

**Internal Revenue Service**

**Department of the Treasury**

Entered in PCC

P. O. Box 2508  
Cincinnati, OH 45201

**Date:** November 29, 2001

**Greater Milwaukee Foundation, Inc.**

1020 N. Broadway 112  
Milwaukee, WI 53202

**Person to Contact:**

Viola Wahoff 31-07420

Customer Service Representative

**Toll Free Telephone Number:**

8:00 a.m. to 9:30 p.m. EST

877-829-5500

**Fax Number:**

513-263-3756

**Federal Identification Number:**

39-6036407

Dear Sir or Madam:

This is in response to your request for a letter affirming your organization's exempt status.

In October 1942 we issued a determination letter that recognized your organization as exempt from federal income tax under section 101(6) of the Internal Revenue Code of 1939 (now section 501(c)(3) of the Internal Revenue Code of 1986). That determination letter is still in effect.

We classified your organization as a publicly supported organization, and not a private foundation, because it is described in sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code. This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's purposes, character, method of operations, or sources of support have changed, please let us know so we can consider the effect of the change on the organization's exempt status and foundation status.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

As of January 1, 1984, your organization is liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more the organization pays to each of its employees during a calendar year. There is no liability for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Greater Milwaukee Foundation, Inc.  
39-6036407

Donors may deduct contributions to your organization as provided in section 170 of the Code.

Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

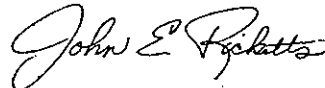
Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. If your organization had a copy of its application for recognition of exemption on July 15, 1987, it is also required to make available for public inspection a copy of the exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the permanent records of the organization.

If you have questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



John E. Ricketts, Director, TE/GE  
Customer Account Services

000000 000 000000

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
MILWAUKEE FOUNDATION CORPORATION

Entered in PCO

(Name changed herein to Greater Milwaukee Foundation, Inc., effective as of January 1, 2001)

These Articles of Amendment are executed by the undersigned pursuant to Section 181.1005 of the Wisconsin Statutes for the purpose of amending the Articles of Incorporation of Milwaukee Foundation Corporation to change its name to Greater Milwaukee Foundation, Inc. effective as of 12:01 a.m. Milwaukee time on January 1, 2001:

1. The name of the corporation is Milwaukee Foundation Corporation.
2. The corporation has no members with voting rights. The following resolution to amend the Articles of Incorporation of the corporation was adopted by the unanimous vote of the Board of Directors of the corporation at a meeting held on October 16, 2000 in accordance with Section 181.1002 of the Wisconsin Statutes:

BE IT RESOLVED, that the Articles of Incorporation of Milwaukee Foundation Corporation, shall be, and they hereby are, amended by inserting the following new Article I:

ARTICLE I

Name

The name of the corporation is: Greater Milwaukee Foundation, Inc.

3. Pursuant to Section 181.0123(2) of the Wisconsin Statutes, this document and the amendment changing the Corporation's name as specified herein shall become effective as of 12:01 a.m. Milwaukee time on January 1, 2001.

Executed in duplicate this 21st day of October, 2000.

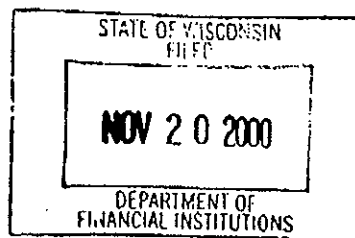
MILWAUKEE FOUNDATION CORPORATION

(The corporation has no seal)

By: Douglas M. Jansson President  
Douglas M. Jansson, President

This instrument was drafted by:  
Andrew R. Lauritzen  
Godfrey & Kahn, S.C.  
780 North Water Street  
Milwaukee, WI 53202-3590

MW460940\_1.DOC

**RECEIVED**

NOV 14 2000

**WISCONSIN  
DFI**

Internal Revenue Service

Department of the Treasury

Entered in PCG

Washington, DC 20224

Milwaukee Foundation Corporation  
1020 N. Broadway  
Milwaukee, WI 53202

Person to Contact:

Robert Kolbe or Nelson Odoms

Telephone Number:

(202) 566-3951

Refer Reply to:

E:EO:R:1-1

Date:

SEP 7 1989

Employer Identification Number: 39-6036407  
Key District: Chicago  
Accounting Period Ending: December  
Foundation Status Classification: 509(a)(1) & 170(b)(1)(A)(vi)

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined that you are not a private foundation within the meaning of Code section 509(a), because you are an organization described in the sections of the Code shown above.

These rulings are based on our determination that you are a "component part" of Milwaukee Foundation, under section 1.170A-9(e)(11) of the Income Tax Regulations, as more particularly described in a separate ruling letter issued concurrently with this letter.

If your sources of support, or your purposes, character, or methods of operation change, please let your key district know so that office can consider the effect of the change on your exempt status and foundation status. Also, you should inform your key District Director of all changes in your name or address.

Unless specifically excepted, beginning January 1, 1984, you must pay taxes under the Federal Insurance Contributions Act (social security taxes) for each employee who is paid \$100 or more in a calendar year. You are not required to pay tax under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other federal excise taxes. If you have questions about excise, employment, or other federal taxes, contact your key District Director.

RECEIVED

Milwaukee Foundation Corporation

Donors may deduct contributions to you as provided in Code section 170. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522.

If your organization conducts fund-raising events such as benefit dinners, auctions, membership drives, etc., where something of value is received in return for contributions, you can help your contributors avoid difficulties with their income tax returns by assisting them in determining the proper tax treatment of their contributions. To do this you should, in advance of the event, determine the fair market value of the benefit received and state it in your fund-raising materials such as solicitations, tickets, and receipts in such a way that your contributors can determine how much is deductible and how much is not. To assist you in this, the Service has issued Publication 1391, Deductibility of Payments Made to Organizations Conducting Fund-Raising Events. You may obtain copies of Publication 1391 from your key district office.

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If your gross receipts each year are not normally more than \$25,000, we ask that you establish that you are not required to file Form 990 by completing Part I of that Form for your first year. Thereafter, you will not be required to file a return until your gross receipts normally exceed the \$25,000 minimum. For guidance in determining if your gross receipts are "normally" not more than the \$25,000 limit, see the instructions for the Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. The maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

In accordance with section 1.170A-9(e)(11)(i) of the Income Tax Regulations, you may satisfy the requirement that you file Form 990 by including required information in the return filed by Milwaukee Foundation.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$10 per day for each day there is a failure to comply (up to a maximum of \$5,000 in the case of an annual return). See Internal Revenue Service Notice 88-120, 1988-2 C.B. 454, for additional information.

Milwaukee Foundation Corporation

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under Code section 511. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513.

Please show your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

We are informing your key District Director of this ruling. Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions about this ruling, please contact the person whose name and telephone number are shown in the heading of this letter. For other matters, including questions concerning reporting requirements, please contact your key District Director.

Sincerely yours,

*Conrad Rosenberg*

Conrad Rosenberg  
Chief, Exempt Organizations  
Rulings Branch 1

## Internal Revenue Service

Department of the Treasury

EIN: 39-6036407

Washington, DC 20224

Milwaukee Foundation  
161 West Wisconsin Avenue  
Suite 5146  
Milwaukee, Wisconsin 53203

Person to Contact: Phone Contact: Floyd Culhane  
Telephone Number: 202-566-4002

Refer Reply to:  
E:EO:T:R:1-1

Date:

DEC 30 1977

Gentlemen:

By letter dated November 23, 1977, you requested a ruling that certain amendments recently made to your Declaration of Trust and certain resolutions adopted by your governing board will have no adverse effect on your tax exempt status and will comply with the provisions of sections 1.170A-9(e)(11)(v)(B)(1), (2) and (3), and 1.170A-9(e)(11)(v)(E) and (F), of the Income Tax Regulations.

You are recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. By letter dated March 31, 1977, you were ruled to be an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Section 1.170A-9(e)(11)(v)(B)(1) of the regulations requires that the governing body of a community trust must have power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organization in the sole judgment of the governing body, without the necessity of approval by any participating trustee, custodian or agent.

Section 1.170A-9(e)(11)(v)(B)(2) of the regulations requires that the governing body of a community trust must have power to replace any participating trustee, custodian or agent for breach of fiduciary duty under state law. Section 1.170A-9(e)(11)(v)(B)(3) provides that the governing body must have the power to replace any participating trustee for failure to produce a reasonable rate of return.

Sections 1.170A-9(e)(11)(v)(E) and (F) of the regulations require that the governing body of each community trust commit

JAN 11 1978

Milwaukee Foundation

itself "by resolution or otherwise" to exercise certain specified powers.

Rev. Rul. 77-333, 1977-38 I.R.B. 6, provides examples of provisions in the governing instruments of community trusts that meet the requirements of section 1.170A-9(e)(11)(v)(B) of the regulations.

Rev. Rul. 77-334, 1977-38 I.R.B. 7, provides examples of resolutions adopted by community trusts that satisfy the requirements of section 1.170A-9(e)(11)(v)(E) and (F) of the regulations.

Paragraph D of Article III of your Declaration of Trust, as amended, provides for the powers required under section 1.170A-9(e)(11)(v)(B)(1) of the regulations. This paragraph states that the requisite power can be exercised by your governing board in its "sole judgment" and that no approval of any trustee, custodian or agent is required. The language of paragraph D is identical to the language approved for governing instruments of community trusts in Rev. Rul. 77-333.

Paragraphs F, G, H and I, added to Article VI of your Declaration of Trust by amendment, provide that the removal power of your governing board extends to the matters referred to in section 1.170A-9(e)(11)(v)(B)(2) and (3) of the regulations. These new paragraphs are identical to the language approved for governing instruments of community trusts in Rev. Rul. 77-333.

The resolutions set forth the commitment required by sections 170A-9(e)(11)(v)(E) and (F) of the regulations. The language set forth in the resolutions is identical to that approved in Rev. Rul. 77-334.

In addition to the amendments and resolutions referred to above, you also adopted certain other amendments to your Declaration designed to facilitate compliance with the community trust regulations. The purpose of the additional amendments may be summarized as follows:



Milwaukee Foundation

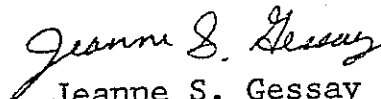
- (i) Amendments were made to paragraph C of Article III and the subsections thereof in order to assure compliance with section 1.507-2(a)(8)(iii)(B), 1.507-2(a)(8)(iv)(A)(1) and 1.507-2(a)(8)(iv)(G) of the regulations, relating to permissible donor directions for component funds of community trusts.
- (ii) Paragraphs A and B of Article V of the Declaration of Trust were amended to eliminate the references to trustee approval and to add language prohibiting variance of donor's directions. These changes were made to comply with the intent of section 1.170A-9(e)(11)(v)(A) of the regulation that the governing body of community trusts alone must direct or monitor the distribution of funds.

Based upon the information submitted, we rule that:

- (i) The amendments to your Declaration of Trust described above will not adversely affect your tax exempt status under section 501(c)(3) of the Code or your status as an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi), and
- (ii) The amendments and resolutions described above comply with section 1.170A-9(e)(11)(v)(B), (E), and (F) of the regulations.

We are informing your key District Director of this action.

Sincerely yours,



Jeanne S. Gessay  
Chief, Rulings Section  
Exempt Organizations Technical  
Branch

Internal Revenue Service

Department of the Treasury

Washington, DC 20224

► Milwaukee Foundation  
161 West Wisconsin Avenue  
Suite 146  
Milwaukee, Wisconsin 53203

Person to Contact: H. Friedlander  
Phone Contact: 202-364-4002  
Telephone Number: 202-364-4002

Refer Reply to: E:EO:T:R:l-1

Date: **MAR 31 1977**

EIN: 39-6036407

DO: 41

• Gentlemen:

We have considered your request for a ruling classifying you as an organization described in section 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1954.

The information you have submitted indicates that you have: (1) received more than 10 percent of your total support from the general public within the meaning of section 1.170A-9(e)(3)(i) of the Income Tax Regulations; (2) maintained a continuous and bona fide program for the solicitation of funds from the general public and community; (3) had a governing body which has been representative of the broad interests of the public; (4) produced a reasonable rate of return on your assets; and (5) made annual distributions which have exceeded your annual net income. You state that neither you nor any of your component parts holds more than 10 percent of the voting stock of any corporation. You also state that none of the funds which you are treating as component parts are subject to any restrictions limiting your ability to apply those funds as you see fit, other than restrictions limiting the use of such funds for a specific purpose or for a specific beneficiary.

Based upon the facts presented to us we have determined that you are and have been for all taxable years since 1969, an organization described in section 509(a)(1) and 170(b)(1)(A)(vi) of the Code.

APR 6 1977

Milwaukee Foundation

When filing your annual returns you must treat all of the funds which are held by you, either directly or in component parts, as funds of your organization.

This ruling is based on the understanding that your governing body will have the powers described in paragraphs B through F of section 1.170A-9(e)(11)(v) of the regulations by the applicable date specified in section 1.170A-9(e)(11)(v)(F)(vii).

We are informing your key District Director, St. Paul, Minnesota, of this action.

Sincerely yours,

*Jeanne S. Gessay*  
Jeanne S. Gessay  
Chief, Rulings Section 1  
Exempt Organizations Technical  
Branch

APR 6 1977

RECEIVED



# TREASURY DEPARTMENT

WASHINGTON

OFFICE OF  
COMMISSIONER OF INTERNAL REVENUE

ADDRESS REPLY TO  
COMMISSIONER OF INTERNAL REVENUE  
AND REFER TO

IT:P:T:1

B-ARB

The Milwaukee Foundation,  
c/o First Wisconsin Trust Company,  
735 North Water Street,  
Milwaukee, Wisconsin.

G.E.L.	RECEIVED	C.K.
H.W.G.	First Wisconsin Trust Co.	L.W.D.
C.M.M.	OCT 15 1942	H.E.C.
W.I.B.	ANSWERED BY	M.C.
P.P.N.		W.H.D.
O.O.B.		R.M.M.
W.C.O.		G.H.C.
A.H.B.		

OCT 13 1942

Sirs:

It is the opinion of this office, based upon the evidence presented, that you are exempt from Federal income tax under the provisions of section 101(6) of the Internal Revenue Code and corresponding provisions of prior revenue acts, as it is shown that you are organized and operated exclusively for charitable purposes.

Accordingly, you will not be required to file returns of income unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to the collector of internal revenue for your district in order that their effect upon your exempt status may be determined.

Since any organization which is exempt from Federal income tax under the provisions of section 101 of the Internal Revenue Code also is exempt from the capital stock tax pursuant to the express provisions of section 1201(a)(1) of the Internal Revenue Code, you will not be required to file capital stock tax returns for future years so long as the exemption from income tax is effective.

Furthermore, under substantially identical authority contained in sections 1426 and 1607 of the Code and/or corresponding provisions of the Social Security Act, the employment taxes imposed by such statutes are not applicable to remuneration for services performed in your employ so long as you meet the conditions prescribed above for retention of an exempt status for income tax purposes.

You will be required, however, to file annually, beginning with your current accounting period, an information return on Form 990 with the collector of internal revenue for your district so long as this exemption remains in effect. This form may be obtained from the collector and is required to be filed on or before the first day of the third month following the close of your annual accounting period.

- 2 -

**The Milwaukee Foundation.**

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by section 23(o) and (q) of the Internal Revenue Code and corresponding provisions of prior revenue acts.

Bequests, legacies, devises or transfers, to or for your use are deductible in arriving at the value of the net estate of a decedent for estate tax purposes in the manner and to the extent provided by sections 812(d) and 861(a)(3) of the Code and/or corresponding provisions of prior revenue acts. Gifts of property to you are deductible in computing net gifts for gift tax purposes in the manner and to the extent provided in section 1004(a)(2)(B) and 1004(b)(2) and (3) of the Code and/or corresponding provisions of prior revenue acts.

The collector of internal revenue for your district is being advised of this action.

By direction of the Commissioner.

Respectfully,

  
Deputy Commissioner.