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BY:

Sec. 181.1006  
Wis. Stats.

State of Wisconsin  
Department of Financial Institutions

**RESTATED ARTICLES OF INCORPORATION - NONSTOCK CORPORATION**

The following restated articles of incorporation of

International Association of Industrial Boards  
*Accident*

(Corporate name prior to any change effected by this restatement)

and Commissions, Incorporated

duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supercede and take the place of the existing articles of incorporation and any amendments thereto:

Article 1. Name of the corporation: International Association of Industrial

Accident Boards and Commissions, Incorporated

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. Name of the registered agent: Greg Krohm

Article 4. Street address of the registered office: (The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)

5610 Medical Circle, Suite 14  
Madison, WI 53719

Article 5. Mailing address of the principal office:

SAME AS ABOVE

Article 6. (Select and mark (X) one of the statements below)

The corporation will have members. OR  The corporation will not have members.

STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS

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STATE OF WISCONSIN  
FILED  
FEB 27 2003  
DEPARTMENT OF  
FINANCIAL INSTITUTIONS

**FILING FEE - \$25.00** SEE instructions, suggestions and procedures on following pages.

DFI/VCCS 108(R5/99)



CERTIFICATE

This is to certify that the foregoing restated articles of incorporation

A.  Does not contain any amendment requiring approval by the members or any other person, other than the board, and that the board adopted the restatement on 2-25-2003 in accordance with sec. 181.1002, Wis. Stats. (Date)

OR

B.  Contains one or more amendments to the articles of incorporation requiring approval by members or another person.

(NOTE: Select and mark (X) for A. or B. above. If you have marked B., complete the following section.

COMPLETE THIS SECTION only if you have marked "B" above.

Amendment(s) adopted on \_\_\_\_\_ (Date)

(Indicate the method of adoption by checking (X) the appropriate choice below.)

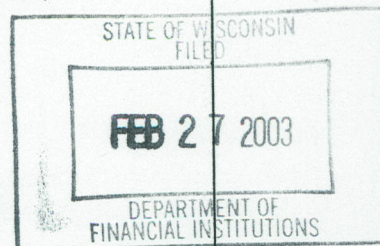
In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

Approval by 3<sup>rd</sup> Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.



C. Executed on Feb 25, 2003 (Date)

Richard P. Gannon (Signature)

Title:  President  Secretary or other officer title \_\_\_\_\_

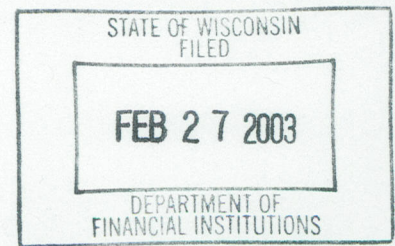
Richard P. Gannon (Printed name)

This document was drafted by Jennifer Wolf (Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 181.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$25.00, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.



**ATTACHMENT B****Article 8 – Nature of Corporation**

The purpose of the International Association of Industrial Accident Boards and Commissions (IAIABC) is to improve the effectiveness and efficiency of workers' compensation. To accomplish this, its members will identify problems and challenges to the effective and efficient administration of workers' compensation laws; will develop innovative solutions to those problems and challenges; will provide education, information, and training to members and the general public having an interest in or responsibility for workers' compensation administration. The mission will be guided by the constitution, bylaws and policies developed by the Executive Committee for improving and strengthening workers' compensation laws and their administration.

The IAIABC may engage in any lawful act or activity for which not-for-profit corporations may be organized under the Wisconsin Corporation Code.

The IAIABC is a non-partisan association. No person acting in his/her capacity as staff or officer of the association shall engage in any activity with the purpose of supporting or advancing the election or removal of public officials, or promotion of political parties or their platforms.

The IAIABC is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in purpose of Article 8. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such



RESTATED ARTICLES OF INCORPORATION  
- Nonstock Corporation

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IAIABC  
5610 Medical Cir, Suite 14  
Madison, WI 53719

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▲ Your return address and phone number during the day: (608) 663 - 6355  
608 663 -1546 (FAX)

INSTRUCTIONS (Continued)

Enter the present name of the corporation (before any change effected by the restatement) and continue with the text of the restated articles. The text must contain the information specified for Articles 1 through 6, and may contain additional information in further articles that you create in the document.

A or B. Complete the certificate, selecting and marking (X) item A or B to indicate whether the restatement includes amendments requiring approval by the members or another person, or requires approval only by the board. If item B is used, further mark (X) the appropriate statement in item B to indicate the method of adoption.

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the board of directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3<sup>rd</sup> of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members voting by Class – Refer to sec. 181.1004 for specific information on class voting by members.

By Other Person – Amendment of the articles of incorporation may require approval of a person other than the board or members, if so provided in the articles of incorporation under sec. 181.1030.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

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.



purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

