

STATE OF WISCONSIN  
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**ARTICLES OF INCORPORATION**

of

**LOS TOROS FOUNDATION INC.**

These Articles of Incorporation are executed by the undersigned, an adult natural person and citizen of the United States of America, for the purpose of forming a corporation pursuant to Chapter 181 of the Wisconsin Statutes (the "Nonstock Corporation Law"), WITHOUT STOCK AND NOT FOR PROFIT.

**Article 1. Name.**

1.1 The name of the Corporation shall be **LOS TOROS FOUNDATION INC.**

**Article 2. Period of Existence.**

2.1 The period of existence of the Corporation shall be perpetual.

**Article 3. Purpose and Powers.**

3.1 Purposes. The purpose of the Corporation is to function as a charitable organization to support the community of Los Toros, Azua, Dominican Republic, through: public education and awareness, fraternal support, solidarity, and monetary contributions to community projects for the benefit of the citizens of Los Toros, Azua, Dominican Republic.

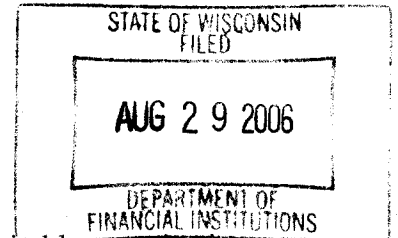
3.2 Means. The Corporation shall achieve its purposes through the following means.

3.2.1 The Corporation shall perform such charitable, educational, scientific or religious functions and engage in such activities as shall permit the Corporation to qualify as an organization exempt from federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), and the regulations issued pursuant thereto, as amended from time to time.

3.2.2 The Corporation shall engage in any other lawful civic and/or charitable activity, none of which is for profit, in furtherance of the above purposes and for which a corporation may be organized under the Nonstock Corporation Law.

3.2.3 The Corporation shall promote the principles of charitable giving and good citizenship.

3.2.4 The Corporation shall build bridges of understanding and friendship between our community and the global community extended to Los Toros, Azua, Dominican Republic.



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3.2.5 The Corporation shall provide a vehicle for promoting interest in, and providing education about, global causes, specifically the needs of the Los Toros community.

3.2.6 The Corporation shall encourage all people to serve their community without personal financial reward. The Corporation shall encourage efficiency and promote responsibility, accountability and high ethical standards in our community and in the global community.

3.2.7 The Corporation shall collaborate with the community of St. Joseph's Congregation, Grafton, Wisconsin, and specifically with the St. Joseph Los Toros Mission Committee in carrying out works of charity and in promoting participation in sharing culture and resources with the community of Los Toros, Azua, Dominican Republic.

3.3 Powers. Subject to any specific written limitations or restrictions imposed by the Code, by the Nonstock Corporation Law, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to the purposes set forth in this Article, the Corporation shall have the powers granted to it by the Wisconsin Nonstock Corporation Law. The Corporation may create such subsidiaries, trusts, funds or other entities as may be convenient and proper for the carrying out of its purposes.

#### 3.4 Limitations Upon Powers.

3.4.1 Disclaimer of For-Profit Purpose. The Corporation is not organized for the pecuniary profit of its directors or officers or individual members; nor may it issue stock or declare or distribute dividends.

3.4.2 Compliance with Exemption Laws. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.2.1 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 charitable purposes set forth in these Articles.

3.4.2.2 Political Activities. 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 or in opposition to any candidate for public office.

3.4.2.3 Distributions of Income. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.2.4 Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.2.5 Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.2.6 Prohibited Investments. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.2.7 Taxable Expenditures. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.4.3 No Loans to Insiders. The Corporation shall make neither advancements for services to be performed in the future, nor any loan of money or property to, any director or officer or member of the Corporation.

3.4.4 Dissolution. In the event of dissolution of the Corporation, all assets remaining, after payment of all debts of the Corporation, shall be distributed to the St. Joseph Church Los Toros Committee of St. Joseph's Congregation, Grafton, Wisconsin, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If the committee is not in existence with an active membership of four or more members, the net assets shall be distributable to another not-for-profit organization: (a) whose purposes are substantially the same as those of the Corporation, and (b) which, at the time of transfer, is exempt from federal taxation under §501(c)(3) of the Code or the corresponding provisions of any future United States internal revenue law, or to the federal government, or to a state or local government, for public purpose. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as the Court shall determine, which organizations are organized and operated exclusively for such purposes. No director, officer or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon dissolution of the Corporation.

#### **Article 4. Principal Office, Registered Office, and Registered Agent.**

4.1 Principal Office. The address of the principal office of the Corporation is located in Ozaukee County at:

209 West Cedar Street  
Grafton, Wisconsin 53024-2227.

4.2 Registered Office. The address of the initial registered office of the Corporation is located in Ozaukee County at:

209 West Cedar Street  
Grafton, Wisconsin 53024-2227.

4.3 Registered Agent. The name of the initial registered agent at the registered address is:

Donald F. Kabara.

#### **Article 5. Directors.**

5.1 Initial Directors. The initial Board of Directors shall consist of the following seven (7) persons:

Michael Haischer  
1753 Maple Road  
Grafton, Wisconsin 53024

Donald F. Kabara  
209 West Cedar Street  
Grafton Wisconsin 53024

Michael S. Mayer  
1975 Wisconsin Avenue  
Grafton, WI 53024

Haidee Schlecht  
1605 16th Avenue  
Grafton, WI 53024

Katherine Schmitt  
422 Woodhaven Drive  
Cedarburg, WI 53012

Michael Weber  
5702 Oakdale Court  
Grafton, Wisconsin 53024

John M. Gallo  
1122 Riverview Court  
Grafton, Wisconsin 53024

5.2 Provisions of Bylaws. The number, qualification, term of office (including staggering of terms) and manner of election and removal of directors shall be fixed by the bylaws. However, in no event shall the number of directors be less than three (3).

#### **Article 6. Membership.**

6.1 The classes, qualifications, rights, method of acceptance, and provisions for expulsion, of members shall be set forth in the bylaws.

#### **Article 7. Incorporator.**

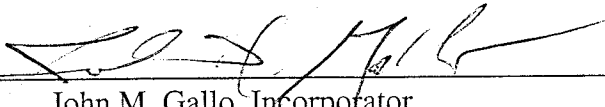
7.1 The name and address of the Incorporator is:

John M. Gallo  
HOUSEMAN & FEIND, LLP  
1214 - 13th Avenue  
P.O. Box 104  
Grafton, Wisconsin 53024-0104

**Article 8. Amendment.**

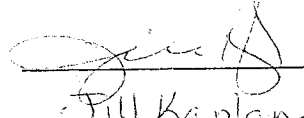
8.1 These Articles may be amended in the manner provided by law at the time of amendment.

EXECUTED on August 25, 2006.

  
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John M. Gallo, Incorporator

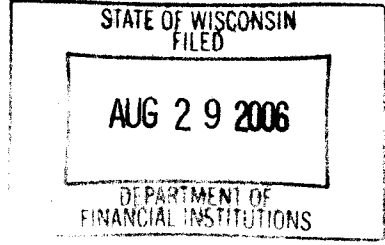
STATE OF WISCONSIN }  
: s.s.  
COUNTY OF OZAUKEE }

Personally came before me, on August 25, 2006, the above-named John M. Gallo, known to me to be the person who executed the foregoing and who acknowledged the same.

  
\_\_\_\_\_  
Jill Kaplan

(Print Name of Signer)

Notary Public, State of Wisconsin  
My commission expires/is: 10/14/06



This document was drafted by:  
John M. Gallo  
1214 13<sup>th</sup> Avenue  
P.O. Box 104  
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Steven M. Cain

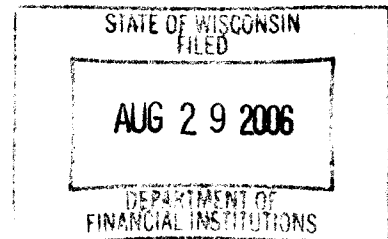
Jane E. Miller  
Deborah S. R. Hoffmann

OF COUNSEL:  
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(262) 377-6080

August 25, 2006

Department of Financial Institutions  
Corporations Division  
P.O. Box 7846  
Madison, WI 53707



Re: Los Toros Foundation, Inc.

Dear Sir/Madam: **EFFECTIVE DATE:** 8-28-2006

Enclosed please find the original and one copy of the Articles of Incorporation for Los Toros Foundation, Inc. Please file one original and file stamp and return the second original to me in the envelope provided. Also enclosed is a check in the amount of \$60.00, which sum represents the filing fee and the expedited fee. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

HOUSEMAN & FEIND, LLP

A handwritten signature in black ink, appearing to read "John M. Gallo", written over the typed name below it.

John M. Gallo

:jlk  
Enclosures