

**ARTICLES OF INCORPORATION
OF
WISCONSIN CHIROPRACTIC ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned adult residents of the State of Wisconsin, have associated, and do hereby appoint ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Wisconsin in the manner provided in Chapter 180 of the Wisconsin Statutes and acts amendatory thereof and supplementary thereto, and for the objects and purposes hereinafter stated; and said corporation, when so formed and organized, shall be a body corporate with all the general powers relating to such corporation conferred by law.

ARTICLE ONE: The objects and purposes of said corporation shall be to promote the Philosophy, Science and Art of Chiropractic in all legitimate ways; to maintain and promote suitable legislation regulating the practice of Chiropractic in the State of Wisconsin in the interest of Public Health and Welfare; to establish and promote a closer interest and cooperation professionally and socially between Chiropractors generally; to bring about a more general understanding of the true principles of Chiropractic and the benefit to be derived from the application thereof.

ARTICLE TWO: The name of said corporation shall be "WISCONSIN CHIROPRACTIC ASSOCIATION" and the location of its principal office shall be in the City of Madison, County of Dane and State of Wisconsin.

ARTICLE THREE: This corporation shall be non-profit, organized without capital stock, and no dividends, profits or other pecuniary benefits shall be declared or paid to members thereof.

ARTICLE FOUR: The officers of this corporation shall be a President a Vice President, a Financial Secretary and a Treasurer shall all be members of the Board of Directors, and who shall all be elected by the Board of Directors of said corporation from among their number annually. There shall be a Board of Nine (9) Directors.

ARTICLE FIVE: The President shall be the chief executive officer of this corporation. It shall be his duty to preside over all meetings of the members of the corporation and of the Board of Directors thereof. He shall appoint all committees not otherwise designated and be ex-officio a member of all committees. He shall appoint all standing committees within sixty (60) days after the annual convention of the corporation and submit such appointments to the Board of Directors for its approval. He shall appoint Sergeants-at-arms to act at each business or educational meeting and he shall give notice of such appointment at least thirty (30) days prior to such meeting. He shall call special meetings of the Board of Directors at any time when in his judgment such meetings will be for the best interests of the corporation, and he shall direct the notification of all Directors of the time and place of such special meetings at least ten (10) days advance, in writing, or, in an emergency, by telegram. He shall sign all certificates of membership and he shall countersign such other documents as the good of the corporation demands. He shall have the books of the Executive Secretary, Financial Secretary and the Treasurer of this corporation audited and the bonds of the Financial Secretary and the Treasurer renewed or transferred within thirty (30) days after an election or change of officers. He shall

have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

The Financial Secretary shall be the chief of registration at all meetings and conventions of the corporation. He shall receive all monies and issue receipts therefor. He shall collect all dues and assessments. He shall keep an accurate record of each member's standing. He shall be held accountable to the President and the Board of Directors in the execution of his duties, and he shall perform such other duties as may be prescribed for him by the Bylaws of the corporation.

The Treasurer shall have custody of all money and securities of the corporation, and he shall keep a full and accurate account of all receipts and disbursements in books belonging to the corporation. He shall give his receipt to the Financial Secretary for all money and securities received from such officer and credit same to the General Fund. He shall deposit in the name of the corporation all money and securities received by him in a bank or banks under national or state supervision, and he shall disburse money by checks signed by him and countersigned by the President only upon bills, claims or orders, etc. approved by the signatures of seven Directors or approved by the President and six Directors; he shall then cancel said claims and charge the amount thereof to the General Fund. He shall be held accountable to the President and Board of Directors in the execution of his duties, and he shall perform such other duties as may be prescribed for him by the Bylaws of the corporation.

ARTICLE SIX: The Board of Directors shall have full power in all matters in the interim of corporation meetings except the power to change the Articles of Incorporation and the bylaws of this corporation. It shall have the power to levy per capita assessments upon active members at such time and in such amounts as it may deem necessary to meet any deficiency in the Treasury of the corporation, or in order to carry out any program which is in the interest of the corporation and which has been previously approved by the membership. The Board of Directors shall perform such other duties as may be prescribed for it by the bylaws of the corporation.

ARTICLE SEVEN: There shall be such District Associations and County Societies organized as is prescribed by the bylaws of this corporation; however, no member shall be a member of such District Association or County Society unless he is also a member of the State Association being incorporated hereunder.

ARTICLE EIGHT: Applications for membership of this corporation shall be made on forms furnished by the corporation, only after the applicant's name has been presented and passed upon favorably by the majority of the members present at a District meeting in the District in which the applicant resides and upon receiving a formal invitation from the District Secretary. The application shall be filed with the Secretary of the District accompanied by the application fee and dues. Upon approval of such application by the District, the application, together with the fee and dues shall be forwarded to the Executive Secretary. The Executive Secretary shall thereupon submit the application to the Board of Directors for its consideration, and upon approval of the majority of the Board of Directors the applicant shall be considered a member in good standing, and shall be so notified by the Executive

Secretary. Only members in good standing shall be allowed to attend meetings and sessions of this corporation and hold an office therein.

Members of this corporation may be suspended from membership for any of the following causes:

1. Being more than thirty (30) days in arrears in any dues or assessments.
2. Conduct inimical or prejudicial to the best interest of the corporation or the Board of Directors, or the members assembled in meeting.
3. Unprofessional conduct.
4. Violation by a member of the code of ethics.
5. Making slanderous, libelous or untrue statements concerning the corporation, or any member or officer thereof, or the members assembled in meeting, with relation to corporation matters.
6. Aiding, abetting or encouraging others to violate any of the above mentioned causes.

Members suspended shall be immediately notified by the Executive Secretary that they stand suspended for whatever the cause may be. They shall be immediately taken off the mailing list of the Corporation and all information relative to the activities of the corporation shall be withheld from them. Any other member knowingly giving such information to a nonmember or suspended member shall himself be subject to suspension. Members thus suspended may be reinstated by the affirmative vote of a majority of the Board of Directors and the committees involved, and upon furnishing satisfactory evidence that the violation or the causes for suspension have been rectified, but they shall not be reinstated as officers if the vacancies have been filled.

Members who have not engaged in continuous full time practice of Chiropractic for a period of three (3) years shall be automatically suspended from membership and shall be readmitted to active membership only upon submitting to the Board of Directors satisfactory proof of their qualifications, provided that persons whose practices have been interrupted by illness or by service in any branch of the armed forces of the United States shall be exempted from this provision.

Any member who has been suspended for any cause for a period of one (1) year shall be expelled without further notice. Any member who has been suspended repeatedly or is deemed a flagrant violator of the causes given for suspension in this Article may be expelled from membership by a two-thirds vote of the Board of Directors, or by a majority vote of the members present at a meeting, provided that such member shall first be given an opportunity to be heard in his defense. Any member who shall institute suit against the corporation or any officer or member thereof with regard to corporation matters without having submitted the grievance complained of to the appropriate committee and fully exhausted his rights within the corporation, including the right of appeal to the Board of Directors and to the membership as provided in the bylaws, shall cease, upon the institution of such suit, to be a member of the corporation, his membership terminating simultaneously with the institution of such suit. All members expelled shall immediately be taken off the

mailing list and denied all rights and privileges of membership. They may again become members only in the manner provided for new members in the bylaws.

ARTICLE NINE: These Articles of Incorporation may be amended by resolution adopted at any annual meeting or at any special meeting called for that purpose. All proposed amendments shall be written and mailed to the Executive Secretary at least thirty (30) days prior to the date of the meeting. A copy of the proposed amendment shall, thereupon, be mailed by the Executive Secretary to each member in good standing at least ten (10) days prior to such meeting.

ARTICLE TEN: The name of the initial registered agent shall be Rebecca Hendrickson, 139 W. Wilson St., Madison, Wisconsin 53703.

ARTICLE ELEVEN: The number of directors constituting the board of directors, which shall serve until the first annual meeting subsequent to the effective date of this Plan of Merger shall be 18, and their names and addresses are as follows:

C.F. Brink, D.C., Lake Mills	T.C. Genrich, D.C., Kenosha
G.A. Emholtz, D.C., River Falls	M.J. Gonstead, D.C., Beloit
B.B. Jacot, D.C., Baldwin	W.F. Grunig, D.C., Milwaukee
W.H. Krueger, D.C., Clintonville	R.W. Klein, D.C., New Berlin
K.O. Lyngaas, D.C., Jefferson	R.B. Mawhiney, D.C., New Berlin
D.L. Magnuson, D.C., Two Rivers	N.H. Meyer, D.C., Cedarburg
H.A. Naidl, D.C., Manitowoc	F.W. Moellendorf, D.C., Green Bay
M.N. Schaub, D.C., Burlington	D.R. Schultz, D.C., Milwaukee
C.M. Witte, D.C., Platteville	A.W. Truitt, D.C., Edgerton