

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 JAN 22 PM 1:14

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Back Jack Foundation, Inc.
2. It is incorporated under the laws of Wisconsin
3. The date of its incorporation is 09/22/2006
4. The address of its principal office is 709 Milwaukee Street, Ste A, Delafield, WI 53018
5. The address of its proposed registered office in Rhode Island is One Richmond Square, Ste 125B
Providence, RI 02906 and the name of its proposed registered agent in Rhode Island at that address is Northwest Registered Agent, LLC.
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: See Attached

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7. The names and respective addresses of its directors and officers are:

| | <u>Name</u> | <u>Address</u> |
|----------------|---------------------|----------------|
| Director | See Attached | |
| Director | | |
| Director | | |
| President | | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 01/09/2013

I Back Jack Foundation, Inc.

Print Exact Name of Corporation Making Application

Signature of President or Vice President (check one)

Signature of Secretary or Assistant Secretary (check one)

Purposes and Powers

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. 501(c)(3). Such purposes may include, but are not limited to, promoting and advancing the science and art of medicine related to the study of pediatric cancer cells, including, but not limited to, neuroblastoma cells and related structures, supporting and enhancing education in neuroblastoma and other pediatric oncology fields, facilitating and improving prevention, diagnosis, and treatment of disorders affecting such cells and related structures, and doing and engaging in any and all activities that may be necessary or incidental to any or all of the foregoing purposes.

For such purposes and not otherwise, and subject always to the further provision of these Articles, the Corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the WNCL. Provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by an organization that is described in I.R.C. Sections 501(c)(3) and 509(a)(3) and is exempt from federal income taxes under I.R.C. Section 501(a) or by an organization that is described in, and contributions to which are deductible for federal income tax purposes under I.R.C. Section 170(c)(2).

2013 List of Officers/Directors for I Back Jack Foundation, Inc.

| Name | Title | Address |
|-----------------|-------------------------|---|
| Sarah Bartosz | Director/President | 385 Prairie Grass Ct. Hartland, WI 53029 |
| Amy MacLean | Director | W310 N6764 Chenequa Dr. Hartland, WI 53029 |
| Beth Lunow | Director/Vice President | 12900 Ohio Drive New Berlin, WI 53151 |
| Brian Anderson | Director | 407 Prairie Grass Ct. Hartland, WI 53029 |
| John Shinnors | Director | W303 N1760 Maple Ave. Pewaukee, WI 53072 |
| Rory Leyden | Director | W332 N6578 N. Moose Lane Nashotah, WI 53058 |
| Shannon Allen | Director | 5123 N. Bay Ridge Ave. Whitefish Bay, WI 53217 |
| John Bartosz | Secretary | 709 Milwaukee St., STE A Delafield, WI 53018 |
| Kathleen Giorgi | Treasurer | c/o First Business Bank 18500 W. Corporate Drive Brookfield, WI 53045 |

DFI/CORP/38
RECORD 1/11

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

Paul M. Holzem

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN 11 2013

BY: *Paul M. Holzem*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

2006 SEP 21 PM 1:02
**ARTICLES OF INCORPORATION
OF
I BACK JACK FOUNDATION, INC.**

OK

The undersigned, acting as incorporator of a nonstock corporation under the Wisconsin Nonstock Corporation Law, Ch. 181 of the Wisconsin Statutes, hereby adopts the following Articles of Incorporation for such corporation:

Article I.

Name

The name of the corporation is I Back Jack Foundation, Inc. ("Corporation").

Article II.

Organization

The corporation is organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes ("WNCL").

SEP 21 2006 1:03 PM
341732 A DCORP35 \$35.00

Article III.

Registered Agent

The name of the initial registered agent of the Corporation is The Kingsbury Firm, LLC.

SEP 21 2006 01:03 PM
341732 EXPEDITE25 \$25.00

Article IV.

Registered Office

The street address of the initial registered office of the Corporation is 250 N. Sunnyslope Road, Suite 300, Brookfield, WI 53005.

Article V.

Principal Office

The mailing address of the initial principal office of the Corporation is 385 Prairie Grass Court, Hartland, WI 53029, but the Corporation may have such other offices and conduct its affairs in such other places, within or without the State of Wisconsin and in foreign countries, as the Board of Directors of the Corporation deems appropriate.

I 023440

Article VI.

Members

The Corporation shall have no members.

Article VII.

Board of Directors

Section 1. The Board of Directors shall manage and direct the business and affairs of the Corporation. The number, qualifications, term of office, method of appointment or election, powers, authority, and duties of the Directors of the Corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of the Corporation's Articles of Incorporation shall be as specified in the Bylaws of the Corporation, but shall not be less than the number of directors required by the WNCL, which at the time of the execution of these Articles is three (3). The power to adopt, amend, revise, and repeal the Bylaws is reserved to the Directors of the Corporation, as provided in the Bylaws of the Corporation.

Section 2. The number of directors constituting the initial Board of Directors shall be Five (5). The names and addresses of the initial directors are:

Sarah D. Bartosz
385 Prairie Grass Court
Hartland, WI 53029

Rania Dempsey, MD
w296 n2979 Franciscan Road
Pewaukee, WI 53072

Ann Harrington
N61 W28917 Parkside Place
Hartland, WI 53029

Andrew B. Lassman, MD
210 W. 89th Street, Apt 8A
New York, NY 10024

Derek Deubel
W308 N6184 Shore Acres Rd.
Hartland, WI 53029

Article VIII.

Purposes and Powers

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. 501(c)(3). Such purposes may include, but are not limited to, promoting and advancing the science and art of medicine related

to the study of pediatric cancer cells, including, but not limited to, neuroblastoma cells and related structures, supporting and enhancing education in neuroblastoma and other pediatric oncology fields, facilitating and improving prevention, diagnosis, and treatment of disorders affecting such cells and related structures, and doing and engaging in any and all activities that may be necessary or incidental to any or all of the foregoing purposes.

For such purposes and not otherwise, and subject always to the further provision of these Articles, the Corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the WNCL. Provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by an organization that is described in I.R.C. Sections 501(c)(3) and 509(a)(3) and is exempt from federal income taxes under I.R.C. Section 501(a) or by an organization that is described in, and contributions to which are deductible for federal income tax purposes under I.R.C. Section 170(c)(2).

Article IX.

Activities and Restrictions

Section 1. No dividends, liquidation dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a corporation contributions to which are deductible on under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of

self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

Article X.

No Personal Liability

Directors and officers of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, Directors, and officers be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever.

Article XI.

Dissolution

Upon dissolution of the Corporation, and after the payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with such dissolution, and subject always to the further provisions of this Article XI hereof, all remaining assets of the Corporation shall be distributed to and among such one or more organizations as are then exempt from federal income taxes under I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2), which have purposes substantially similar to those of the Corporation and which are not private foundations as defined in I.R.C. Section 509(a), or one or more units or agencies of federal, state or local government to be used exclusively for public purposes, all in such amounts or proportions as shall be determined by the Board of Directors of the Corporation, by the affirmative vote of at least a majority of the total number of Directors of the Corporation. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article XI, (a) any assets then held by the Corporation in trust or upon condition or subject to an executory or special limitation, if the condition or limitation occurs by reason of the dissolution of the Corporation, shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation; and (b) if the dissolution of the Corporation is required by the laws of the State of Wisconsin then in existence to be conducted under court supervision, the dissolution of the Corporation shall be so conducted, and its assets not described in clause (a) of this sentence shall be transferred or conveyed to such one or more organizations described in the preceding sentence of this Article XI as the court may determine.

Article XII.

Derivative Proceedings

The provisions of Sections 181.0741 to 181.0746 of WNCL shall not apply to this Corporation.

Article XIII.

Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of the majority of the number of directors then in office, provided that no amendment shall substantially change the original purposes of the Corporation.

Article XIV.

References

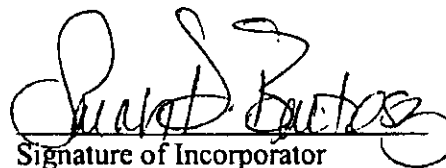
All references herein to a particular section of the I.R.C. shall mean and include the Internal Revenue Code of 1986, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section. All references herein to the WNCL shall mean and include the Wisconsin Nonprofit Corporation Act, as now enacted or as hereafter amended, Chapter 181 of the Wisconsin Statutes and any provisions of Wisconsin law as are or may hereafter be applicable, cognate to such provisions.

Article XV.

Incorporator

The name and address of the incorporator is, Sarah D. Bartosz, 385 Prairie Grass Court, Hartland, WI 53029.

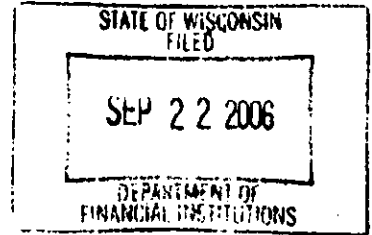
Executed this 20th day of September, 2006.


Signature of Incorporator

This document was drafted by:
Attorney John K. Bartosz
The Kingsbury Firm, LLC
250 N. Sunnyslope Road, Suite 300
Brookfield, WI 53005.
414-378-4419

\$35,00 + \$25.00 Sep :

**ARTICLES OF INCORPORATION
CHAPTER 181**





State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

