

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 1

Articles of Incorporation
IRS Form 1023
Part II, Line 1

The attached Articles of Incorporation were accepted by the Wisconsin Department of Financial Institutions on [Insert Date]. The Articles of Incorporation were approved on [Insert Date] by resolution of the incorporator for Showcase Wisconsin, Inc. (see attached).

ARTICLES OF INCORPORATION
OF
SHOWCASE WISCONSIN, INC.

The undersigned incorporator, for the purposes of forming a corporation under the provisions of Chapter 181 of the Wisconsin Statutes, as amended, without stock and not for profit, does adopt the following Articles of Incorporation:

ARTICLE I.
Name

The name of the Corporation is **Showcase Wisconsin, Inc.**

ARTICLE II.
Organization

The Corporation is organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE III.
Registered Agent

The name and address of the registered agent of the Corporation is Hannah Renfro, 201 West Washington Avenue, Madison, Wisconsin 53703.

ARTICLE IV.
Principal Office

The principal office is located at 201 West Washington Avenue, Madison, Wisconsin 53703.

ARTICLE V.
Purpose

The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for charitable, scientific, literary, and educational purposes, as described in § 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law ("IRC"), and the regulations thereunder for the benefit of or to carry out the purposes of the qualified organization specified herein. The Wisconsin Economic Development Corporation (the "WEDC") is so specified as the supported organization. If WEDC

ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, or to carry out the purposes of, one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. An organization is a “qualified organization” for purposes of these Articles only if it is described in IRC § 509(a)(1) or (2) and exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or under IRC § 115. The Corporation shall also be operated as a corporation which is other than a private foundation within the meaning of IRC § 509.

ARTICLE VI.
Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to a private individual, 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 purposes of the Corporation as set forth in these Articles.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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; nor shall the Corporation engage in activities that are unlawful under applicable federal, state or local laws.

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income tax under IRC § 501(c)(3) and which is other than a private foundation as defined in IRC § 509, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on or engage in any activities not permitted to be conducted, carried on or engaged in by (i) an organization exempt from federal income tax under IRC § 501(c)(3); or (ii) an organization that receives contributions deductible under IRC § 170(c)(2).

ARTICLE VII.
Members

The Corporation will have Members. The sole Member of the Corporation is Wisconsin Economic Development Corporation, a Wisconsin public body corporate and politic created by the State of Wisconsin by Chapter 238 of the Wisconsin Statutes (the “Member”). The rights (including voting rights) of the Member shall be as provided from time-to-time in the Bylaws.

ARTICLE VIII.
Board of Directors

The business affairs of the Corporation shall be managed by its Board of Directors subject to and in compliance with these Articles of Incorporation, the Bylaws, and the Wisconsin Nonstock Corporation Law. The number of Directors of the Corporation, their manner of

selection, and other matters relating to the composition of the Board of Directors shall be provided for in the Bylaws.

ARTICLE IX.
Distribution and Dissolution

The Corporation shall be authorized to make distributions or other payments as provided in § 181.1302(4) of the Wisconsin Statutes, as amended; provided, however, that no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

- (a) Such distribution is approved by the Member;
- (b) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in Article II above;
- (c) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and
- (d) The recipient of such distribution or payment may not distribute any part of its income to members, directors, or officers and is exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or under IRC § 115.

The Member shall approve any plan of dissolution of the Corporation. In the event that the Corporation shall be liquidated and dissolved, or in the event the Corporation merges or becomes owned, in whole or in part, or controlled by another organization, then all of its assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the Member of the Corporation, if then in existence and if qualified under IRC § 115, for use within Wisconsin. If the Member of the Corporation is not in existence or is not qualified under IRC § 115, then all of the Corporation's assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the State of Wisconsin.

ARTICLE X.
Amendment

These Articles of Incorporation may only be amended or restated as provided in the Bylaws.

ARTICLE XI.
Incorporator

The name and address of the incorporator is Hannah Renfro, 201 West Washington Avenue, Madison, Wisconsin 53703.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Milwaukee, Wisconsin, this ____ day of _____, 2013.

Hannah Renfro, Esq., Incorporator

This document was drafted by and should be returned to:

Hannah Renfro, Esq.
201 West Washington Avenue
Madison, Wisconsin 53703

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SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 2

Bylaws
IRS Form 1023
Part II, Line 5

The Board of Directors of Showcase Wisconsin, Inc. unanimously adopted the attached Bylaws. The attached Bylaws were adopted on [Insert date] by resolution of the Board of Directors (see attached).

**BYLAWS
OF
SHOWCASE WISCONSIN, INC.**

ARTICLE I – THE CORPORATION

- 1.1 Responsibilities. Showcase Wisconsin, Inc. (the “Corporation”) is a nonstock corporation organized under the laws of the State of Wisconsin. It is the responsibility of the Corporation to carry out its corporate purposes in a manner that is consistent with the Corporation’s Articles of Incorporation, as amended (the “Articles of Incorporation”).
- 1.2 Purposes. The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for charitable, scientific, literary, and educational purposes, as described in § 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“IRC”), and the regulations thereunder for the benefit of or to carry out the purposes of the qualified organization specified herein. The Wisconsin Economic Development Corporation (the “WEDC”) is so specified as the supported organization. If WEDC ceases to be a qualified organization, the Corporation shall be operated exclusively for the benefit of, or to carry out the purposes of, one or more qualified organizations as shall be selected by the Board of Directors of the Corporation. An organization is a “qualified organization” for purposes of these Articles only if it is described in IRC § 509(a)(1) or (2) and exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or under IRC § 115. The Corporation shall also be operated as a corporation which is other than a private foundation within the meaning of IRC § 509.
- 1.3 Corporate Offices. The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have such other offices within or without the State of Wisconsin as the board of directors may from time to time determine.
- 1.4 Corporate Distributions and Dissolution. The Corporation shall be authorized to make distributions or other payments to another domestic or foreign corporation, as provided in § 181.1302(3) and (4) of the Wisconsin Statutes, as amended; provided, however, that no such distribution or payment shall be made unless:
- 1.4.1 Such distribution is approved by the Member; and
- 1.4.2 At the time of such distribution or payment, all of the following are true:
- (a) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in Section 1.2 above;
 - (b) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its

activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and

- (c) The recipient of such distribution or payment may not distribute any part of its income to members, directors, or officers and is exempt from taxation under IRC § 501(a) as an organization described in IRC § 501(c)(3) or exemption from taxation under IRC § 115.

- 1.4.3 The Member shall approve any plan of dissolution of the Corporation. In the event that the Corporation shall be liquidated and dissolved, or in the event the Corporation merges or becomes owned, in whole or in part, or controlled by another organization, then all of its assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the Member of the Corporation, if then in existence and if qualified under IRC § 115, for use within Wisconsin. If the Member of the Corporation is not in existence or is not qualified under IRC § 115, then all of the Corporation's assets remaining after payment and discharge of its duties, obligations, and liabilities shall be distributed, in accordance with the bylaws, to the State of Wisconsin.

ARTICLE II - MEMBERSHIP OF THE CORPORATION

- 2.1 Composition. The Corporation shall have no capital stock and is organized on a membership basis. The Corporation shall have one member. The Member is the Wisconsin Economic Development Corporation, a Wisconsin public body corporate and politic created by the State of Wisconsin by Chapter 238 of the Wisconsin Statutes.
- 2.2 Reserved Powers of Member. The Member shall have the following authority and responsibility over this Corporation, to be executed as provided in the bylaws of the Member:
 - 2.2.1 Review and approve any amendments or restatements of the Articles of Incorporation or Bylaws of the Corporation;
 - 2.2.2 Approve the mission and vision of the Corporation;
 - 2.2.3 Appoint and remove the Directors for the Corporation;
 - 2.2.4 Ratify the election of the officers of the Corporation, as elected by the board of directors of the Corporation and remove any or all officers of the Corporation so elected, without prejudice to any rights otherwise afforded to the officer in his or her employment agreement, if any;
 - 2.2.5 Review and approve all accounting and treasury systems and functions relating to the Corporation;
 - 2.2.6 Retain investment advisors and manage and direct investments;

- 2.2.7 Appoint auditors and legal counsel;
- 2.2.8 Review and approve the annual operating and capital budgets of the Corporation;
- 2.2.9 Review and approve the strategic plan(s) of the Corporation;
- 2.2.10 Review and approve any borrowings, guarantees or other forms of indebtedness to be incurred by the Corporation other than in the ordinary course of business;
- 2.2.11 Approve the executive compensation policies, plans and arrangements (including incentive compensation) for executives employed by the Corporation;
- 2.2.12 Review and approve any unbudgeted capital expenditures of the Corporation, individually or in the aggregate, in any fiscal year;
- 2.2.13 Review and approve the plan of dissolution of the Corporation;
- 2.2.14 Review and approve any sale of assets or operations for the Corporation, individually or in the aggregate, in any fiscal year;
- 2.2.15 Approve the merger or consolidation with, the acquisition of or by, or the affiliation of Corporation with any other entity; and,
- 2.2.16 Manage and direct compliance programs, including but not limited to, establishing risk management policies and procedures, establishing conflict of interest policies and procedures, and setting parameters for qualified retirement plans and non-qualified deferred compensation plans.

Neither the board of directors nor any officers, agents, or designees of the Corporation may take action with respect to matters described in this Section 2.2 without prior written approval from the Member. Action by the Member may, but need not, be preceded by a recommendation from the board of the Corporation.

- 2.3 Execution and Delivery of Written Instruments. The Member shall act by executing and delivering to the chairperson, president & finance director or secretary of the Corporation, a written instrument or instruments, signed by an authorized officer of the Member setting forth the action taken. The action of the Member shall be deemed to have been taken on the dates the written instruments are so delivered unless the instruments provide otherwise.

ARTICLE III – BOARD OF DIRECTORS

- 3.1 Role. The board of directors of the Corporation shall direct the activities and resources of the Corporation so that they serve the purposes of the Corporation and its Member. Directors shall not be compensated for serving as directors but may be reimbursed for expenses incurred while serving as directors.

3.2 Composition.

3.2.1 Number and Composition of Directors. The number of regular elected Directors of this Corporation shall be at least five, a majority of which must be employees or Directors of the Member. The Directors shall be appointed by the Member at its Annual Meeting. In the event of failure, through oversight or otherwise, to provide for such appointment at the Annual Meeting, such appointment may be made at any other meeting of the Member. Each Director shall hold office for a term of two years or until such Director's successor shall have been duly elected or until such Director's death, resignation, or removal. Directors may be re-elected to serve more than one term in office.

3.2.2 Ex Officio Directors. The president & finance director of the Corporation shall serve as Ex Officio voting members of the Board of Directors.

3.2.3 Term of Office. Except as set forth below, all directors shall serve for terms of two years or until his or her successor has been elected, or until his or her earlier resignation, removal or death. The terms of the directors shall be staggered in order to ensure that as near as possible an equal number of directors shall be elected each year. The Member will choose two initial directors to serve terms of one year. Thereafter, all directors will serve terms of two years. Notwithstanding the foregoing, ex-officio directors shall serve without limitation as to tenure or term of office.

3.2.4 Vacancies. Vacancies on the board due to death, resignation, or other cause shall be filled during the term pursuant to the procedures of nominating and electing directors set forth herein. The succeeding director shall serve the remaining term of the preceded director or until his or her successor has been elected.

3.2.5 Resignation and Removal. A director may resign at any time by giving written notice of such resignation to the chairperson of the board of directors. A director may be removed at any time, "for cause," by the Member. For purposes herein, "for cause" shall mean any act or omission on the part of a director that is inconsistent with the purposes, mission, vision and/or written policies of the Corporation.

3.3 Responsibilities of Directors. Except as provided in Sections 2.2 above, the business of the Corporation shall be managed by its board of directors. In addition to the functions provided by the Wisconsin Statutes, the functions and responsibilities of the board of directors of the Corporation shall include the following:

3.3.1 To engage in activities in furtherance and support of the charitable, scientific, literary, and educational purposes endeavors of the Member;

3.3.2 To develop, recommend and keep current the management and operations policies consistent with and in furtherance of the mission, vision and purposes of the

Corporation and the Member and to direct the activity and resources of the Corporation so that they serve the purposes of the Corporation and the Member;

- 3.3.3 To implement the policies and resolutions adopted from time to time by the Member;
- 3.3.4 To make recommendations regarding any matter reserved to the Member;
- 3.3.5 To participate in the annual performance review of the president & finance director of the Corporation, and to receive and review the summary reports of performance evaluations of the president & finance director and his/her direct subordinates;
- 3.3.6 To review and recommend to the Member the strategic plan and the annual capital and operating budgets for the Corporation;
- 3.3.7 To negotiate and recommend to the Member contracts for management personnel, including the president & finance director of the Corporation, and other services to effectively and efficiently manage the affairs of the Corporation;
- 3.3.8 To approve any acquisition, encumbrance or disposition of assets when so authorized by the financial transactions approval guidelines established for the Corporation by the Member;
- 3.3.9 To develop and recommend to the Member financial performance criteria for the Corporation consistent with the financial plan of the Member;
- 3.3.10 To perform any and all other acts and functions involving the governance of the Corporation not specifically reserved to the Member.

Any action taken with respect to items above shall be taken by the affirmative vote of at least a simple majority of those directors present at a meeting duly called with a quorum present.

3.4 Authority and Accountability.

- 3.4.1 Authority. The board of directors shall have all the authority necessary to achieve its responsibilities. Subject to the rights reserved to the Member, the board shall have full power and authority to do and to perform any and all acts and functions that are not inconsistent with the laws governing the operation of the Corporation; the Articles of Incorporation; these Bylaws; and the policies, directives, and the enabling legislation of the Member.
- 3.4.2 Accountability. The board of directors and all who are associated with the Corporation commit themselves to furthering the mission, vision and purposes of the Member as delineated in chapter 238 of the Wisconsin Statutes and to account

regularly through appropriate organization channels to the Member on the manner and effectiveness with which they have discharged this responsibility.

3.5 Meeting and Action by Board.

- 3.5.1 All meetings of the Corporation's Board are subject to the Open Meetings Laws, Wis. Stat. ss 19.81-98.
- 3.5.2 Annual Meeting of the Board. The annual meeting of the Corporation's board of directors shall be held during such month and at such time and place as the board of directors may determine, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The day fixed for the annual meeting shall not be a legal holiday in the State of Wisconsin.
- 3.5.3 Regular Meetings of the Board. The board of directors shall hold regular meetings, at such date, time and place as shall be designated by the board on an annual basis.
- 3.5.4 Special Meetings of the Board. Special meetings of the board of directors may be called by the Member, the Corporation's board chairperson or the Corporation's president & finance director or upon the written request of at least twenty percent (20%) or more of the directors of the Corporation then in office. Notice of special meetings shall specify the purpose of the meeting and shall be delivered to each director at least 7 days prior to the date of the meeting, unless notice of the meeting is waived. Waiver of notice of a meeting may be affected if it is set forth in writing, signed by the director entitled to notice, and filed in the minutes of the corporate records. A director's attendance at or participation in a meeting shall be deemed to waive any required notice of the meeting unless the director upon arriving at the meeting or before the vote on a matter not noticed in conformity with this provision of the Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected action.
- 3.5.5 Quorum at Board Meetings. For all meetings of the board of directors a quorum shall be a majority of the directors then serving.
- 3.5.6 Meeting by Telephone or other Electronic Means. The board may permit any or all directors to participate in a regular or special meeting or to conduct its regular or special meeting through the use of, any means of communication by which any of the following occurs: (i) all participating directors may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of any means described in this Section 3.5.6 all participating directors shall be informed that a meeting is taking place at which official business may be conducted.

3.5.7 Voting. Each director shall be entitled to cast one (1) vote on all matters presented to the board. Voting by proxy shall not be permitted.

3.5.8 Action. The affirmative act of a majority of those directors present at a meeting at which a quorum exists shall be the act of the board, except to the extent that a greater proportion is required by the Wisconsin Statutes or these Bylaws.

3.6 Committees of the Board of Directors.

3.6.1 Committees Generally. Committees are designed to facilitate the actions of the board and enable it to function more efficiently and effectively. Committees shall meet at the time and place designated by the chairperson of each such committee.

3.6.2 Types of Committees. Standing or special committees may be created or terminated at any time by resolution of the board, and shall continue until dissolved by the board.

3.6.3 Composition of Committees. The board shall appoint committee members and committee chairpersons. Each committee shall include at least three (3) directors. The board chairperson shall serve as an ex-officio member of all committees. Committee members shall serve at the pleasure of the board.

3.6.4 Responsibilities, Authority and Accountability of Committees. Except as otherwise provided herein including Sections 2.2, or as specifically determined by the board, committees shall have the responsibility of achieving their purpose described in these Bylaws or the action creating them, shall exercise the authority reasonably necessary to achieve these responsibilities, and shall account to the board of directors directly. The authority of any committee shall be subject to such limitations as may be imposed by law and no committee shall be authorized to take any of the following actions:

- (a) Fill vacancies on the board of directors or any committee thereof; and
- (b) Elect any officer or director or committee member.

3.6.5 Committee Rules, Procedures and Action. Each committee shall keep minutes of its meetings, and may adopt rules for its own governance not inconsistent with these Bylaws or the acts of the board.

- (a) Quorum at Committee Meetings. For all committee meetings, a quorum shall be a majority of committee members then serving.
- (b) Meeting by Telephone or Other Electronic Means. Any or all committee members may participate in meetings of the committee or a committee may conduct its meetings through the use of, any means of communication by which any of the following occurs: (i) all participating committee members may simultaneously hear each other during the meeting; or (ii)

all communication during the meeting is immediately transmitted to each participating committee member and each participating committee member is able to immediately send messages to all other participating committee members. If a meeting will be conducted through the use of any means described in this Section 3.6.5(b) all participating committee members shall be informed that a meeting is taking place at which official business may be conducted.

- (c) Voting. Each committee member shall be entitled to cast one (1) vote on all matters presented to the committee. Voting by proxy shall not be permitted.
- (d) Action. The affirmative act of a majority of those committee members present at a meeting at which a quorum exists shall be the act of the committee.

ARTICLE IV– OFFICERS OF THE CORPORATION

4.1 Designation of Corporate Officers.

4.1.1 Officers. The officers of the Corporation shall be as follows:

- (a) A chairperson of the board;
- (b) A vice chairperson of the board;
- (c) A secretary of the board;
- (d) A treasurer of the board;
- (e) A president & finance director; and
- (f) Such other assistant officers or administrative officers as may be deemed necessary or appropriate.

4.1.2 Qualifications. The chairperson, vice chairperson, secretary, treasurer and president & finance director must be selected from among the voting directors of the Corporation. Any two (2) offices may be held by the same person.

4.1.3 Titles. Officers may be designated by titles different from the titles designated here, but the board shall ensure that the authority and responsibilities of each officer designated in these Bylaws shall vest in appropriate officers however titled.

4.2 Board Chairperson. The board chairperson shall preside over meetings of the board of directors, and shall have all of the responsibilities and shall exercise all of the authority that this office customarily requires. The board chairperson shall represent the

Corporation to the Member and to appropriate external publics. The board chairperson shall provide advice and counsel to the president & finance director of the Corporation, if applicable, and shall participate in the annual performance and salary review thereof. The board chairperson shall be responsible for policy and strategy formation for the Corporation. The board chairperson shall serve as an ex-officio member of all board committees, and shall perform such additional duties as may be assigned by the board.

- 4.3 Board Vice Chairperson. In the absence of the board chairperson, or in the event of the chairperson's inability or refusal to act, the board vice chairperson shall chair meetings of the board and shall perform such other duties as may be delegated to the vice chairperson from time to time by the board or the board chairperson. The vice chairperson is accountable to the board chairperson.
- 4.4 Board Secretary. The board secretary shall be responsible directly or indirectly for executing all of the duties incident to the office of board secretary, and such additional duties as may be assigned by the president & finance director or by the board. The board may elect to combine the position of board secretary with board treasurer.
- 4.5 Board Treasurer. The board treasurer shall be responsible directly or indirectly for executing all of the duties incident to the office of board treasurer, and such additional duties as may be assigned by the president & finance director or by the board. The board may elect to combine the position of board treasurer with board secretary.
- 4.6 President & Finance Director. The president & finance director shall have all of the duties and authority that such position, or the position of president, would customarily require. The president & finance director shall provide leadership and direction for the Corporation in accordance with the mission and vision of the Corporation and the Member. The president & finance director shall be responsible for all of the following:
 - 4.6.1 Providing corporate leadership and direction and carrying out the mission, values and purposes of the Corporation and the Member, as well as all policies established by the board of directors, and advising on the formation of such policies.
 - 4.6.2 Coordinating the activities of the Corporation with the activities of the Member.
 - 4.6.3 Developing and submitting to the board of directors for review, and approval by the Member, a strategic plan for the Corporation.
 - 4.6.4 Developing and submitting to the board of directors for review, and approval by Member, a financial plan for the Corporation.
 - 4.6.5 Developing and submitting to the board of directors for review, and approval by the Member, an annual budget for the Corporation.
 - 4.6.6 Performing such other duties as may from time to time be assigned by the board chairperson or by the board, or by the Chairperson of the Member.

Subject to those rights and responsibilities reserved to the board and the Member, the president & finance director shall oversee the selection and employment of all agents, employees, and administrative officers for the Corporation. The president & finance director shall represent the Corporation to internal and external publics. The president & finance director shall perform such other duties as may from time to time be assigned by the board or by the board chairperson. The executive officer is accountable to the entire board of directors as a whole and not to any individual directors.

- 4.7 Assistant Officers. Assistant officers shall perform such duties as shall be assigned to them by the officer to which they are assistant, by the president & finance director, or by the board.
- 4.8 Administrative Officers. The Corporation may have such other administrative officers as the president & finance director shall determine, who shall be appointed, supervised and subject to removal by the president & finance director. Except as specifically indicated in this Article IV, the term "officers," as used herein, shall not include administrative officers.
- 4.9 Election and Term of Office of the Officers.
- 4.9.1 Election. Subject to ratification by the Member, the officers of the Corporation shall be elected annually by the board.
- 4.9.2 Term. After initial election, the president & finance director of the Corporation shall hold office for so long as he or she continues to be employed in such capacity. All other officers shall hold office for a period of one (1) year or until his or her successor has been elected.
- 4.10 Resignation and Removal.
- 4.10.1 Resignation. An officer of the Corporation may resign at any time by filing a written resignation with the secretary.
- 4.10.2 Removal. The officers of the Corporation may be removed at any time, with or without cause, by the Member, without prejudice to any rights otherwise afforded to the officer in his or her employment agreement, if any.

ARTICLE V – FISCAL MATTERS

- 5.1 Fiscal Year. The fiscal year of the Corporation shall commence on July 1st of each year and shall end on June 30th of each succeeding year.
- 5.1.1 Financial Transactions. The president & finance director and his/her express designees shall be authorized to execute documents and enter into financial transactions if approved as follows:

- (a) In accordance with these bylaws, the financial transactions approval guidelines established for the Corporation by the Member; or
 - (b) If not addressed in these bylaws, the financial transaction approval guidelines established for the Corporation by the Member, by specific resolution of the board of directors.
- 5.2 Budgets. The president & finance director shall prepare or oversee the preparation of annual capital and operating budgets for the Corporation, to be submitted to the Member for review and approval.
- 5.3 Checks, Drafts, Wire Transfers. All checks, drafts, wire transfers of funds, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such officers or agents of the Corporation and in such manner as shall be determined by resolution of the board.
- 5.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as shall be determined by resolution of the board.
- 5.5 Maintenance of Records. The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation. Such records shall be open to inspection upon the demand of any director.

ARTICLE VI – MISCELLANEOUS PROVISIONS

- 6.1 Conflicts or Duality of Interest. It is the policy of the Corporation that real or apparent conflicts of interest involving the proprietary interests of persons covered by this policy or their immediate families are undesirable, but can be rendered harmless if there is full and prompt disclosure, and if the board nonetheless approves of the transaction or arrangement creating such a conflict, finding the transaction or arrangement to be in the best interests of and for the benefit of the Corporation, and fair and reasonable thereto in all respects. In furtherance of the foregoing, the board shall approve, implement and maintain a written Conflicts of Interest Policy which shall apply to the board, committees, officers, employees and agents who act for the Corporation. The president & finance director shall develop and implement appropriate procedures to bring this Conflicts of Interest Policy to the attention of all persons covered thereby and to maintain appropriate records that conflicts are disclosed and prescribed activity respected.
- 6.2 General Liability. No director, officer, or committee member of the Corporation, or other person, shall contract or incur any debts on behalf of the Corporation other than in the regular course of employment, or in any way render the Corporation liable, unless authorized in the manner set forth herein. No officer, director, committee member, or employee of the Corporation is authorized to promise the moral or financial support of

the Corporation for any charitable or other objective, unless authorized in the manner set forth herein.

- 6.3 Indemnification. The Corporation shall indemnify officers, directors, employees, committee members and volunteers to the maximum extent permitted by applicable law. In all determinations relating to indemnification, the presumption shall be for indemnification.

ARTICLE VII – AMENDMENTS

- 7.1 Amendment Procedure. The articles of incorporation of the Corporation and these Bylaws may be altered, amended, restated or repealed, and new articles of incorporation or Bylaws may be adopted, by the Member at any regular or special meeting of the board of directors of the Member. At least seven (7) days prior to any regular or special meeting at which any amendment is to be considered, due notice of the intention to amend and a copy of the proposed amendment or amendments shall be provided to: (i) each member of the board of directors of the Member, and (ii) the board of directors of the Corporation.
- 7.2 Review of Bylaws. These Bylaws shall be reviewed in their totality for currency and completeness every two years, or more frequently if appropriate, by the board or its designee, in coordination with the Member.

APPROVED: _____

23868575_5.DOC

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 3

Narrative Description of Activities
IRS Form 1023
Part IV

OVERVIEW

Showcase Wisconsin, Inc. ("Showcase Wisconsin") has been formed as a Wisconsin nonstock corporation for the purpose of supporting the Wisconsin Economic Development Corporation ("WEDC") through the provision of economic development activities.

SUPPORTING ORGANIZATION

Showcase Wisconsin was organized by and is controlled in connection with WEDC. Showcase Wisconsin was organized and is operated exclusively for the benefit of the WEDC since Showcase Wisconsin provides/will provide its funds directly to WEDC for the purposes of furthering WEDC's exempt mission. Showcase Wisconsin engages solely in activities that support WEDC and its economic development activities.

Showcase Wisconsin is also operated, supervised, and controlled by WEDC since WEDC, the supported organization, is the sole corporate member of Showcase Wisconsin and WEDC has the authority to appoint and remove the Board of Directors of Showcase Wisconsin. In addition, WEDC has the following reserve powers over Showcase Wisconsin:

- Review and approve any amendments or restatements of the Articles of Incorporation or Bylaws of Showcase Wisconsin;
- Approve the mission and vision of Showcase Wisconsin;
- Appoint and remove the Directors for Showcase Wisconsin;
- Ratify the election of the officers of Showcase Wisconsin, as elected by the board of directors of Showcase Wisconsin and remove any or all officers of Showcase Wisconsin so elected, without prejudice to any rights otherwise afforded to the officer in his or her employment agreement, if any;
- Review and approve all accounting and treasury systems and functions relating to Showcase Wisconsin;
- Retain investment advisors and manage and direct investments;
- Appoint auditors and legal counsel;

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

- Review and approve the annual operating and capital budgets of Showcase Wisconsin;
- Review and approve the strategic plan(s) of Showcase Wisconsin;
- Review and approve any borrowings, guarantees or other forms of indebtedness to be incurred by Showcase Wisconsin other than in the ordinary course of business;
- Approve the executive compensation policies, plans and arrangements (including incentive compensation) for executives employed by Showcase Wisconsin;
- Review and approve any unbudgeted capital expenditures of Showcase Wisconsin, individually or in the aggregate, in any fiscal year;
- Review and approve the plan of dissolution of Showcase Wisconsin;
- Review and approve any sale of assets or operations for Showcase Wisconsin, individually or in the aggregate, in any fiscal year;
- Approve the merger or consolidation with, the acquisition of or by, or the affiliation of Showcase Wisconsin with any other entity; and
- Manage and direct compliance programs, including but not limited to, establishing risk management policies and procedures, establishing conflict of interest policies and procedures, and setting parameters for qualified retirement plans and non-qualified deferred compensation plans.

SUPPORTED ORGANIZATION

Showcase Wisconsin was formed by WEDC, a public body corporate and politic, as its sole corporate member. WEDC was formed pursuant to Chapter 238 of the Wisconsin Statutes in order to promote economic development in the State of Wisconsin and seek to improve business and community assistance opportunities in Wisconsin.

Pursuant to Section 238.045 of the Wisconsin Statutes, the Wisconsin Legislature authorized WEDC to form a nonprofit corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code so long as the Joint Committee on Finance has approved such formation. The Joint Committee on Finance approved formation of Showcase Wisconsin on [insert date].

WEDC engages in a broad range of economic development activities, including:

- Developing and improving business and community assistance opportunities through a variety of programs that provide grants, loans, tax credits, and technical assistance;
- Identifying industries that have a high potential for growth and providing grants for economic development projects that benefit an entire industry;

SHOWCASE WISCONSIN, INC.

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- Increasing the State of Wisconsin's exports and attracting foreign direct investment in Wisconsin businesses;
- Providing businesses with grants to cover staff training costs and technical assistance; and
- Promoting the State of Wisconsin's economic assets and business climate and increasing awareness of WEDC's economic development programs and services that are available to businesses and other organizations.

WEDC's economic development programs include the following:

- WEDC direct funding (loans);
- Economic development tax credits;
- Jobs tax credits;
- WEDC training grants;
- Industrial revenue bonds;
- Brownfield grants;
- Capacity building grants;
- Community development block grant programs;
- Capital catalyst programming;
- Qualified new business venture programming;
- Technology development and commercialization loan programming;
- Seed accelerator programming;
- Export technical assistance programming; and
- Global business development grants.

Prior to the formation of WEDC, these economic development activities were conducted by a governmental unit, namely the Wisconsin Department of Commerce.

FUNDING AND ACTIVITIES OF THE SUPPORTING ORGANIZATION

Showcase Wisconsin's activities serve the public interest of economic development in the State of Wisconsin. Such activities exclusively support and carry out the exempt activities of WEDC and benefit WEDC's charitable purposes.

The activities of Showcase Wisconsin are funded through fundraising and donations from economic development associations, businesses, and individuals. Raised funds are used exclusively to support the economic development activities of WEDC. All of the funds raised by Showcase Wisconsin are either distributed to WEDC for WEDC's economic development activities or used by Showcase Wisconsin for its activities that supplement WEDC's charitable activities.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

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Under the direction of its Board of Directors, Showcase Wisconsin carries out its exempt purpose by providing funds to WEDC for business attraction efforts and programs aimed at driving forward Wisconsin's economy. Showcase Wisconsin's activities were originally conducted by the Wisconsin Department of Commerce and were subsequently transferred to WEDC upon its creation. Showcase Wisconsin will absorb expenses traditionally absorbed by WEDC with regard to these economic development activities. Showcase Wisconsin funds are/will be used to support events that highlight Wisconsin's culture and quality of life for businesses interested in relocating, expanding, or starting up in Wisconsin; market Wisconsin's business climate; support business attraction; and support international trade mission trips. **[NOTE: Further refinement of the activities required.]**

Showcase Wisconsin is entitled to exemption pursuant to Section 501(c)(3) as a Type I Supporting Organization under IRC 509(a)(3) that is organized, operated, and controlled by WEDC, as the supported organization, for the benefit of, to perform the functions of, and to carry out the purposes of WEDC.

No part of the net earnings will inure to the benefit of any individual. Showcase Wisconsin will not engage in any propaganda or lobbying political activities. Upon dissolution, Showcase Wisconsin will distribute its net assets to WEDC, and if WEDC is no longer in existence, to the State of Wisconsin, as noted in Article IX of the Articles of Incorporation, attached at Exhibit 1.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
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Madison, WI 53707-1687

Exhibit 4

Information Regarding Officers, Directors, and Independent Contractors
IRS Form 1023
Part V, Line 3a

Name / Position	Qualifications	Average Hours Worked	Duties
Wisconsin Economic Development Corporation			
[Insert Showcase Wisconsin Officers and Directors]			

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
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Exhibit 5

Conflict of Interest Policy
IRS Form 1023
Part V, Line 5a

The Board of Directors of Showcase Wisconsin, Inc. adopted the attached Conflict of Interest Policy by resolution of the Board of Directors on [insert date] (see attached).

**SHOWCASE WISCONSIN, INC.
CONFLICT OF INTEREST POLICY**

**ARTICLE I
PURPOSE**

The purpose of the conflict of interest policy is to protect Showcase Wisconsin, Inc.'s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE II
DEFINITIONS**

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**ARTICLE III
PROCEDURES**

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy.**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

1. **Records of Proceedings.** The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the

nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V COMPENSATION

1. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI ANNUAL STATEMENTS

1. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

1. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII
USE OF OUTSIDE EXPERTS**

Except as may otherwise be provided by decree of a court of competent jurisdiction, when conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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**SHOWCASE WISCONSIN, INC.
DONATIONS FROM AWARD RECIPIENTS POLICY**

**ARTICLE I
PURPOSE**

Showcase Wisconsin, Inc. (Organization) was established exclusively to advance charitable purposes for the public good and support economic development activities in the State of Wisconsin. The Board honors the Organization's values by requiring the highest ethical standards of grant recipients; by using the Organization's assets efficiently for the Organization's exempt purposes; and by taking measures to assure that decisions are not influenced by self-interest. This policy is intended to provide guidance on how to deal appropriately with situations that involve, or may appear to involve, donations from recipients of awards from the Organization or its supported organization, the Wisconsin Economic Development Corporation (Supported Organization).

**ARTICLE II
AWARD MAKING CONFLICT POLICY**

In order to assure impartial decision making and assure that the Organization's assets are used efficiently for the Organization's interest, it is the policy of the Organization to: (a) not accept from individuals or entities donations of any kind for a period of two calendar years from the date such individual or entity received an award from the Organization or the Supported Organization and (b) to not provide awards to individuals and entities for a period of two calendar years from the date such individual or entity last made donations of any kind to the Organization or its Supported Organization.

**ARTICLE III
IMPLEMENTATION OF THE POLICY**

1. For purposes of this policy, a person or entity has received an award from the Organization or the Supported Organization if such person or entity has received funds in any amount, whether or not such funds are classified as an "award", directly from the Organization or the Supported Organization (a Grantee).
2. Upon the Organization's receipt of a donation of any kind from a Grantee, the Organization shall return the donation to the Grantee within [**NOTE: Insert time period**].

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 6

Purchase of Goods, Services, or Assets from
Highest Compensated Independent Contractors
IRS Form 1023
Part V, Line 7a

Showcase Wisconsin, Inc. ("Showcase Wisconsin") has a written agreement with the Wisconsin Economic Development Corporation ("WEDC"), an organization listed as a highest compensated independent contractor in Part V, Line 1c of this IRS Form 1023. The agreement is a services agreement to purchase the time and services of certain WEDC employees in exchange for the actual employment costs incurred by WEDC with regard to those employees ("Services Agreement") (see attached).

The terms of the Services Agreement were negotiated at arm's length. Showcase Wisconsin will pay WEDC solely the actual cost of the services based on the State of Wisconsin compensation plan (i.e., the actual employment costs of specific governmental unit employees).

SERVICES AGREEMENT

This Services Agreement (“**Agreement**”), effective as of _____, 2013 (“**Effective Date**”), is entered into by and between **WISCONSIN ECONOMIC DEVELOPMENT CORPORATION** (“**WEDC**”) and **SHOWCASE WISCONSIN, INC.** (“**Showcase**”).

RECITALS

- A. Showcase is a Type I Supporting Organization supporting WEDC, its supported organization, a public body corporate and politic.
- B. Showcase performs and provides activities to support the exempt purpose and economic development mission of WEDC (“**Activities**”).
- C. Showcase requests and WEDC is willing to provide Services (as defined below) to assist Showcase in the provision of Activities on the terms set forth in this Agreement.

IN CONSIDERATION of the above recitals and the covenants contained in this Agreement, the parties agree as follows:

1. RESPONSIBILITIES OF WEDC.

- 1.1 **Services.** WEDC, through its employees, shall provide services set forth on the attached Schedule A, which shall support the exempt purpose of and Activities provided by Showcase (“**Services**”). Services may be modified from time to time by mutual written agreement by the parties.
- 1.2 **Standards.** WEDC shall perform all Services in accordance with applicable WEDC and Showcase policies and procedures and with all applicable requirements of appropriate regulatory agencies.
- 1.3 **Reports.** WEDC shall prepare or cause to be promptly prepared reports of all Services performed.
- 1.4 **Insurance Requirements.** WEDC shall maintain appropriate insurance for its employees under its group policies.

2. RESPONSIBILITIES OF SHOWCASE.

Showcase represents and warrants that it has requested the Services of WEDC solely to support Showcase with the provision of Activities.

3. FINANCIAL ARRANGEMENT.

As compensation for the Services provided under this Agreement, Showcase shall pay WEDC as set forth on Schedule B.

4. TERM AND TERMINATION.

- 4.1 **Term.** The initial term of this Agreement shall be for one year, effective as of the date of this Agreement. This Agreement shall renew automatically for terms of one year, unless terminated pursuant to Section 4.2.
- 4.2 **Termination.** This Agreement may be terminated as follows:
- 4.2.1 Unilateral. An individual schedule or this entire Agreement may be unilaterally terminated upon 60 days' advance written notice to the other party.
- 4.2.2 For Breach. In the event either party fails in any substantial manner to perform as required herein, this Agreement may be terminated if written notice of breach is given not less than ___ days prior to termination. Such notice shall state the intention to terminate this Agreement, the nature of the breach giving rise to termination, and shall permit reasonable opportunity to cure such breach during said ____ day period. If the problem is not resolved to the satisfaction of the party giving notice, this Agreement will be terminated effective at the end of the notice period.
- 4.3 **Effect of Termination.** Neither party shall have any further obligation hereunder except for obligations accruing under the terms of this Agreement or any of the attached Schedules.

5. MISCELLANEOUS.

- 5.1 **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Wisconsin (regardless of the conflict of laws principles), and without reference to any rules of construction regarding the party responsible for drafting.
- 5.2 **Other Agreements.** The parties intend that this Agreement sets forth the terms of their Agreement with respect to the Services, which shall supersede any other oral or written agreement between the parties with respect to the subject matter herein, but which shall not supersede terms of other written agreements between the parties with respect to other services.
- 5.3 **Notices.** Notices or communications required or permitted to be given under this Agreement shall be given to the respective parties by registered or certified mail (with notice being deemed given as of five days after the date of mailing) at the addresses listed on the signature page below, unless a party shall otherwise designate in writing.
- 5.4 **Agreement Subject to Law.** If any provision of this Agreement is illegal, invalid or unenforceable under present or future laws effective during the term of this Agreement, that provision shall be fully severable and this Agreement shall be construed and enforced as if the illegal, invalid or unenforceable provision had

never comprised a part of the Agreement. The remaining provisions of this Agreement shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance. Furthermore, in lieu of such illegal, invalid or unenforceable provision, this Agreement shall be reformed to include as a part of this Agreement a provision as similar in terms to the illegal, invalid or unenforceable provision as may be possible and still be legal, valid or enforceable.

- 5.5 Indemnification.** Except as specifically identified in this Agreement, the parties agree that each shall be responsible for the acts and omissions of itself and its employees and neither of the parties agrees to indemnify the other party for any such act or omission. However, this Agreement shall not constitute a waiver by either party of any rights to indemnification, contribution or subrogation which that party may have by operation of law.
- 5.6 Amendment.** This Agreement may be amended only by a written instrument executed by each party. The schedule may be amended by mutual written agreement or as otherwise set forth in this Agreement.
- 5.7 Relationship of Parties.** In the performance of its responsibilities hereunder, each party is and at all times shall be an independent contractor of the other party.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

**WISCONSIN ECONOMIC
DEVELOPMENT CORPORATION**

By: _____
Name: _____
Its: _____

Notice Address:
P.O. Box 1687
Madison, WI 53707
Attention: _____

SHOWCASE WISCONSIN, INC.

By: _____
Name: _____
Its: _____

Notice Address:
P.O. Box 1687
Madison, WI 53707
Attention: _____

**SCHEDULE A
SERVICES**

WEDC shall provide the following Services:

1. **[Insert Services]**

Additional Schedules may be added from time to time upon mutual agreement of the parties.

**SCHEDULE B
COMPENSATION**

[Insert description of compensation].

[NOTE: Include if relevant to compensation methodology: The parties shall conduct periodic reconciliations, which shall ensure that all payments due under this Agreement are appropriately made.]

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SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 7

Leases, Contracts, Loans, or Other Agreements with Officers, Directors, Trustees,
Highest Compensated Employees, or Highest Compensated Contractors
IRS Form 1023
Part V, Line 8a-f

Showcase Wisconsin, Inc. ("Showcase Wisconsin") has a written agreement with the Wisconsin Economic Development Corporation ("WEDC"), an organization listed as a highest compensated independent contractor in Part V, Line 1c of this IRS Form 1023. The contract, attached as Exhibit 6, is a services agreement for the time and services of certain WEDC employees in exchange for the actual employment costs incurred by WEDC with regard to those employees ("Services Agreement").

The terms of the Services Agreement were negotiated at arm's length. Showcase Wisconsin will pay WEDC solely the actual cost of the services based on the State of Wisconsin compensation plan (i.e., the actual employment costs of specific governmental unit employees).

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 8

Contract With Organizations in Which Showcase Wisconsin, Inc.
Officers or Directors are Also Officers or Directors
IRS Form 1023
Part V, Line 9a-f

Showcase Wisconsin, Inc. ("Showcase Wisconsin") has a contract with the Wisconsin Economic Development Corporation ("WEDC"), an organization in which Showcase Wisconsin's officers and directors are also officers and directors. The contract, attached as Exhibit 6, is a services agreement for the time and services of certain WEDC employees in exchange for the actual employment costs incurred by WEDC with regard to those employees ("Services Agreement").

The terms of the Services Agreement were negotiated at arm's length. Showcase Wisconsin will pay WEDC solely the actual cost of the services based on the State of Wisconsin compensation plan (i.e., the actual employment costs of specific governmental unit employees).

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 9

Provision of Goods, Services, or Funds to Organizations
IRS Form 1023
Part VI, Line 1b

In carrying out its exempt purposes, Showcase Wisconsin Inc. provides funds to the Wisconsin Economic Development Corporation ("WEDC"). As a Type I Supporting Organization supporting WEDC, Showcase Wisconsin provides funds to WEDC exclusively to support the economic development activities of WEDC. Showcase Wisconsin does not/will not provide funds to any organizations other than its supported organization.

Funding will be awarded to WEDC by Showcase Wisconsin upon submission of a written request for funds that both meets the required elements of Showcase Wisconsin's Fund Request Policy and is approved by the Showcase Wisconsin Board of Directors.

A more detailed description of these funds is attached as Exhibit 3.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 10

Fundraising Programs and Activities
IRS Form 1023
Part VIII, Line 4a-e

Showcase Wisconsin, Inc. ("Showcase Wisconsin") will undertake fundraising, including personal solicitations, mail solicitations, and acceptance of donations on Showcase Wisconsin's website. All fundraising will include appeals to individuals and businesses to contribute funds that will support Showcase Wisconsin's economic development activities and exempt purposes.

As a Type I Supporting Organization supporting the Wisconsin Economic Development Corporation ("WEDC"), Showcase Wisconsin engages in fundraising activities for WEDC whereby Showcase Wisconsin raises funds to support WEDC's charitable economic development activities. A more detailed description of these activities is attached as Exhibit 3.

Showcase Wisconsin conducts/will conduct fundraising in the State of Wisconsin, including all counties in the State of Wisconsin, as well as in states and local jurisdictions with businesses that conduct business in the State of Wisconsin.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 11

Affiliation with a Governmental Unit
IRS Form 1023
Part VIII, Line 5

Showcase Wisconsin, Inc. ("Showcase Wisconsin") is affiliated with a governmental unit under Section 170(b)(1)(A). Showcase Wisconsin was created by, controlled by, and is closely related to the Wisconsin Economic Development Corporation ("WEDC").

The State of Wisconsin is substantially involved in the activities of WEDC. WEDC was created pursuant to state statute, 2011 Wisconsin Act 7. Upon its creation, economic development activities for the State of Wisconsin were transferred to WEDC from the Department of Commerce. In addition, pursuant to Section 238.045 of the Wisconsin Statutes, the Wisconsin Legislature authorized WEDC to form a nonprofit corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code so long as the Joint Committee on Finance has approved such formation. The Joint Committee on Finance approved formation of Showcase Wisconsin on [insert date].

The Governor and members of the Wisconsin Legislature have the power to appoint and remove WEDC's Board, and a majority of the Board is composed of government officials. WEDC is managed by a fifteen member Board of Directors. The Board of Directors is comprised of the Governor, six directors appointed by the Governor, one representative and one senator from each political party, one private sector representative appointed by the Majority Leader of the State Senate, and one private sector representative appointed by the Speaker of the State Assembly. In addition, WEDC's Chief Executive Officer is appointed by the Governor and confirmed by the Senate.

The Wisconsin Legislature approves WEDC's funding, and WEDC's funds are combined as a part of State government funds. Employees of WEDC are not State employees, although by statute they rely on certain State employee benefits.

WEDC is monitored like a state agency. WEDC is subject to reporting requirements and audits by the State of Wisconsin and reports to the Wisconsin Legislature.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
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Exhibit 12

Economic Development Program and Activities
IRS Form 1023
Part VIII, Line 6a-b

Showcase Wisconsin, Inc. ("Showcase Wisconsin") engages/will engage in economic development. Showcase Wisconsin funds are/will be used exclusively to support the economic development activities of its supported organization, the Wisconsin Economic Development Corporation ("WEDC"), which include:

- Developing and improving business and community assistance opportunities through a variety of programs that provide grants, loans, tax credits, and technical assistance;
- Identifying industries that have a high potential for growth and providing grants for economic development projects that benefit an entire industry;
- Increasing the State of Wisconsin's exports and attracting foreign direct investment in Wisconsin businesses;
- Providing businesses with grants to cover staff training costs and technical assistance; and
- Promoting the State of Wisconsin's economic assets and business climate and increasing awareness of WEDC's economic development programs and services that are available to businesses and other organizations.

Additional detail regarding WEDC's economic development programs is attached as Exhibit 3.

In order to support the exempt purpose of WEDC and support the economic development activities of WEDC, the Showcase Wisconsin funds are/will be used to support events that highlight Wisconsin's culture and quality of life for businesses interested in relocating, expanding, or starting up in Wisconsin; market Wisconsin's business climate; support business attraction; and support international trade mission trips. A more detailed description of these activities is attached as Exhibit 3.

Showcase Wisconsin's economic development activities will benefit the businesses and economy of the State of Wisconsin. Under the direction of its Board, Showcase Wisconsin will promote its exempt purpose by providing funds to WEDC for business attraction efforts and programs aimed at driving forward Wisconsin's economy.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 13

Grants, Loans, or Other Distributions to Organizations
IRS Form 1023
Part VIII, Line 13b-g

Showcase Wisconsin, Inc. ("Showcase Wisconsin") makes/will make funds available [to the Wisconsin Economic Development Corporation ("WEDC"), its supported organization. Funds will be awarded to WEDC upon its submission of a written request for funds that both meets the required elements of Showcase Wisconsin's Fund Request Policy and is approved by the Showcase Wisconsin Board of Directors. **[NOTE: Will there be an application, or just a requirement for a written request?]** The funds are/will be used exclusively to fund economic development activities of the supported organization and economic development activities that further the exempt purposes of the supported organization. A more detailed description of these activities is attached as Exhibit 3.

Showcase Wisconsin will keep records of all funds provided to WEDC in accordance with applicable statutory requirements.

Showcase Wisconsin will submit [NOTE: Insert frequency, e.g., monthly, quarterly] reports to the WEDC Board of Directors outlining the organizations that received and were approved to receive funds during the reporting period. The report will include a description of the purpose of the funds, including how it meets the exempt purposes of Showcase Wisconsin and WEDC.

Showcase Wisconsin will make funds available only to WEDC to exclusively fund economic development activities of WEDC, and WEDC maintains oversight over its economic development activities with program and partner requirements for WEDC economic development programs.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 14

Close Connection with Organization
IRS Form 1023
Part VIII, Line 15

Showcase Wisconsin, Inc. ("Showcase Wisconsin") has a close connection with the Wisconsin Economic Development Corporation ("WEDC"), its supported organization.

WEDC is the sole corporate member of Showcase Wisconsin, and the control WEDC exercises over Showcase Wisconsin, as Showcase Wisconsin's supported organization, demonstrates the close connection between Showcase Wisconsin and WEDC. For example, WEDC has the authority to appoint and remove the Directors of Showcase Wisconsin. In addition, a majority of the Showcase Wisconsin Board members are also WEDC Board members or employees. **[NOTE: Describe common Board in more detail once structure is finalized. Current options: CEO, COO, CFO, WEDC BOARD MEMBER, TWO PRIVATE PARTIES.]** Further, the WEDC has substantial oversight authority over Showcase Wisconsin, including the reserve powers outlined in the Showcase Wisconsin Bylaws, attached as Exhibit 2 and outlined in Exhibit 3.

Pursuant to Section 238.045 of the Wisconsin Statutes, the Wisconsin Legislature authorized WEDC to form a nonprofit corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code so long as the Joint Committee on Finance has approved such formation. The Joint Committee on Finance approved formation of Showcase Wisconsin on [insert date].

Showcase Wisconsin and WEDC operate in a coordinated manner with respect to economic development activities. Showcase Wisconsin engages solely in activities that support WEDC and its economic development activities. Showcase Wisconsin and WEDC, its supported organization, also operate in a coordinated manner with respect to employees. Showcase Wisconsin will lease employees from WEDC. A more detailed description of the services agreement is attached as Exhibit 6.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 15

Supported Organization Public Charity Status
IRS Form 1023
Schedule D, Section I, Line 3

The Wisconsin Economic Development Corporation ("WEDC"), the supported organization, is qualified for exemption as a public charity under Section 509(a)(1), i.e., an organization described in Section 170(b)(1)(A). Due to the control and oversight the State of Wisconsin exercises over WEDC, WEDC is an integral part of the State of Wisconsin. Showcase Wisconsin, Inc. ("Showcase Wisconsin") conducts/will conduct activities that would otherwise be carried out by WEDC, the supported organization, and in turn by the State of Wisconsin.

As described in Exhibit 3, WEDC conducts economic development activities that were originally conducted by the Wisconsin Department of Commerce. Upon creation of WEDC, the economic development activities were transferred from the Wisconsin Department of Commerce to WEDC. WEDC was formed pursuant to Chapter 238 of the Wisconsin Statutes as a statutorily created public body corporate and politic. WEDC is an integral part of the State and is not a separately incorporated entity.

Under the supervision of the Wisconsin Legislature, WEDC promotes the public purposes of economic development in the State of Wisconsin and seeking to improve business and community assistance opportunities in Wisconsin.

Showcase Wisconsin assists WEDC in freeing up state resources by leveraging private funds to benefit the economy of the State of Wisconsin. However, control and oversight requirements of the State are maintained through WEDC. WEDC is funded by State appropriations. Showcase Wisconsin's fundraising activities assist WEDC to reduce the amount of taxpayer funds necessary to fund economic development activities to benefit the economy of the State of Wisconsin. Employees of WEDC are eligible for certain State employee benefits. In addition, the Board of Directors of WEDC is comprised of the Governor, six directors appointed by the Governor, one representative and one senator from each political party, one private sector representative appointed by the Majority Leader, and one private sector representative appointed by the Speaker. Further, WEDC's Chief Executive Officer is appointed by the Governor and confirmed by the Senate. Additionally, WEDC is subject to reporting requirements and audits by the State of Wisconsin and reports to the Wisconsin Legislature.

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 16

Relationship with Supported Organization – Test 1
Operated, Supervised, or Controlled by One or More Publicly Supported Organizations
IRS Form 1023
Schedule D, Section II, Line 1

The Showcase Wisconsin, Inc. ("Showcase Wisconsin") Board is appointed by the Wisconsin Economic Development Corporation ("WEDC"), the supported organization. The WEDC Board will appoint the Showcase Wisconsin Directors at WEDC's annual meeting. Showcase Wisconsin Directors shall serve as set forth in Article III of the Showcase Wisconsin Bylaws attached as Exhibit 2. However, the Showcase Wisconsin Board serves at the pleasure of WEDC, and WEDC may remove any member of the Showcase Wisconsin Board at any time.

[NOTE: Add any additional detail regarding the process to select the Showcase Wisconsin Board.]

SHOWCASE WISCONSIN, INC.

EIN: [Insert EIN]

201 W. Washington Ave.
P.O. Box 1687
Madison, WI 53707-1687

Exhibit 17

Organizing Document Specifies Supported Organization
IRS Form 1023
Schedule D, Section II, Line 7a

The Articles of Incorporation and Bylaws of Showcase Wisconsin, Inc. ("Showcase Wisconsin") specify the Wisconsin Economic Development Corporation ("WEDC"), the supported organization, by name. WEDC is specified by name in page 1, Article V of the Articles of Incorporation of Showcase Wisconsin, attached as Exhibit 1 and page 1, Article 1, Paragraph 1.2 of the Bylaws of Showcase Wisconsin, attached as Exhibit 2.

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