

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

NFP-102.10

FILED
(Rev. Jan. 1997)

http://www.sos.state.il.us

JUN 11 2001

JESSE WHITE
SECRETARY OF STATE

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 6-11-01

Filing Fee \$50

Approved [Signature]

TO: JESSE WHITE, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: Goodwill Industries of Metropolitan Chicago Inc.

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>John</u>	<u>L.</u>	<u>Miller</u>
	First Name	Middle Name	Last Name
Registered Office	<u>1001 West Van Buren</u>		
	Number	Street	(Do not use P.O. Box)
	<u>Chicago</u>	<u>IL 60607-2900</u>	<u>Cook</u>
	City	ZIP Code	County

Article 3: The first Board of Directors shall be 9 in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State
SEE ATTACHMENT				

Article 4. The purposes for which the corporation is organized are:

SEE ATTACHMENT

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Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

6166-2286

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page):

SEE ATTACHMENT

ARTICLE 3 – DIRECTORS

<u>Name of Director</u>	<u>Address</u>
Berk Fernandez	2217 Chestnut Avenue Wilmette, Illinois 60091
Joseph D. Keenan, III	919 North Michigan Avenue Chicago, Illinois 60611
George K. Metzger	233 South Wacker Drive Chicago, Illinois 60606
John R. Moore	430 Woodward Court Lake Forest, Illinois 60045
Joseph C. Rygiel	231 South LaSalle Street Chicago, Illinois 60697
Gert-Ulrich Schoengart	180 North Michigan Avenue Chicago, Illinois 60601
Carl Vander Wilt	230 South LaSalle Street Chicago, Illinois 60604
John L. Miller	6055 N. 91 st Street Milwaukee, Wisconsin 53225
Charles F. Wright	11740 N. Port Washington Road Mequon, Wisconsin 53092

ARTICLE 4 – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes, as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including more specifically, to provide education and training in the areas of employment and personal adjustment, and to provide social services, employment and other services for individuals who are disabled, disadvantaged or have other special needs in order to enhance their employment opportunities, and facilitate their ability to live independently in the community. No

substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 5 – STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth herein. 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 6 – MEMBERS

The sole member of the Corporation shall be Goodwill Industries of Southeastern Wisconsin, Inc. The sole member shall have those rights, responsibilities and duties set forth in the By-Laws of the Corporation.

ARTICLE 7 – DIRECTORS

The affairs of the Corporation shall be managed and conducted by a Board of Directors which shall be of such number as shall be fixed by the By-Laws but which shall not be less than three (3). The Board of Directors shall carry out the purposes of the Corporation in compliance with its Articles of Incorporation and By-Laws. The Directors shall be elected in such manner, time and place and for such terms as shall be provided by the By-Laws and may be divided into such classes as the By-Laws may provide.

ARTICLE 8 – OFFICERS

The general officers of the Corporation shall be a Chair of the Board, Vice Chair(s), President, Executive Director, Secretary, Treasurer, and such other officers and assistant officers as may be deemed necessary and elected or appointed in accordance with the By-Laws. The officers shall be elected or appointed for such terms and shall perform such duties as shall be provided in the By-Laws.

ARTICLE 9 – DISSOLUTION AND LIQUIDATION

In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of its remaining assets to Goodwill Industries of Southeastern Wisconsin, Inc., an organization exempt from taxation under Section 501(c)(3) of the Code, if it is then in existence and qualified for exemption under Section 501(c)(3) of the Code. If Goodwill Industries of Southeastern Wisconsin, Inc. is no longer in existence or is no longer exempt from taxation under Section 501(c)(3) of the Code, the Board of Directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine are organized and operated exclusively for such purposes. In no event shall liquidating or other dividends and distributions of property owned by the Corporation ever be declared or paid to any private individual.

ARTICLE 10 – BY-LAWS

By-Laws for the further government of the affairs of the Corporation and the further enforcement of the Articles of Incorporation shall be adopted and may be amended as provided therein.

ARTICLE 11 – AMENDMENTS

The Articles of Incorporation may be amended by or restated only by action of the sole corporate member.

ARTICLE 12 – POWERS

The Corporation shall have all powers conferred upon corporations organized under the Act and any successor provisions thereto now enacted or thereafter amended to the extent that such powers are not inconsistent with the foregoing provisions hereof.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated June 8, 2001 (Month & Day) (Year)

SIGNATURES AND NAMES

POST OFFICE ADDRESS

1. Signature: John L. Miller; Name: John L. Miller
2. Signature: _____; Name: _____
3. Signature: _____; Name: _____
4. Signature: _____; Name: _____
5. Signature: _____; Name: _____

1. Street: 1001 West Van Buren; City/Town: Chicago; State: IL; ZIP: 60607
2. Street: _____; City/Town: _____; State: _____; ZIP: _____
3. Street: _____; City/Town: _____; State: _____; ZIP: _____
4. Street: _____; City/Town: _____; State: _____; ZIP: _____
5. Street: _____; City/Town: _____; State: _____; ZIP: _____

(Signatures must be in BLACK INK on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
The registered agent cannot be the corporation itself.
The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
The registered office may be, but need not be, the same as its principal office.
A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

File No. _____
FORM NFP-102.10
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523
(These Articles Must Be Executed and Filled in Duplicate)

Filing Fee \$50
C-157.11

STATE OF ILLINOIS
Office of the Secretary of State
I, hereby certify, that this is a true and
correct copy, consisting of 23
pages, as taken from the original on file in
this office.



Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: 6-13-01

BY: [Signature]

EXPEDITED
SECRETARY OF STATE

JUN 13 2001

EXP. FEES 95⁰⁰

COPY FEES 10⁰⁰