

RED LINE CHANGED PROPOSED

RESTATED ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

The following restated articles of incorporation of The Lutheran High School Association of Greater Milwaukee duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto:

Article 1. Name of the corporation: The Lutheran High School Association of Greater Milwaukee.

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

Article 3. Name of the registered agent: Cole Braun.

Article 4. Street address of the registered office: 10427 W. Lincoln Ave. #1300, West Allis, WI 53227.

Article 5. Mailing address of the principal office: 10427 W. Lincoln Ave. #1300, West Allis, WI 53227.

Article 6. The corporation will have members.

Article 7. The Association accepts without reservation and recognizes as inviolable and unchangeable:

- A. All of the canonical books of the Old and New Testaments of the Holy Bible as the inspired and inerrant Word of God; and
- B. All of the Confessional Writings of the Evangelical Lutheran Church contained in the Book of Concord (1580 A.D.) as the true and genuine exposition of the Word of God. These Confessional Writings are:
 - The Ecumenical Creeds (Apostles', Nicene, and Athanasian),
 - The Unaltered Augsburg Confession,
 - The Apology of the Augsburg Confession,
 - The Smalcald Articles, including The Treatise on the Power and Primacy of the Pope,
 - The Small Catechism of Dr. Martin Luther,
 - The Large Catechism of Dr. Martin Luther, and
 - The Formula of Concord.

All teaching and governance of the Association will be in accordance with items A. and B. above.

Article 8. The purpose of such corporation shall be to promote Lutheran ~~secondary~~ education and to establish, conduct, control, manage and maintain one or more Lutheran ~~high~~ schools for that purpose ~~in the State of Wisconsin.~~

Article 9. The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article 10. The general officers of said corporation shall be a ~~President Chairperson~~, a Vice ~~President Chairperson~~, a Secretary and a Treasurer. The number of Directors will be flexible based on the ~~Partnership Formula Association By-Laws~~ as determined by the delegates ~~of the member congregations~~.

Article 11. The ~~principle~~ duties of the ~~President Chairperson~~ shall be to preside at all ~~Association delegate~~ meetings of the member ~~congregations~~ and the Board of Directors ~~meetings~~ and to have a general supervision of the affairs of the corporation.

The ~~principle~~ duties of the Vice ~~President Chairperson~~ shall be to discharge the duties of the ~~President Chairperson~~ in the event of absence or disability, for any cause whatever, of the latter.

The ~~principle~~ duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any

wise pertaining thereof, except the books and records incidental to the duties of the treasurer.

Article 11. (continued)

The **principle** duties of the Treasurer shall be to keep and account for all monies, credits and property, of any and every nature, of the corporation, which shall come into ~~his the treasurer's~~ hands, and keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements and inventories of monies received and disbursed, and of all money and property on hand, and generally of all matters pertaining to ~~his the treasurer's~~ office, as shall be required by the Board of Directors.

The Board of Directors may provide of the appointment of such additional officers as they may deem for the best interests of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person. The said officers shall perform such additional or different duties from time to time as imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

Article 12. The officers of the Association shall be elected by the Board of Directors, as described in the By-Laws. The Delegates are appointed ~~based on the Partnership Formula as described in the By-Laws.~~

The method and conditions upon which **Association member congregations** shall be accepted and discharged or expelled shall be as follows:

Section 1 – **Regular** Members

Any congregation affiliated with the Lutheran Church-Missouri Synod, and such other synods with whom doctrinal unity has been established, may be or become a member **congregation** of this Association.

~~Section 2— Associate Members~~

~~Any communicant member who is in good standing in a congregation affiliated with the Lutheran Church-Missouri Synod or such other synods with whom doctrinal unity has been established may be or may become an associate member of this Association.~~

Section 2 – Members ~~qualified, as aforesaid,~~ shall be and become members upon filing with the Secretary any document evidencing their desire and consent to become such members **and upon approval by the Association congregation membership as described in the By-Laws.**

A membership may be terminated upon the willful failure of any member to fulfill its obligation of membership, to wit: by disqualification due to change in status or failure to contribute by the vote of a majority of the then ~~voting~~ members of the Association.

Article 13. These articles may be amended by a two-thirds majority vote of the Delegates present and voting at any regular meeting of the Association, or at any special meeting called for that purpose, provided that a written notification of the proposed amendment has been given to the member congregations for distribution to the delegates sixty days prior to the meeting at which the proposed amendment is to be voted upon and provided that at least half of the member congregations are represented when the vote upon the proposed amendment is taken.

CERTIFICATE

This is to certify that the foregoing restated articles of incorporation contains one or more amendments to the articles of incorporation requiring approval by members or another person.

Amendments adopted on TBD, in accordance with sec.181.1003, Wis. Stats. (By Members)

Executed on TBD:

By: _____
Cole Braun, Chief Executive Officer

This document was drafted by: Cole Braun