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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN NON-PROFIT QUALIFICATION**The Burton Foundation**

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DIVISION OF CORPORATIONS
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12-31-03

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. The Burton Foundation

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Illinois 3. 36-3339126
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 16, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 2, 2004
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)

7. 1202 Timberlane Drive, Sterling, Illinois 61081
(Principal office address)

1202 Timberlane Drive, Sterling, Illinois 61081
(Current mailing address)

8. Charitable purposes comprised of the relief for the poor and distressed (See Ex. A)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida 33324
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY
TALLAHASSEE
FLORIDA

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald Burton
Address: 1202 Timberlane Drive
Sterling, Illinois 61081
Vice Chairman: Peg Burton
Address: 1202 Timberlane Drive
Sterling, Illinois 61081
Director: Lisa Kahn
Address: 90 Churchill Drive
Aurora, Illinois 60504
Director: Andra Burton-Piering
Address: 2808 North Hartung
Milwaukee, Wisconsin 53210

B. OFFICERS

President: Donald Burton
Address: 1202 Timberlane Drive
Sterling, Illinois 61081
Vice President: N/A
Address: _____
Secretary: Peg Burton
Address: 1202 Timberlane Drive, Sterling, Illinois 61081
Treasurer: Peg Burton
Address: 1202 timberlane Drive, Sterling, Illinois 61081

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Donald B. Burton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Donald B. Burton, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Exhibit A

- A. Charitable purposes comprised of the relief for the poor and distressed.
- B. To organize and to carry on any other lawful activity which the Corporation may determine necessary or expedient for the administration of the affairs or the attainment of the foregoing purposes of the Corporation.
- C. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the promoting or fostering of low income housing and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- D. 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 above. 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. Notwithstanding any other provisions 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by corporation contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- E. 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation also has such other powers as now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

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ADDENDUM 12A

Director: David Burton
1722 Avenue E
Sterling, Illinois 61081

Director: Eugene Burton
1605 East Third Street
Sterling, Illinois 61081

Director: Nyla Newburgh
5936 14th Avenue South
Minneapolis, Minnesota 55417

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Donald E. Burton, do hereby certify
(Name)

that this Resolution of the Board of Directors of The Burton Foundation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Illinois

was duly adopted on December 23, 2003

Be it resolved, that The Burton Foundation

(Corporate Name)

organized and existing in the State of Illinois, hereby adopts the name

The Burton Foundation of Illinois, Inc. for use in Florida.

Dated: December 29, 2003



Signature of either Chairman, Vice Chairman or any officer

Donald E. Burton, President

Type or print name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

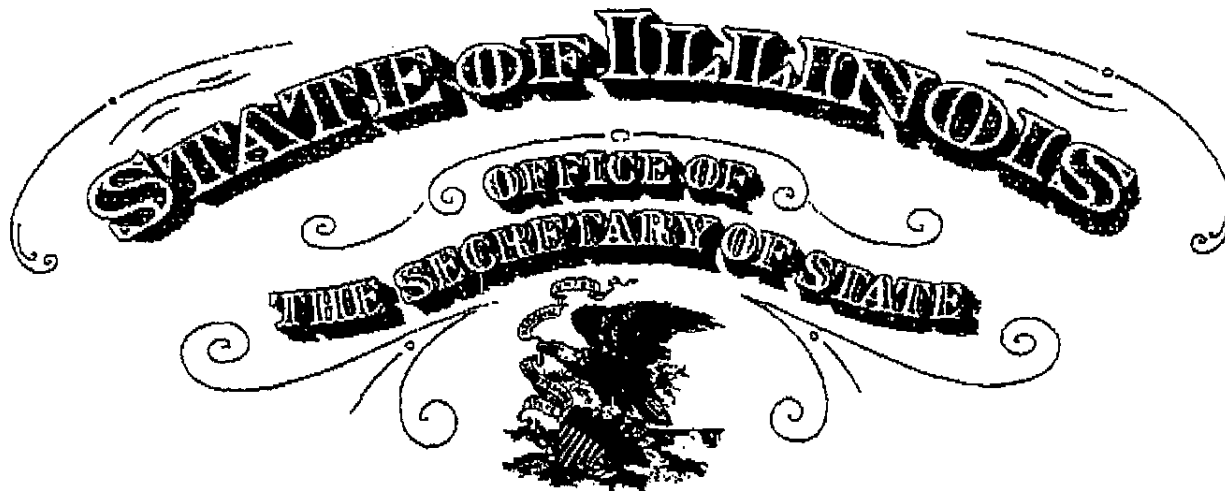
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Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

File Number

5687-498-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE BURTON FOUNDATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 16, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 30TH *day of* DECEMBER A.D. 2003

Jesse White

SECRETARY OF STATE