



September 6, 2019

Internal Revenue Service
Attn: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

CERTIFIED MAIL; RETURN RECEIPT

RE: The Sally Guzowski Foundation (EIN: 84-2565213)
Form 1023 Application
Our File No. 1544.00

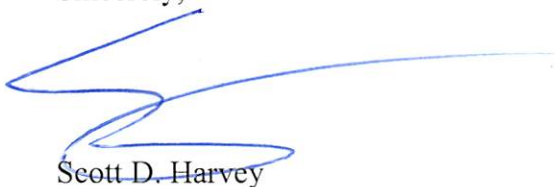
Dear Administrator:

Enclosed please find Internal Revenue Service Form 1023 – “Application for Recognition of Exemption Under Section 501(c)(3)”, along with the required attachments and the appropriate filing fee, on behalf of “The Sally Guzowski Foundation,” a Michigan nonprofit corporation.

Upon the determination of the organization as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, please provide me with a copy of the determination letter evidencing the same.

Should you have any questions or need any further information, please promptly advise our office. Thank you in advance for your attention to this matter.

Sincerely,



Scott D. Harvey

Enclosures
cc w/encl. via email: Mr. Josef Guzowski

Form 1023 Checklist

(Revised December 2017)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note: Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order.
 - Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.

- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.

- Employer Identification Number (EIN)

- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
 - You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.

- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___	No <input checked="" type="checkbox"/>	Schedule E	Yes ___	No <input checked="" type="checkbox"/>
Schedule B	Yes ___	No <input checked="" type="checkbox"/>	Schedule F	Yes ___	No <input checked="" type="checkbox"/>
Schedule C	Yes ___	No <input checked="" type="checkbox"/>	Schedule G	Yes ___	No <input checked="" type="checkbox"/>
Schedule D	Yes ___	No <input checked="" type="checkbox"/>	Schedule H	Yes ___	No <input checked="" type="checkbox"/>

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Page 1, Article II
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 3, Article XIII

- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.

- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
P.O. Box 12192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
Attention: EO Determination Letters
Stop 31
201 West Rivercenter Boulevard
Covington, KY 41011

Power of Attorney and Declaration of Representative

OMB No. 1545-0150
For IRS Use Only
 Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date / /

▶ Go to www.irs.gov/Form2848 for instructions and the latest information.

Part I Power of Attorney

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer Information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address The Sally Guzowski Foundation 1809 N Sedgwick Street Chicago, IL 60614	Taxpayer identification number(s) <p style="text-align: center;">84-2565213</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Daytime telephone number 312-260-3047</td> <td style="width: 50%;">Plan number (if applicable) N/A</td> </tr> </table>	Daytime telephone number 312-260-3047	Plan number (if applicable) N/A
Daytime telephone number 312-260-3047	Plan number (if applicable) N/A		

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Scott D. Harvey 901 S. Garfield Ave., Suite 200 Traverse City, MI 49686 Check if to be sent copies of notices and communications <input checked="" type="checkbox"/>	CAF No. _____ PTIN _____ Telephone No. 231-929-4878 Fax No. 231-929-4182 Check if new: Address <input checked="" type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address Check if to be sent copies of notices and communications <input type="checkbox"/>	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address (Note: IRS sends notices and communications to only two representatives.)	CAF No. _____ PTIN _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 Acts authorized (you are required to complete this line 3). With the exception of the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts that I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 5000A Shared Responsibility Payment, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code	1023	N/A

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Use Not Recorded on CAF**

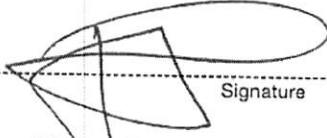
5a Additional acts authorized. In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information):
 Access my IRS records via an Intermediate Service Provider;
 Authorize disclosure to third parties; Substitute or add representative(s); Sign a return; _____

Other acts authorized: _____

b Specific acts not authorized. My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.
List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): _____

6 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

7 Signature of taxpayer. If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the legal authority to execute this form on behalf of the taxpayer.
▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.


9/4/19
President

Signature
Date
Title (if applicable)

Josef Guzowski
The Sally Guzowski Foundation

Print Name
Print name of taxpayer from line 1 if other than individual


Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations contained in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent by the Internal Revenue Service per the requirements of Circular 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
 - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
 - k Qualifying Student—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student working in an LITC or STCP. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a-r).	Licensing jurisdiction (State) or other licensing authority (if applicable).	Bar, license, certification, registration, or enrollment number (if applicable).	Signature	Date
a	Michigan	P66294		9/6/19

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form1023 for instructions and the latest information.

OMB No. 1545-0056
 Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I – XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
The Sally Guzowski Foundation		Josef Guzowski	
3 Mailing address (Number and street) (see instructions)		Room/Suite	4 Employer Identification Number (EIN)
1809 N Sedgwick Street			84-2565213
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 – 12)	
Chicago, IL 60614		12	
6 Primary contact (officer, director, trustee, or authorized representative) a Name:		b Phone: 312-260-3047	
Scott D. Harvey		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9a Organization's website: None.			
b Organization's email: (optional) josef.guzowski@gmail.com			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		07 / 17 / 2019	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. See instructions. **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language.
 Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article II.
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
 b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 3, Article XIII.
- c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Josef Guzowski	President/Director	1809 N Sedgwick St Chicago, IL 60614	0
Richard Guzowski	Vice President/Director	1809 N Sedgwick St Chicago, IL 60614	0
Matthew Guzowski	Treasurer/Director	1809 N Sedgwick St Chicago, IL 60614	0
Andrew Guzowski	Secretary/Director	1809 N Sedgwick St Chicago, IL 60614	0

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None.			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None.			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a** Are any of your officers, directors, or trustees related to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No
- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No
- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through common control? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
 - a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No
 - b** Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
 - c** Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
e	Do you or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is reasonable for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.		
5a	Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?		
c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves? Note: A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.		
6a	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through non-fixed payments , such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at arm's length , and explain how you determine or will determine that you pay no more than fair market value . Attach copies of any written contracts or other agreements relating to such purchases.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length , and explain how you determine or will determine you are or will be paid at least fair market value . Attach copies of any written contracts or other agreements relating to such sales.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Describe any written or oral arrangements that you made or intend to make.		
c	Identify with whom you have or will have such arrangements.		
d	Explain how the terms are or will be negotiated at arm's length .		
e	Explain how you determine you pay no more than fair market value or you are paid at least fair market value .		
f	Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.		
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1 a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. See instructions.

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. See instructions.

- 1 Do you support or oppose candidates in political campaigns in any way? If "Yes," explain. Yes No
- 2 a Do you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an election to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3 a Do you or will you operate bingo or gaming activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake fundraising? If "Yes," check all the fundraising programs you do or will conduct. See instructions. Yes No

- | | |
|---|--|
| <input type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input type="checkbox"/> email solicitations | <input type="checkbox"/> accept donations on your website |
| <input type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. Yes No
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. Yes No
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. Yes No

5 Are you affiliated with a governmental unit? If "Yes," explain. Yes No

6a Do you or will you engage in economic development? If "Yes," describe your program. Yes No

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers develop your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. Yes No

b Do or will persons other than your employees or volunteers manage your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. Yes No

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. Yes No

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. Yes No

b Do you provide childcare so that parents or caretakers of children you care for can be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

c Of the children for whom you provide childcare, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). Yes No

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). Yes No

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
-
- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following.
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|---|------------------------------|--|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.
Note: Private foundations may use Schedule H to request advance approval of individual grant procedures. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years.

1. If in existence less than 5 years, complete the statement for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of:
 - a. Three years of financial information if you have not completed one tax year, or
 - b. Four years of financial information if you have completed one tax year. See instructions.
2. If in existence 5 or more years, complete the schedule for the most recent 5 tax years. You will need to provide a separate statement that includes information about the most recent 5 tax years because the data table in Part IX has not been updated to provide for a 5th year. See instructions.

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From 7/17/19 To 12/31/19	(b) From 1/1/20 To 12/31/20	(c) From 1/1/21 To 12/31/21	(d) From ----- To -----	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	450,000	100,000	100,000		650,000
	2 Membership fees received					
	3 Gross investment income	1,125	15,773.06	18,409.94		35,308
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	8 Total of lines 1 through 7	451,125	115,773.06	118,409.94		685,308
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	10 Total of lines 8 and 9	451,125	115,773.06	118,409.94		685,308
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)						
12 Unusual grants						
13 Total Revenue Add lines 10 through 12					685,308	
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	22,556.25	27,709.09	31,603.73		
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees	5,000	1,500	1,500		
	23 Any expense not otherwise classified, such as program services (attach itemized list)					
	24 Total Expenses Add lines 14 through 23	27,556.25	29,302.09	33,101.73		

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: **2019**
(Whole dollars)

Assets			
1	Cash	1	50,000
2	Accounts receivable, net	2	
3	Inventories	3	
4	Bonds and notes receivable (attach an itemized list)	4	
5	Corporate stocks (attach an itemized list)	5	
6	Loans receivable (attach an itemized list)	6	
7	Other investments (attach an itemized list)	7	401,125
8	Depreciable and depletable assets (attach an itemized list)	8	
9	Land	9	
10	Other assets (attach an itemized list)	10	
11	Total Assets (add lines 1 through 10)	11	451,125
Liabilities			
12	Accounts payable	12	
13	Contributions, gifts, grants, etc. payable	13	22,556.25
14	Mortgages and notes payable (attach an itemized list)	14	
15	Other liabilities (attach an itemized list)	15	5,000
16	Total Liabilities (add lines 12 through 15)	16	27,556.25
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	423,568.75
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	446,125

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. Yes No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. See instructions.

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, h, or i or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4) – an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv) – an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(ix) – an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- h 509(a)(1) and 170(b)(1)(A)(vi) – an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- i 509(a)(2) – an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- j A publicly supported organization, but unsure if it is described in 5h or 5i. You would like the IRS to decide the correct status.

6 If you checked box h, i, or j in question 5 above, and you have been in existence more than 5 years, you must confirm your public support status. Answer line 6a if you checked box h in line 5 above. Answer line 6b if you checked box i in line 5 above. If you checked box j in line 5 above, answer both lines 6a and 6b.

- a (i) Enter 2% of line 8, column (e) on Part IX-A Statement of Revenues and Expenses _____
- (ii) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," state this.
- b (i) For each year amounts are included on lines 1, 2, and 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name and amount received from each disqualified person. If the answer is "None," state this.
- (ii) For each year amounts were included on line 9 of Part IX-A Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of Line 10, Part IX-A Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," state this.

7 Did you receive any unusual grants during any of the years shown on Part IX-A Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

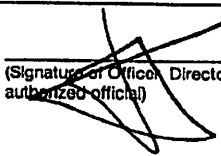
Part XI User Fee Information and Signature

You must include the correct user fee payment with this application. If you do not submit the correct user fee, we will not process the application and we will return it to you. Your check or money order must be made payable to the United States Treasury. User fees are subject to change. Check our website at www.irs.gov and type "Exempt Organizations User Fee" in the search box, or call Customer Account Services at 1-877-829-5500 for current information.

Enter the amount of the user fee paid: _____ \$600

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


(Signature of Officer, Director, Trustee, or other authorized official)

Josef Guzowski
(Type or print name of signer)
President
(Type or print title or authority of signer)

9/4/19
(Date)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the ARTICLES OF INCORPORATION

for

THE SALLY GUZOWSKI FOUNDATION

ID Number: 802343503

received by electronic transmission on July 16, 2019 **, is hereby endorsed.**

Filed on July 17, 2019 **, by the Administrator.**

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of July, 2019.

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau

LARA Corporations
Online Filing System
Department of Licensing and Regulatory Affairs

Form Revision Date 07/2016

ARTICLES OF INCORPORATION
For use by DOMESTIC NONPROFIT CORPORATION

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

THE SALLY GUZOWSKI FOUNDATION

ARTICLE II

The purpose or purposes for which the corporation is formed are:

The Sally Guzowski Foundation (the "Foundation") is organized exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, for the primary purpose of receiving and administering funds for charitable purposes within the meaning of Section 501(c)(3) of the Code, which shall include, but not necessarily be limited to, the making of grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and conducting all activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code and the regulations promulgated thereunder.

In carrying out its purposes, the Foundation shall have all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982, as amended (the "Act"). The Foundation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation, contributions to which are deductible under Section 170(c), Section 2055, Section 2106 or Section 2522 of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE III

The Corporation is formed upon basis.

If formed on a stock basis, the total number of shares the corporation has authority to issue is

If formed on a nonstock basis, the description and value of its real property assets are (if none, insert "none"):

None

The description and value of its personal property assets are (if none, insert "none"):

None

The corporation is to be financed under the following general plan:

The Foundation is to be financed through contributions of assets and the income generated therefrom.

The Corporation is formed on a basis.

ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

- 1. Agent Name: SCOTT D HARVEY
- 2. Street Address: 901 S GARFIELD AVE
- Apt/Suite/Other: 200
- City: TRAVERSE CITY

State: MI

Zip Code: 49686

3. Registered Office Mailing Address:

P.O. Box or Street
Address:

Apt/Suite/Other:

City:

State:

Zip Code:

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
JOSEF GUZOWSKI	1809 N SEDGWICK, CHICAGO, IL 60614 USA

Use the space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added.

ARTICLE VI

NO PART OF THE ASSETS OR NET EARNINGS OF THE FOUNDATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE FOUNDATION 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 THESE ARTICLES.

ARTICLE VII

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE FOUNDATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE FOUNDATION 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.

ARTICLE VIII

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE FOUNDATION SHALL IN NO MANNER BE CONTROLLED OR UNDER THE DIRECTION OR ACTING IN THE SUBSTANTIAL INTEREST OF ANY PRIVATE INDIVIDUAL, FIRM, CORPORATION, PARTNERSHIP OR ASSOCIATION SEEKING TO DERIVE PROFIT OR GAIN THEREFROM OR SEEKING TO ELIMINATE OR MINIMIZE LOSSES IN ANY DEALING OR TRANSACTIONS WITH THE FOUNDATION.

ARTICLE IX

- A. THE FOUNDATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.
- B. THE FOUNDATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.
- C. THE FOUNDATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.
- D. THE FOUNDATION WILL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.
- E. THE FOUNDATION WILL NOT MAKE ANY TAXABLE EXPENDITURE AS DEFINED IN SECTION 4945(D) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE X

NO MEMBER OF THE BOARD OF DIRECTORS OF THE CORPORATION WHO IS A VOLUNTEER DIRECTOR, AS THAT TERM IS DEFINED IN THE ACT, AND NO VOLUNTEER OFFICER, SHALL BE PERSONALLY LIABLE TO THE CORPORATION, OR TO ITS SHAREHOLDERS OR MEMBERS, IF ANY, FOR MONETARY DAMAGES FOR A BREACH OF THE DIRECTOR'S OR OFFICER'S FIDUCIARY DUTY; PROVIDED, HOWEVER, THAT THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR OR OFFICER FOR ANY OF THE FOLLOWING:

1. THE AMOUNT OF FINANCIAL BENEFIT RECEIVED BY A DIRECTOR OR VOLUNTEER OFFICER TO WHICH HE OR SHE IS NOT ENTITLED;
2. ACTS OR OMISSIONS NOT IN GOOD FAITH OR THAT INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW;
3. A VIOLATION OF SECTION 551 OF THE ACT;

- 4. AN INTENTIONAL CRIMINAL ACT; OR
- 5. A LIABILITY IMPOSED UNDER SECTION 497(A) OF THE ACT.

FURTHERMORE, THE FOUNDATION HEREBY ASSUMES ALL LIABILITY TO ANY PERSON, OTHER THAN TO THE FOUNDATION, FOR ALL ACTS OR OMISSIONS OF A DIRECTOR WHO IS A VOLUNTEER DIRECTOR (AS DEFINED IN THE ACT) INCURRED IN THE GOOD FAITH PERFORMANCE OF THE DIRECTOR'S DUTIES AS SUCH; PROVIDED, HOWEVER, THAT THE FOUNDATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH THE STATUS OF THE FOUNDATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, OR RESULTS IN THE IMPOSITION OF TAX UNDER SECTION 4958 OF THE CODE.

ARTICLE XI

THE FOUNDATION HEREBY ASSUMES THE LIABILITY FOR ALL ACTS OR OMISSIONS OF A VOLUNTEER DIRECTOR, VOLUNTEER OFFICER, OR OTHER VOLUNTEER IF ALL OF THE FOLLOWING ARE MET:

- 1. THE VOLUNTEER WAS ACTING OR REASONABLY BELIEVED HE OR SHE WAS ACTING WITHIN THE SCOPE OF HIS OR HER AUTHORITY.
- 2. THE VOLUNTEER WAS ACTING IN GOOD FAITH.
- 3. THE VOLUNTEER'S CONDUCT DID NOT AMOUNT TO GROSS NEGLIGENCE OR WILLFUL AND WANTON MISCONDUCT.
- 4. THE VOLUNTEER'S CONDUCT WAS NOT AN INTENTIONAL TORT.
- 5. THE VOLUNTEER'S CONDUCT WAS NOT A TORT ARISING OUT OF THE OWNERSHIP, MAINTENANCE, OR USE OF A MOTOR VEHICLE FOR WHICH TORT LIABILITY MAY BE IMPOSED AS PROVIDED IN SECTION 3135 OF THE INSURANCE CODE OF 1956, ACT NO. 218 OF THE PUBLIC ACTS OF 1956, BEING SECTION 500.3135 OF THE MICHIGAN COMPILED LAWS.

PROVIDED, HOWEVER, THAT THE FOUNDATION SHALL NOT BE CONSIDERED TO HAVE ASSUMED ANY LIABILITY OF A VOLUNTEER TO THE EXTENT SUCH ASSUMPTION IS INCONSISTENT WITH THE STATUS OF THE FOUNDATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, OR RESULTS IN THE IMPOSITION OF TAX UNDER SECTION 4958 OF THE CODE.

ARTICLE XII

IF THE ACT IS AMENDED AFTER FILING THESE ARTICLES TO AUTHORIZE THE FURTHER ELIMINATION OR LIMITATION OF THE LIABILITY OF DIRECTORS OR OFFICERS OF NONPROFIT CORPORATIONS, THEN THE LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS AND OF OFFICERS OF THE FOUNDATION SHALL BE ASSUMED BY THE FOUNDATION OR ELIMINATED OR LIMITED TO THE FULLEST EXTENT PERMITTED BY THE ACT AS SO AMENDED, EXCEPT TO THE EXTENT SUCH LIMITATION, ELIMINATION OR ASSUMPTION OF LIABILITY IS INCONSISTENT WITH THE STATUS OF THE CORPORATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF CODE, OR RESULTS IN THE IMPOSITION OF TAX UNDER SECTION 4958 OF THE CODE. NO AMENDMENT OR REPEAL OF ARTICLE X HEREOF SHALL APPLY TO OR HAVE ANY EFFECT ON THE LIABILITY OR ALLEGED LIABILITY OF ANY MEMBER OF THE BOARD OF DIRECTORS OR OFFICER OF THE FOUNDATION FOR OR WITH RESPECT TO ANY ACTS OR OMISSIONS OF SUCH DIRECTOR OR OFFICER OCCURRING PRIOR TO THE EFFECTIVE DATE OF ANY SUCH AMENDMENT OR REPEAL.

ARTICLE XIII

UPON THE TERMINATION, DISSOLUTION, OR WINDING UP OF THE FOUNDATION IN ACCORDANCE WITH THE ACT, THE BOARD OF DIRECTORS OF THE FOUNDATION SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE FOUNDATION, DISTRIBUTE ALL ASSETS OF THE FOUNDATION TO AN ORGANIZATION IN GOOD STANDING DESIGNATED BY THE BOARD OF DIRECTORS THAT IS ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

ARTICLE XIV

THESE ARTICLES MAY BE AMENDED OR REPEALED, OR NEW ARTICLES MAY BE ADOPTED IN LIEU THEREOF, AS PROVIDED IN THE ACT, PROVIDED THAT SUCH AMENDMENT DOES NOT CAUSE THE FOUNDATION TO RELINQUISH ITS STATUS AS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

Signed this 16th Day of July, 2019 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Scott D. Harvey, Esq.	Attorney In Fact	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

**BYLAWS OF
THE SALLY GUZOWSKI FOUNDATION**

a Michigan Nonprofit Corporation

ARTICLE I

NAME AND ORGANIZATION

1.1 **Name.** The name of this Michigan nonprofit corporation shall be “**Blue Waters Foundation**” (the “**Foundation**”).

1.2 **Organization.** The Foundation is organized on a directorship basis in accordance with the provisions of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982, as amended (the “**Act**”).

1.3 **Registered Office.** The registered office of the Foundation shall be at such place within the State of Michigan as the Foundation may establish.

1.4 **Other Offices.** The Foundation may establish other offices of the Foundation inside or outside the State of Michigan.

ARTICLE II

PURPOSE

The Foundation is organized exclusively as a private charitable foundation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding section of any future federal tax code, for the primary purpose of receiving and administering funds for charitable purposes within the meaning of Section 501(c)(3) of the Code, which shall include, but not necessarily be limited to, the making of grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and conducting all activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code and the regulations promulgated thereunder.

In carrying out its purposes, the Foundation shall have all the powers conferred upon it by the provisions of Act. The Foundation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of the Foundation’s Articles of Incorporation or these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation, contributions to which are deductible under Section 170(c), Section 2055, Section 2106 or Section 2522 of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers. The property, business and affairs of the Foundation shall be managed under the direction of its Board of Directors (the "Board").

3.2 Number and Qualification. The Board shall consist of not less than three (3) natural persons who are at least eighteen (18) years of age (the "Directors").

3.3 Appointment/Election. The initial Directors of the Foundation shall be appointed by the incorporator of the Foundation in accordance with the Act. Thereafter, the Directors shall be elected by a majority of the Board as necessary whenever any vacancy occurs in the Board by reason of death, resignation, removal or an increase in the number of Directors. A resolution of the Foundation confirming the appointment or election of Directors shall be filed with the applicable minutes of the Foundation.

3.4 Term. The Directors shall serve until their death, resignation or removal, unless otherwise provided for in a resolution of the Foundation.

3.5 Removal; Resignation. A Director may be removed with or without cause at any time upon the affirmative vote of a majority of the Directors then in office, not including the Director to be removed, whenever, in the judgment of the Directors, such removal will be in the best interests of the Foundation. A Director may resign at any time upon providing the Foundation with a written notice of resignation, which resignation shall be effective upon receipt by the Foundation or at a subsequent time as set forth in the notice.

3.6 Annual Meeting. An annual meeting of the Board for purposes of electing officers for the following year and to address such other business as may come before the Board shall be held each year at such time and place as the Board may designate.

3.7 Regular Meetings. The Board may, but need not, hold regular meetings of the Board, with or without notice, at such time and place as the Board may designate.

3.8 Special Meetings. Special meetings of the Board may be held at any time or place upon the call of the President, or by the President at the direction of not less than fifty percent (50%) of the other Directors. Oral, electronic or written notice of the time and place of all special meetings of the Board shall be given to each Director not less than two (2) days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all the Directors are present or if those not present submit a signed waiver of notice of the time and place of such meeting, either before or after the holding thereof.

3.9 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.10 Waiver of Notice. The attendance of a Director at a Board meeting shall constitute a waiver of the required notice of the meeting, if any, except where a Director attends

a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may waive required notice of a meeting, if any, in writing or by electronic transmission (e-mail or text).

3.11 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.12 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board.

3.13 Voting. Except as otherwise provided in these Bylaws, actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.14 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, either before or after the action is taken, all of the Directors consent thereto in writing or by electronic transmission (e-mail or text). The consents shall be filed with the minutes of the proceedings of the Board.

3.15 Compensation. The Directors shall not receive any compensation for services performed on behalf of the Foundation, but they may be reimbursed for reasonable expenses incurred in relation to services performed on behalf of the Foundation, provided such services are determined by the Board to be reasonable and necessary to carry out the exempt purposes of the Foundation and further provided that such reimbursement is determined by the Board to not be excessive.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Foundation shall be the President, Vice-President, Secretary, and Treasurer.

4.2 Election. All officers shall be elected by a majority vote of the Board at the annual meeting of the Board. The same person may hold any two offices, but an officer shall not execute, acknowledge or verify any instrument in more than one capacity if required by law to be executed, acknowledged or verified by two or more officers.

4.3 Terms of Office. The term of office of all officers shall commence at the beginning of the Fiscal Year and shall continue until the end of the Fiscal Year, and thereafter until their respective successors are elected or until their resignation or removal. An officer may resign by written notice to the Foundation. The resignation shall be effective upon its receipt by the Foundation or at a subsequent time specified in the notice of resignation. The Directors shall have the power to fill any vacancy in any office occurring for whatever reason.

4.4 Removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever, in the judgment of the Directors, such removal will be in the best interests of the Foundation.

4.5 Additional Officers. The Board may elect or appoint from time to time such additional officers as, in its opinion, are desirable for the conduct of the business of the Foundation. Such officers shall have duties as specified by the Board.

4.6 Vacancies. If any office becomes vacant for any reason, the Board shall fill such vacancy.

4.7 President. The President shall supervise the operations of the Foundation; shall preside at all meetings of the Directors; shall have general management and control of the business and affairs of the Foundation subject to the control of the Board; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be a Director of the Foundation.

4.8 Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board shall prescribe. The Vice-President shall be a Director of the Foundation.

4.9 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall cause to be reported all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall further cause to be performed like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the Board. The Secretary shall be a Director of the Foundation.

4.10 Treasurer. The Treasurer shall oversee the care and custody of the funds of the Foundation, and other valuable effects, including inventory. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements in books belonging to the Foundation are kept. The Treasurer shall render to the President and Board at the Annual Meeting of the Board, or whenever it may request, an account of all financial transactions of the Foundation and of the financial condition of the Foundation. Any and all funds received by the Foundation shall immediately be deposited in the name and to the credit of the Foundation in such accounts as may be designated by the Board. The Treasurer shall perform such other duties as may be prescribed by the Board, or the President under whose supervision the Treasurer shall act. The Treasurer shall be a Director of the Foundation.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate a committee, or committees, of the Board, as it shall deem

appropriate. Provided, however, that any such committee shall not have the power or authority to:

- 5.1.1 Amend the Articles of Incorporation of the Foundation;
- 5.1.2 Adopt an agreement of merger or consolidation;
- 5.1.3 Amend the Bylaws of the Foundation or any resolution of the Board;
- 5.1.4 Fill vacancies on the Board; or
- 5.1.5 Fix compensation of the Directors for serving on the Board or on any committee thereof.

5.2 Procedure. All committees, and each member thereof, shall serve at the pleasure of the Board. The Board shall have the power at any time to increase or decrease the number of Members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. Except as otherwise provided herein, the Board shall designate the Chairman of each committee. All such committees shall keep minutes of all meetings, which shall be submitted to the succeeding meeting of the Board for approval. regular or special meetings of any such committee may be held in like manner as provided in these Bylaws for regular or special meetings of the Board, and a majority of any such committee shall constitute a quorum at any such meeting.

5.3 Committee Action Without a Meeting. If and when the members of the Executive Committee or any other committee shall severally or collectively consent in writing or by electronic transmission (e-mail) to any action authorized to be taken by such committee, either before or after the action is taken, such action shall be as valid committee action as though it had been authorized at a meeting of the committee and the consents shall be filed with the minutes of the proceedings of such committee.

ARTICLE VI

INDEMNIFICATION

6.1 Indemnification. The Foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Foundation (and, to the extent provided in a resolution of the Board or by contract, may indemnify any Director or non-director volunteer, officer, employee or agent of the Foundation) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, non-director volunteer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, non-director volunteer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees (which expenses may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such

person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the Foundation and, to the extent provided in a resolution of the Board or in any contract between the Foundation and such person, may continue as to the person who has ceased to be a non-director volunteer, employee or agent of the Foundation. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, non-director volunteer, employee or agent of the Foundation shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

6.2 Determination. The determination as to whether a Director, officer, employee, non-director volunteer or agent is entitled to indemnification as provided for in Section 6.1 above shall be made in any of the following ways:

6.2.1 By the board, by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding;

6.2.2 If the quorum described in Section 6.2.1 above is not obtainable, by majority vote of a committee designated by the Board, in which Board action Directors who are parties may participate, consisting solely of two (2) or more Directors not parties to the action or proceeding; or

6.2.3 If the approval of a committee of the Board as described in Section 6.2.2 above is not obtainable, by independent legal counsel in a written opinion.

ARTICLE VII

FISCAL AND ADMINISTRATIVE PROVISIONS

7.1 Fiscal Year. The fiscal year of the Foundation shall end on December 31 of each year, unless otherwise authorized by the Board.

7.2 Financial Records. The Foundation's financial records shall be examined annually by a certified public accountant excepting those accounts which have been publicly audited. All audit reports shall be submitted to the Board for approval.

7.3 Contracts. The Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

7.4 Loans. No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.5 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

7.6 Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VIII

CONFLICT OF INTEREST POLICY

The Foundation shall at all times maintain a written Conflict of Interest Policy. The current Conflict of Interest Policy of the Foundation is set forth on **Exhibit A** attached hereto.

ARTICLE IX

DISSOLUTION

Upon the termination, dissolution, or winding up of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all assets of the Foundation to an organization in good standing designated by the Board that is organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

ARTICLE X

NOTICES

Any notice or communication required or permitted to be given, except as required by law, may be mailed by registered, certified or other first class mail to the person to whom it is directed at the address designated by the person for that purpose or, if none is designated, at the last known address of the person, or may be sent by electronic transmission (e-mail or text) to that person's e-mail address or cell phone number on file with the Foundation. Any notice or communication given to the Foundation shall be directed to the resident agent of the Foundation at the registered office of the Foundation. The notice or communication shall be deemed to have been given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service.

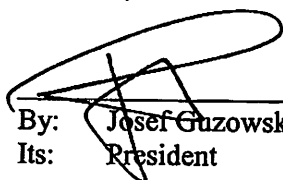
ARTICLE XI

AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws may be adopted in lieu thereof upon the affirmative vote of a majority of the Directors then in office; provided, however, that in any event, such amendment shall not alter the tax-exempt purpose of the Foundation or otherwise cause the Foundation to relinquish its status as an exempt organization under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

I hereby certify that these Bylaws were duly approved and adopted by the Foundation's Board of Directors on the 30 day of July, 2019.

The Sally Guzowski Foundation


By: Josef Guzowski
Its: President

The Sally Guzowski Foundation
EIN #: 84-2565213
Form 1023 – Application for Recognition of Exemption Under Section 501(c)(3) of the
Internal Revenue Code
Supplemental Schedule

Part IV – Narrative Description of Your Activities

See the Foundation's response, attached.

Part V – Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees and Independent Contractors

2a. Richard Guzowski is the father of Josef, Matthew and Andrew Guzowski.

Part VI – Your Members and Other Individuals and Organizations That Receive Benefits From You

1b. See the Foundation's response to Part IV, attached.

Part VIII – Your Specific Activities

13b. See the Foundation's response to Part IV, attached.

13d. The Foundation does not anticipate that there will be any "relationship" with any organization that receives grants from the Foundation.

13e. See the Foundation's response to Part IV, attached.

13f(i) and (ii).

While the Foundation has not yet developed an application form, the Foundation will require an application form or grant proposal for grants. This grant proposal or application form will specify the responsibilities of the Foundation and the grantee, among other items, and will ensure that the selection process is in accordance with applicable laws and regulations.

13g. See the Foundation's response to Part IV, attached.

Part IX – Financial Data

A.15. Distributions to other 501(c)(3) organizations consistent with the Foundation's purposes.

B.7. Exchange-traded funds (ETFs) and other marketable securities.

The Sally Guzowski Foundation
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B.15. Professional fees.

Part X – Public Charity Status

1b. See Page 2, Article IX of the Foundation's Articles of Incorporation, attached.

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Form 1023 – Application for Recognition of Exemption Under Section 501(c)(3) of the
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Part IV – Narrative Description of Your Activities

The Sally Guzowski Foundation (the “Foundation”) is organized as a Michigan nonprofit corporation under the provisions of the Michigan Nonprofit Corporation Act, as amended (the “Act”) exclusively as a private foundation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and the regulations promulgated thereunder, for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Code, including, but not necessarily limited to, the making of grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

In carrying out its purposes, the Foundation shall have all the powers conferred upon it by the provisions of the Act. The Foundation, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. The Foundation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code as a private foundation; (b) a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) or Section 2522(a)(2) of the Code; or (c) a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of the Act.

Specifically, the Foundation will provide support and distributions to other 501(c)(3) organizations that are focused on cancer research, prevention, treatment and assistance to individuals and families afflicted by this terrible disease to help such organizations carry out their charitable missions in these areas within the meaning of Section 501(c)(3) of the Code.

Giving by the Foundation will be limited to Section 501(c)(3) organizations that demonstrate a responsible use of funds and are having a measurable impact upon the research, prevention and treatment of cancer and/or that provide assistance to individuals and families afflicted with cancer. These organizations will be selected by the Foundation based upon an application that is developed by the Foundation, which, among other things, will require verification of the organization’s 501(c)(3) status and will specify the Foundation’s responsibilities and those of the grantee organization with respect to the grant in accordance with applicable law.

The Foundation will ensure that any grants it provides to any organization to support its charitable activities are specifically restricted to support and further only charitable purposes. To fulfill this obligation, the Foundation will maintain records and case histories with respect to all grants and distributions made to each organization, including the amount and purpose of each grant. Such records and case histories will include, but not necessarily be limited to, the following:

- (1) The name and address of the recipient;

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Internal Revenue Code
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- (2) The amount distributed to each recipient;
- (3) The purpose for which the distribution was given; and
- (4) The manner in which the recipient was selected.

Furthermore, the Foundation will oversee the use and expenditure of these funds by each organization to ensure that they are expended for a proper, charitable purpose and will require periodic reports from each organization regarding the use and expenditure of these funds.