

ONLINE
PYMT

**ARTICLES OF INCORPORATION
OF
NIMBLE AMERICA, INC.**

For the purpose of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, the undersigned executes the following Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the Corporation is Nimble America, 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.

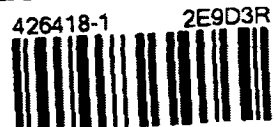
**ARTICLE 3
PURPOSES**

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: (i) develop and advocate for legislation, regulations, and government programs to promote America first, improve legal immigration, fight corruption, and stimulate the economy, and (ii) conduct research and publicize the positions of elected officials concerning these issues.

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 not have members.

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.

**ARTICLE 9
PRINCIPAL OFFICE AND REGISTERED AGENT**

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

220 Route 12, Ste. 5, PMB-383
Groton, CT 06340

9.2 The name and address of the registered agent is:

C T Corporation System
8020 Excelsior Drive, Suite 200
Madison, WI 53717

**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

Executed this 12th day of September, 2016.

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

16130629.1

G&K WISCONSIN SERVICES, LLC


Mike B. Wittenwyler, Assistant Secretary



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF INCORPORATION

NIMBLE AMERICA, INC.

Received Date: 9/12/2016

Filed Date: 9/13/2016

Filing Fee: \$35.00

Expedited Fee: \$25.00

Total Fee: \$60.00

Entity ID#: N046162