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November 8, 2001

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 W. Gaines St.
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: Jo Ann and Richard Beightol Foundation, Inc.

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for Jo Ann and Richard Beightol Foundation, Inc. A check in the amount of \$70.00 is also enclosed to copy all filing fees. Please file stamp the copy (certification is not necessary) and return it to my attention via the enclosed envelope. Should you have any questions regarding the enclosed filing, please feel free to contact me directly at (414) 223-2517. Thank you.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

Elizabeth A. Cliffe
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosures

cc: Amy S. Kiiskila, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

JO ANN AND RICHARD BEIGHTOL FOUNDATION, INC.

Executed by the undersigned for the purpose of forming a nonstock, nonprofit corporation under Chapter 617 of the Florida Statutes (the "Corporation").

ARTICLE I - NAME

The name of the Corporation shall be "Jo Ann and Richard Beightol Foundation, Inc."

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4731 Bonita Bay Boulevard, #302, Bonita Springs, Florida 34134.

ARTICLE III - PURPOSES

The Corporation is organized and shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). Subject to the foregoing, the Corporation is organized and shall have all the authority necessary to achieve its responsibilities, and shall be permitted to do all things which can be done by nonstock, nonprofit corporations organized under Chapter 617 of the Florida Statutes and the common law of the State of Florida.

ARTICLE IV - PROHIBITIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall at all times be subject to the following limitations:

- (a) 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 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.
- (b) No substantial part of 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 political office; and
- (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by

a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (d) At any time that the Corporation is a private foundation as described in Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the Corporation:
 - (i) Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
 - (ii) Shall not retain any excess business holdings as defined in Code Section 4943(c);
 - (iii) Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944;
 - (iv) Shall not make any taxable expenditures as defined in Code Section 4945(d); and
 - (v) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed in Code Section 4942;

ARTICLE V - MEMBERS

The Corporation shall not have members.

ARTICLE VI – MANNER OF ELECTION

The Corporation shall be governed by a Board of Directors. The number, qualifications, method of election, rights and obligations of the Board of Directors shall be as specified in the Bylaws; provided, however, that in no event shall the Board of Directors consist of fewer than three (3) individuals at any time.

ARTICLE VII - INITIAL DIRECTORS

The initial directors of the Corporation shall consist of the following individuals, who shall hold office for terms to be established by the Board of Directors:

Richard E. Beightol
4731 Bonita Bay Boulevard, #302
Bonita Springs, FL 34134

Jo Ann Beightol
4731 Bonita Bay Boulevard, #302
Bonita Springs, FL 34134

Scott C. Beightol
310 East Birch
Whitefish Bay, WI 53217

ARTICLE VIII - BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation.

ARTICLE IX - REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:

Richard E. Beightol
4731 Bonita Bay Boulevard, #302
Bonita Springs, FL 34134

ARTICLE X - PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE XI - DISTRIBUTIONS AND DISSOLUTION

In the event the Board of Directors has approved the dissolution of the Corporation, after payment and discharge of all of the liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed, in such proportion as the Board of Directors shall determine, to such organization or organizations, including trusts, organized and operated exclusively for charitable purposes, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3) and Code Section 170(c). 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 the purposes described in Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended, repealed or restated upon the affirmative vote of a majority of Directors then in office.

ARTICLE XIII - INCORPORATOR

The name and address of the incorporator is Mark S. Poker, Michael Best & Friedrich LLP, 100 East Wisconsin Avenue, Suite 3300, Milwaukee, Wisconsin 53202.

EXECUTED IN DUPLICATE this 1st day of November, 2001.

JO ANN AND RICHARD BEIGHTOL
FOUNDATION, INC.

Mark S. Poker
Mark S. Poker, Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Richard E. Beightol
Richard E. Beightol

After recording, this document should be returned to, Mark S. Poker, Michael Best & Friedrich LLP, 100 East Wisconsin Avenue, Suite 3300, Milwaukee, Wisconsin 53202.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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