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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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W07-9689

B. McKnight MAR 08 2007

LAW OFFICES  
**THURLOW & THURLOW, P.A.**  
17 MARTIN L. KING, JR. BLVD.  
POST OFFICE BOX 106  
STUART, FLORIDA 34995-0106

THOMAS H. THURLOW  
1905-2001  
THOMAS H. THURLOW, JR.  
THOMAS H. THURLOW III  
FERNANDO M. GIACHINO

PHONE (772) 287-0980  
FAX (772) 220-0815

March 2, 2007

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: The Frick Foundation, Inc.  
Our File: 04-006.1

To Whom It May Concern:

Please find enclosed the following for The Frick Foundation, Inc.:

1. Copy of FDOR letter dated February 26, 2007
2. Transmittal Letter
3. Not for Profit Certificate of Domestication
4. Articles of Incorporation, plus one copy - *see correction @ Art. IV*
5. Our check in the amount of \$58.75 for the balance due

If you have any questions regarding the enclosed, please contact our office by telephone.

Yours truly,

THURLOW & THURLOW, P.A.



Fernando M. Giachino

FMG/cr  
Enclosures

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The Frick Foundation, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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**FROM:** Fernando M. Giachino

**Name (printed or typed)**

P.O. Box 106

**Address**

Stuart, FL 34995-0106

**City, State & Zip**

(772) 287-0980

**Daytime Telephone Number**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2007

FERNANDO M GIACHINO  
PO BOX 106  
STUART, FL 34995-0106

SUBJECT: THE FRICK FOUNDATION, INC.  
Ref. Number: W07000009689

We have received your document for THE FRICK FOUNDATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$58.75.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section


Letter Number: 807A00013842

## NOT FOR PROFIT CERTIFICATE OF DOMESTICATION

The undersigned, WILLIAM G. FRICK, as President and Director of THE FRICK FOUNDATION, a foreign Corporation, in accordance with Florida Statutes §617.1803, does hereby certify:

1. The date on which the corporation was first formed was October 14, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was THE FRICK FOUNDATION.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to F.S. §§617.01201 and 617.0202 with this certificate is THE FRICK FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was 555 Skokie Boulevard, Suite 500, Northbrook, IL 60062.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to F.S. §617.1803.

I am WILLIAM G. FRICK, of Stuart, FL, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 5<sup>th</sup> day of February, 2007.

  
\_\_\_\_\_  
William G. Frick, President and Director  
(Authorized Signature)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION FOR  
THE FRICK FOUNDATION, INC.**  
In Compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I            NAME**

The name of the corporation shall be The Frick Foundation, Inc.

**ARTICLE II           PRINCIPAL OFFICE**

The principle place of business and mailing address of this corporation shall be 21 Palm Road, Stuart, FL 34996

**ARTICLE III          PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV          MANNER OF ELECTION**

The method of election of the directors is as stated in the ByLaws of the corporation.

**ARTICLE V           INITIAL DIRECTORS AND/OR OFFICERS**

1. William G. Frick, President and Director  
21 Palm Road  
Stuart, FL 34996
2. Karen J. Frick, Secretary, Treasurer, and Director  
21 Palm Road  
Stuart, FL 34996
3. Jack Hungerford, Director  
145 Montgomery  
Glencoe, IL 60022

**ARTICLE VI          INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Fernando M. Giachino  
Thurlow & Thurlow, P.A.  
17 Martin Luther King Jr.  
Suite 200  
Stuart, FL 34994

**ARTICLE VII          INCORPORATOR**

The name and address of the Incorporator is:

Fernando M. Giachino  
Thurlow & Thurlow, P.A.  
17 Martin Luther King Jr.  
Suite 200  
Stuart, FL 34994

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## **ARTICLE VIII      ADDITIONAL TAX MATTERS**

1. 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.
2. 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. 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.
4. 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.
5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. 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 purposes set forth in Article Third hereof. 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. 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.
7. Upon the dissolution of the corporation, assets shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

\* \* \* \*

*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.*

  
\_\_\_\_\_  
Fernando M. Giachino  
Signature/Registered Agent

2/6/07  
Date

  
\_\_\_\_\_  
Fernando M. Giachino  
Signature/Incorporator

2/6/07  
Date

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AND  
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TALLAHASSEE, FLORIDA