

PAGE 4/8 REC'D 8/25/2017 12:50:09 PM [Central Daylight Time] PRD 082676813

**CERTIFICATE TO
ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION OF
UNMANNED AIRCRAFT SYSTEMS ADVISORY BOARD, INC.**

The undersigned, being the sole incorporator of Unmanned Aircraft Systems Advisory Board, Inc., a Wisconsin nonstock/nonprofit corporation (the "Corporation"), hereby certifies as follows:

1. The Amended and Restated Articles of Incorporation (the "Restated Articles") attached hereto as Exhibit A, duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and replace the heretofore existing Articles of Incorporation of Unmanned Aircraft Systems Advisory Board, Inc. and all amendments thereto.
2. The Restated Articles attached hereto were adopted effective as of August 18, 2017 by the incorporator in accordance with section 181.1002 of the Wisconsin Statutes.
3. Written approval by a third party is not required for amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to Articles of Restatement of Articles of Incorporation effective as of August 18, 2017.

INCORPORATOR:

G&K WISCONSIN SERVICES, LLC

By:


Mike B. Wittenwyler, Assistant Secretary

This instrument was drafted by:

Mike B. Wittenwyler
c/o Godfrey & Kahn, S.C.
One East Main Street, Suite 500
P. O. Box 2719
Madison, WI 53701-2719

EXHIBIT A

PAGE 5/8 REC'D 8/25/2017 12:56:08 PM [Central Daylight Time] PRD 082676813

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNMANNED AIRCRAFT SYSTEMS ADVOCACY NETWORK, INC.**

These Articles of Restatement of the Articles of Incorporation (the "Articles") shall supersede and replace the heretofore existing Articles of Incorporation and all amendments thereto of Unmanned Aircraft Systems Advisory Board, Inc., a nonstock/nonprofit corporation organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

**ARTICLE 1
NAME**

The name of the Corporation is Unmanned Aircraft Systems Advocacy Network, Inc. hereinafter referred to as the "Corporation."

**ARTICLE 2
EXISTENCE**

The Corporation is created as a nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.

**ARTICLE 3
PURPOSES**

3.1 The Corporation is organized and shall be operated to promote social welfare within the meaning of Code section 501(c)(4), including but not limited to: promote through education and outreach the benefits of safe, legal and ethical operation of unmanned aircraft systems.

3.2 The Corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that the Corporation may make payments of reasonable compensation for services rendered.

3.3 The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Code section 501(c)(4). The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

3.4 Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code section 501(c)(4).



ARTICLE 4

POWERS

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin, provided however that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above.

ARTICLE 5

MEMBERSHIP

The Corporation shall have members. Membership provisions, including the designation of class or classes of members, the rights and obligations of members, criteria for membership, dues, and the voting rights of members, shall be as set forth in the bylaws. Members may be expelled from membership in the Corporation as set forth in the bylaws.

ARTICLE 6

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

ARTICLE 7

DISTRIBUTIONS

The Corporation may make distributions or other payments under subsections (3) and (4) of Section 181.1302 of the Wisconsin Statutes, as may be amended from time to time, to the extent consistent with its purposes as set out in Article 3, above. Such distributions may include distributions to other organizations that are tax exempt under Code Section 501(c).

ARTICLE 8

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations that are tax exempt under Code section 501(c)(3) or 501(c)(4). Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is located to one or more organizations that are tax exempt under Code section 501(c)(3) or 501(c)(4), as designated by said court.

PAGE 8/8 REC'D 8/23/2017 12:15 PM Central Daylight Time PRD 082676813

ARTICLE 9
PRINCIPAL OFFICE AND REGISTERED AGENT

9.1 The mailing address of the principal office of the Corporation is:

22 N. Carroll St., Ste. 300
Madison, WI 53703

9.2 The name and address of the registered agent is:

G&K Wisconsin Services, LLC
One East Main Street, Suite 500
P. O. Box 2719
Madison, WI 53701-2719

ARTICLE 10
AMENDMENT

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

ARTICLE 11
CODE REFERENCES

All references herein to sections of the "Code" shall be considered to be references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted and to all regulations issued under such sections and provisions.

ARTICLE 12
INCORPORATOR

The name and address of the incorporator is:

G&K Wisconsin Services, LLC
One East Main Street, Suite 500
P. O. Box 2719
Madison, WI 53701-2719



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

RESTATED ARTICLES OF INCORPORATION - Ch. 181
UNMANNED AIRCRAFT SYSTEMS ADVISORY BOARD, INC.

Received Date: 8/25/2017

Filed Date: 8/28/2017

Filing Fee: \$25.00

Expedited Fee: \$25.00

Entity ID#: U021323

Total Fee: \$50.00

CHG NAME