</u>	<u>Address:</u>
Steve Wenzl	312 Highland Dr. Milbank, SD 57252
Ryan Scoular	804 E. 11 th Ave. Milbank, SD 57252
Brian Sandvig	310 Highland Dr. Milbank, SD 57252

Justin Downes

107 Country Vista Pl.
Milbank, SD 57252

Dan Snaza

313 Gause Ave.
Milbank, SD 57252

Article 10
INCORPORATORS

The name, residence and post office address of all the incorporators, all of majority age are:

Name:

Address:

Steve Wenzl

312 Highland Dr.
Milbank, SD 57252

Ryan Scoular

804 E. 11th Ave.
Milbank, SD 57252

Brian Sandvig

310 Highland Dr.
Milbank, SD 57252

Justin Downes

107 Country Vista Pl.
Milbank, SD 57252

Dan Snaza

313 Gause Ave.
Milbank, SD 57252

Article 11
CAPITAL STOCK

This corporation will have no capital stock.

Article 12
DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation will be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify

under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as the now exist or may hereafter be amended.

Article 13
AMENDMENT

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

[Signature Pages Follow]

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 15th day of July, 2021.

STATE OF SOUTH DAKOTA
COUNTY OF GRANT



Steve Wenzl

On this the 15th day of July, 2021, before me, the undersigned officer, personally appeared Steve Wenzl, who acknowledged himself to be an incorporator of Bulldog Booster Club, a non-profit corporation, and that he, as such incorporator, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Brian D. Trapp
Notary Public - South Dakota
My Commission Expires: 11/20/24

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 15th day of July, 2021.

STATE OF SOUTH DAKOTA
COUNTY OF GRANT



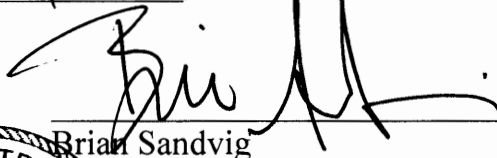
[Signature]
Ryan Scoular

On this the 15th day of July, 2021, before me, the undersigned officer, personally appeared Ryan Scoular, who acknowledged himself to be an incorporator of Bulldog Booster Club, a non-profit corporation, and that he, as such incorporator, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public - South Dakota
My Commission Expires: 11/20/24

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 15 day of July, 2021.



Brian Sandvig

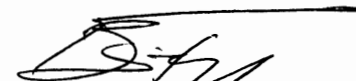
STATE OF SOUTH DAKOTA

COUNTY OF GRANT



On this the 15th day of July, 2021, before me, the undersigned officer, personally appeared Brian Sandvig, who acknowledged himself to be an incorporator of Bulldog Booster Club, a non-profit corporation, and that he, as such incorporator, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

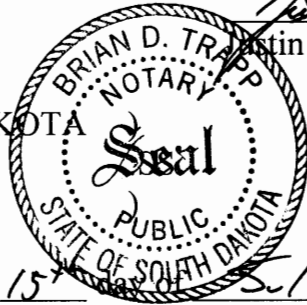


Notary Public - South Dakota
My Commission Expires: 11/20/24

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 15th day of July, 2021.

STATE OF SOUTH DAKOTA

COUNTY OF GRANT



Justin Downes

On this the 15th day of July, 2021, before me, the undersigned officer, personally appeared Justin Downes, who acknowledged himself to be an incorporator of Bulldog Booster Club, a non-profit corporation, and that he, as such incorporator, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as incorporator.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Brian D. Trautman

Notary Public - South Dakota

My Commission Expires: 11/20/24

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation this 15 day of July, 2021.



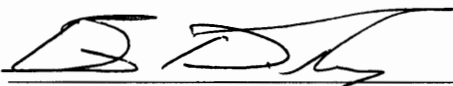
Dan Snaza

STATE OF SOUTH DAKOTA
COUNTY OF GRANT



On this the 15th day of July, 2021, before me, the undersigned officer, personally appeared Dan Snaza, who acknowledged himself to be an incorporator of Bulldog Booster Club, a non-profit corporation, and that he, as such incorporator, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public - South Dakota
My Commission Expires: 11/20/24

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, James M. Wiederrich, hereby give my consent to act as the registered agent for Bulldog Booster Club.

Dated: _____
James M. Wiederrich