



AXLEY BRYNELSON, LLP

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July 16, 2010

*Via Federal Express*

Internal Revenue Service  
P.O. Box 12192  
Covington, KY 41012-0192

RE: Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) –  
Midwest Foundation for Media Research, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. Form 8718 User Fee for Exemption Organization Determination Letter Request;
2. User Fee check payable to United States Treasury in the amount of \$850.00; and
3. Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) for Midwest Foundation for Media Research, Inc. and attachments.

Thank you.

Sincerely,

AXLEY BRYNELSON, LLP

Jonathan L. Schuster  
JLS:jlb

Enclosures

cc: Brian R. Taffora, President (via email)

**User Fee for Exempt Organization  
Determination Letter Request**

▶ **Attach this form to determination letter application.  
(Form 8718 is NOT a determination letter application.)**

For  
IRS  
Use  
Only

OMB No. 1545-1798

Control number \_\_\_\_\_

Amount paid \_\_\_\_\_

User fee screener \_\_\_\_\_

1 Name of organization

Midwest Foundation for Media Research, Inc.

2 Employer Identification Number

27

2353721

**Caution.** Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

**3 Type of request**

**Fee**

a ☐ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$400

**Note.** If you checked box 3a, you must complete the *Certification* below.

**Certification**

I certify that the annual gross receipts of \_\_\_\_\_

name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

b ☒ Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . ▶ \$850

c ☐ Group exemption letters

▶ \$3,000

**Instructions**

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2009-8; 2009-1 I.R.B. 229, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

**Where To File**

Send the determination letter application and Form 8718 to:

Internal Revenue Service  
P.O. Box 12192  
Covington, KY 41012-0192

**Who Should File**

Organizations applying for federal income tax exemption, other than Form 1023 filers. Organizations submitting Form 1023 should refer to the instructions in that application package.

**Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.



# Form 1023 Checklist

(Revised June 2006)

## 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) Article III Section 3.1
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Article V
- ☒ 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  
P.O. Box 192  
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  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011



Printed on recycled paper

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

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](http://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**

<b>1</b> Full name of organization (exactly as it appears in your <b>organizing document</b> )		<b>2</b> c/o Name (if applicable)
Midwest Foundation for Media Research, Inc.		
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)
14 West Mifflin Street	314	27-2353721
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)
Madison, Wisconsin 53703		12
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: 608.252.9245
<b>a</b> Name: Brian R. Taffora, President		<b>c</b> Fax: (optional)
<b>7</b> 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. <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>8</b> 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. <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>		
<b>9a</b> Organization's website: <a href="http://www.midwestfoundationformediaresearch.org">www.midwestfoundationformediaresearch.org</a>		
<b>b</b> Organization's email: (optional) <a href="mailto:staff@midwestpolling.org">staff@midwestpolling.org</a>		
<b>10</b> 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. <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 04 / 06 / 2010		
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," state the country.		

**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): **Article III Section 3.1** ☒
- 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. ☒
- 2b** 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. **Article V**
- 2c** 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: **N/A** ☐

**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)
<b>Brian Taffora</b>	<b>President</b>	<b>14 West Mifflin Street, Suite 314 Madison, WI 53703</b>	<b>None</b>
<b>William Johnson, Jr.</b>	<b>Vice President</b>	<b>14 West Mifflin Street, Suite 314 Madison, WI 53703</b>	<b>None</b>
<b>Phillip Prange</b>	<b>Secretary &amp; Treasurer</b>	<b>14 West Mifflin Street, Suite 314 Madison, WI 53703</b>	<b>None</b>

**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)
<b>Not applicable.</b>			

- 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)
<b>Kenneth M. Goldstein</b>	<b>Polling Analyst</b>	<b>14 West Mifflin Street, Suite 314 Madison, WI 53703</b>	<b>Est.\$60,000</b>

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? ☒ **Yes** ☐ **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. ☒ **Yes** ☐ **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ **Yes** ☐ **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. ☒ **Yes** ☐ **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. ☐ **Yes** ☒ **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. ☐ **Yes** ☒ **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. ☐ **Yes** ☒ **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. ☐ **Yes** ☒ **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. ☒ **Yes** ☐ **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. ☒ **Yes** ☐ **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.)

- 1a 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 non-profit 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
- 2a 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
- 3a 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 checked="" 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**

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**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 child care 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 child care, 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**

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**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)**

- |           |  |                              |  |
|-----------|--|------------------------------|--|
| <b>15</b> | Do you have a <b>close connection</b> with any organizations? If "Yes," explain.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>16</b> | Are you applying for exemption as a <b>cooperative hospital service organization</b> under section 501(e)? If "Yes," explain.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>17</b> | Are you applying for exemption as a <b>cooperative service organization of operating educational organizations</b> under section 501(f)? If "Yes," explain.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>18</b> | Are you applying for exemption as a <b>charitable risk pool</b> under section 501(n)? If "Yes," explain.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>19</b> | Do you or will you operate a <b>school</b> ? 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 |
| <b>20</b> | Is your main function to provide <b>hospital or medical care</b> ? If "Yes," complete Schedule C.  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>21</b> | Do you or will you provide <b>low-income housing</b> or housing for the <b>elderly or handicapped</b> ? If "Yes," complete Schedule F.   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>22</b> | 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. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements 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 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (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			
		(a) From <u>4/10</u> To <u>12/10</u>	(b) From <u>1/11</u> To <u>12/11</u>	(c) From <u>1/12</u> To <u>12/12</u>	(d) From <u>1/13</u> To <u>12/13</u>	(e) Provide Total for (a) through (d)
Revenues	<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	0	150,000	200,000	250,000	600,000
	<b>2</b> Membership fees received					
	<b>3</b> Gross investment income					
	<b>4</b> Net unrelated business income					
	<b>5</b> Taxes levied for your benefit					
	<b>6</b> 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)					
	<b>7</b> Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)					
	<b>8</b> Total of lines 1 through 7	0	150,000	200,000	250,000	600,000
	<b>9</b> 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)					
	<b>10</b> Total of lines 8 and 9	0	150,000	200,000	250,000	600,000
Expenses	<b>11</b> Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	<b>12</b> Unusual grants	150,000				150,000
	<b>13</b> Total Revenue Add lines 10 through 12	150,000	150,000	200,000	250,000	750,000
	<b>14</b> Fundraising expenses					
	<b>15</b> Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	<b>16</b> Disbursements to or for the benefit of members (attach an itemized list)					
	<b>17</b> Compensation of officers, directors, and trustees					
	<b>18</b> Other salaries and wages	60,000	75,000	85,000	90,000	
	<b>19</b> Interest expense					
	<b>20</b> Occupancy (rent, utilities, etc.)	10,000	12,500	15,000	17,500	
	<b>21</b> Depreciation and depletion					
	<b>22</b> Professional fees	10,000	25,000	25,000	25,000	
	<b>23</b> Any expense not otherwise classified, such as program services (attach itemized list)					
	<b>24</b> Total Expenses Add lines 14 through 23	80,000	112,500	125,000	132,500	

**Part IX Financial Data (Continued)****B. Balance Sheet (for your most recently completed tax year)**

Year End:

(Whole dollars)

Assets			
1	Cash	1	0
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	
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	0
Liabilities			
12	Accounts payable	12	0
13	Contributions, gifts, grants, etc. payable	13	
14	Mortgages and notes payable (attach an itemized list)	14	
15	Other liabilities (attach an itemized list)	15	
16	Total Liabilities (add lines 12 through 15)	16	
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	0
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ☐ Yes ☒ No  
If you are unsure, see the instructions.

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, g, or h 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)(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. ☒
- h** 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). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

**6** If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

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

(Type or print name of signer)

(Date)

(Type or print title or authority of signer)

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. **12,000**

(b) 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," check this box. ☐

(ii) (a) 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 of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are 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," check this box. ☐

- 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**

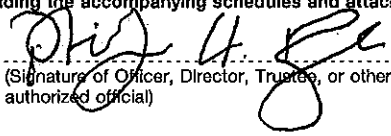
**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. 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](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No  
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

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)

Phillip Prange  
(Type or print name of signer)

7-16-2010  
(Date)

Secretary + Treasurer  
(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

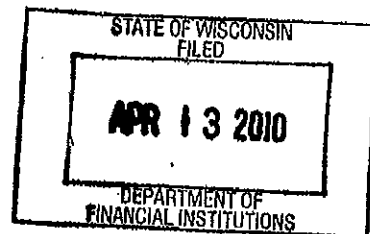
Form **1023** (Rev. 6-2006)



STATE OF WISCONSIN  
DEPARTMENT OF  
FINANCIAL INSTITUTIONS

10 APR -6 PM 2:50

**ARTICLES OF INCORPORATION  
OF  
BUSINESS COUNCIL FOUNDATION, INC.**



Executed by the undersigned incorporator for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

**ARTICLE I  
ORGANIZATIONAL MATTERS**

**Section 1.1 Name.** The name of the Corporation shall be Business Council Foundation, Inc. (the "*Corporation*").

**Section 1.2 Period of Existence.** The period of existence of said Corporation shall be perpetual.

**Section 1.3 Principal Office.** The principal office of the Corporation shall be initially located at 14 West Mifflin Street, #314, Madison, Wisconsin 53703.

**ARTICLE II  
REGISTERED AGENT**

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

Jonathan L. Schuster  
2 East Mifflin Street, Suite 200  
Madison, WI 53703

**ARTICLE III  
PURPOSE AND OBJECTIVES**

**Section 3.1 Exempt Purposes.** The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to state or local units of government or agencies thereof for public purposes.

**Section 3.2 Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its managers, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these

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articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2) and 2055 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### **ARTICLE IV POWERS**

The Corporation shall have all powers and authority conferred from time to time upon non-stock, non-profit corporations pursuant to the provisions of Chapter 181 of the Wisconsin Statutes, as amended; *provided however*, all such powers shall be exercised consistent with the provisions of *Article III*.

#### **ARTICLE V DISSOLUTION**

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of *Section 3.1* hereof, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to state or local units of government or agencies thereof exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI MEMBERS**

The Corporation shall have no Members.

#### **ARTICLE VII OFFICERS AND DIRECTORS**

**Section 7.1 Officers.** The officers of the Corporation shall be determined and appointed or elected in accordance with the Bylaws of the Corporation.

**Section 7.2 Directors.** The numbers of directors of the Corporation and the manner of appointment or election shall be in accordance with the Bylaws of the Corporation.

**ARTICLE VIII  
AMENDMENTS**

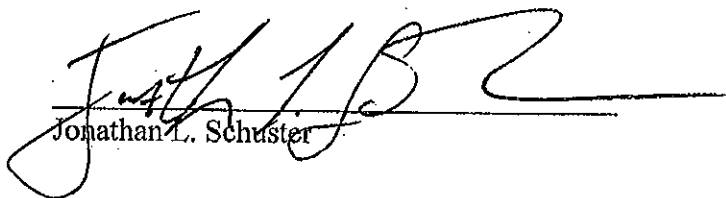
These Articles may be amended by action of the Board of Directors in the manner authorized by law at the time of amendment.

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

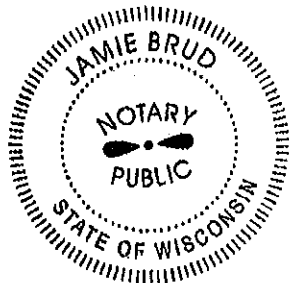
Jonathan L. Schuster  
2 East Mifflin Street, Suite 200  
Post Office Box 1767  
Madison, WI 53701-1767


Executed the 5th day of April, 2010.

  
Jonathan L. Schuster

STATE OF WISCONSIN    )  
                                  ) ss.  
COUNTY OF DANE        )

Personally came before me this 5<sup>th</sup> day of April, 2010, the above-named **Jonathan L. Schuster**, to me known to be the person who executed the foregoing instrument and acknowledged the same.



  
Notary Public, State of Wisconsin  
My Commission: Expires 12/18/2011

**This document was drafted by and  
should be returned to:**

Attorney Jonathan L. Schuster  
Post Office Box 1767  
2 East Mifflin Street  
Madison, WI 53701-1767

10 JUL 12 PM 2:03

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services



## ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:  
Business Council Foundation, Inc.

(Enter Corporate Name)

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I, Section 1.1 Name. The name of the Corporation shall be Midwest Foundation for Media Research, Inc. (the "Corporation").

B. Amendment(s) adopted on July 9, 2010

(Indicate the method of adoption by checking (X) the appropriate choice below.)

☒ In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

☐ In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

☐ In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3<sup>rd</sup> Person (Contingency Statement)

☐ Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on July 9, 2010  
(Date)

Title: ☒ President ☐ Secretary  
or other officer title \_\_\_\_\_

Brian Taffora

(Printed name)

This document was drafted by Jonathan L. Schuster

(Name the individual who drafted the document)

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Attorney Jonathan L. Schuster

P.O. Box 1767

2 East Mifflin Street

Madison, Wisconsin 53701-1767

▲ Your return address and phone number during the day: ( 608 ) 283 - 6769

**INSTRUCTIONS** (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE** of \$25.00, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3<sup>rd</sup> Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

- A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: . . . . . (set forth the amended article).
- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3<sup>rd</sup> of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

- C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.
- D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

**BYLAWS  
OF  
MIDWEST FOUNDATION FOR MEDIA RESEARCH, INC.  
(F/K/A BUSINESS COUNCIL FOUNDATION, INC.)**

**ARTICLE I  
NAME AND PURPOSE**

The name of the Corporation is Midwest Foundation for Media Research, Inc. (the "*Corporation*"), and the purposes for which this Corporation is formed shall be as provided in its Articles of Incorporation. The Corporation shall engage only in those activities permitted by Section 501(c)(3) which avoid tax liability under Sections 4941-4945 of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE II  
MEMBERS**

The Corporation shall have no members.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.1 Powers And Responsibility.** The powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property and affairs of the Corporation.

**Section 3.2 Number.** The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. When, because of death, resignation, retirement or removal, there shall be less than three (3) Directors remaining, the remaining Directors shall constitute the Board of Directors until the vacancy(ies) are filled as hereinafter provided. In such event, said vacancy(ies) shall be filled as soon as reasonably possible.

**Section 3.3 Election of Directors.** Individuals shall be elected to the Board of Directors by a majority vote of the Directors then seated at the Annual Meeting of the Corporation.

**Section 3.4 Term.** Each Director shall hold office for a term of three years or until his or her successor has been elected. A director may be re-elected to membership on the Board. The term of office for each Director shall be established in such manner that at least one-third of the Directors' terms expire each year. In the event of a change in the number of Directors, the staggering of terms shall be preserved.

**Section 3.5 Voting Rights.** Each Director shall be entitled to one vote on all matters coming before the Board. There shall be no voting by proxy.

**Section 3.6 Vacancies and Removal.** The unexpired term created by any vacancy on the Board of Directors, whether by reason of death, resignation, or removal, shall be filled by appointment by the remaining Board of Directors. A Board member so appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth herein. Any Director may be removed from office, with or without cause, by the vote of the directors.

## **ARTICLE IV MEETINGS**

**Section 4.1 Annual Meetings.** The annual meeting of the Board of Directors shall be held at such time and place beginning with the year 2011 as may be designated by the Board. The Board shall meet for the purpose of electing members to the Board, electing the officers of the Corporation and transacting such other business as may come before the meeting.

**Section 4.2 Regular Meetings.** The Board of Directors shall hold regular meetings, at least as often as quarterly, at the principal office of the Corporation or at such other location as the Board may determine.

**Section 4.3 Special Meetings.** Special meetings of the Board of Directors may be called and held at any time upon the written request of the President or any three (3) Directors. Such request shall be addressed to the Secretary.

**Section 4.4 Notice of Meeting.** Written notice of any meeting shall be given by the Secretary to each Director at least three days prior to said meeting. The notice of any special meeting shall state as much as practicable the agenda of business to be transacted at such meeting. Whenever any notice whatsoever is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.5 Quorum.** A majority of the number of Directors fixed by *Section 3.2* of *Article III* shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

**Section 4.6 Manner of Acting.** The act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

**Section 4.7 Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 4.8 Committees.** The Board of Directors by resolution, may designate one or more committees, either standing or special. Each committee shall consist of two (2) or more Directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, except action in respect to election of officers or committees created pursuant to this section. Each such committee shall fix its own rules governing the conduct of its activities and shall make such report to the Board of Directors of its activities as the Board of Directors may request.

**Section 4.9 Informal Action Without Meeting.** Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors then in office.

**Section 4.10 Meeting By Conference Telephone Or Other Communications Technology.**

(a) Members of the Board of Directors, or members of any committee of the Board, may participate in any meeting of the Board of Directors or committee of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (i) all participating directors or committee members may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating director or committee member, and each participating director or committee member is able to immediately send messages to all other participating directors and committee members.

(b) If a meeting will be conducted through the use of any means described in *paragraph (a)* hereof, all participating directors or committee members shall be informed, either in the notice of meeting or by the presiding officer at the commencement of the meeting, that a meeting is taking place at which official business may be transacted. A director or committee member participating in a meeting by any means described in *paragraph (a)* is deemed to be present in person at the meeting. If requested by a director or committee member, minutes of the meeting shall be prepared and distributed to each director or committee member, as the case may be.

(c) The identity of each director or committee member participating in a meeting by any means described in *paragraph (a)* above, need not be verified before transacting business at such meeting; except that the identity of each such director shall be verified before the directors vote at the meeting on any of the following matters involving the Corporation: (i) a plan of merger or consolidation; (ii) to sell, lease, exchange or otherwise dispose of substantial property or assets of the Corporation; (iii) to voluntarily dissolve or to revoke voluntary dissolution proceedings; or (iv) to file for bankruptcy. Any proposed sale, lease, encumbrance or other disposition of assets or property of the Corporation having a book value greater than fifty percent (50%) of the book value of all assets and property of the Corporation (determined as of the date of the meeting in question), shall be considered a disposition requiring verification of identity.

(d) In those instances where verification of identity is required under *paragraph (c)* hereof, such identity shall be verified by the Secretary, including (without limitation) in one of the following ways: (i) where the means of communication under *paragraph (a)* also provides for a visual image of the director, such identification shall be verified by visual identification of the director by the presiding officer; or (ii) where there is no method of visual identification available, the Secretary of the Corporation shall, in advance of the meeting, assign to each director a personal identification number with said number shall be made known only to the Secretary and the director in question and prior to a vote on any matter referred to in *paragraph (c)* hereof, the director participating in a meeting by any means described in *paragraph (a)* shall announce his or her personal identification number to the Secretary for verification and upon verification of the correct number by the Secretary, the director shall be allowed to vote. Once such verification has occurred at any meeting, there shall be no need for any subsequent verification during the course of that meeting. If the Secretary is unable to verify the personal



identification number of the director, the director shall not be entitled to vote on the matter so submitted, but the director shall nevertheless be counted for quorum purposes.

## **ARTICLE V OFFICERS**

**Section 5.1 Number and Qualifications.** The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. Officers and assistant officers need not be members of the Board of Directors or of the Corporation.

**Section 5.2 Election and Term of Office.** The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for one (1) year or until his/her successor shall have been duly elected, or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

**Section 5.3 Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not itself create contract rights, except as provided in *Section 6.7*.

**Section 5.4 Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.5 President.** The President shall be the chief executive officer of the Corporation and, shall in general supervise, direct, and control all of the business and affairs of the Corporation. He/she shall have authority to appoint such agents and employees of the Corporation as he/she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. He/she may authorize any Vice President(s) or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the Corporation. In general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5.6 Vice President.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for memberships in the Corporation; and shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of Directors. Where the Board of Directors has determined to elect or

appoint two or more Vice Presidents, each Vice President shall have such powers and duties, and such designation, as may be prescribed for him/her by the Board of Directors.

**Section 5.7 Secretary.** The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

**Section 5.8 Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

**Section 5.9 Assistant Secretaries and Assistant Treasurers.** There shall be such number of Assistant Secretaries as the Board of Directors may from time to time authorize. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

**Section 5.10 Other Assistant and Acting Officers.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**Section 5.11 Salaries.** The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a Director of the Corporation.

## **ARTICLE VI**

### **INDEMNIFICATION OF DIRECTOR, OFFICER OR COMMITTEE MEMBER**

#### **Section 6.1 Definitions.**

**"Expenses"** include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

**"Liability"** includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, plus costs, fees and surcharges, and reasonable expenses.

**"Proceeding"** means any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state, or local law and which is brought by or in the right of the Corporation or by any other person.

**Section 6.2 Indemnification.** The Corporation shall indemnify each present, former, and future director, officer, or member of a committee appointed by the Board of Directors (herein the **"committee member"**) of the Corporation, to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the person was a party because he or she is or was a director, officer, or committee member of the Corporation. This provision is intended to indemnify all such persons to the fullest extent provided under Sections 181.0871 to 181.0889 of the Wisconsin Statutes.

**Section 6.3 Other Indemnification.**

(a) In cases not included under **Section 6.2** hereof, the Corporation shall indemnify each present, former, and future director, officer, or committee member against Liability incurred by such person in a Proceeding to which the person was a party because such person is or was a director, officer, or committee member of the Corporation, unless Liability was incurred because the person breached or failed to perform a duty such person owes to the Corporation and the breach or failure to perform constitutes any of the following:

- (i) A willful failure to deal fairly with the Corporation in connection with a matter in which the person has a material conflict of interest.
- (ii) A violation of criminal law, unless the director, officer, or committee member had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (iii) A transaction from which the director, officer, or committee member derived an improper personal profit or benefit.
- (iv) Willful misconduct.

Determination of whether indemnification is required under this subsection shall be made under **Section 6.4**.

(b) The termination of a Proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, does not by itself create a presumption that indemnification of the director, officer, or committee member is not required under this subsection.

(c) Indemnification under this section is not required if the director, officer, or committee member has previously received indemnification or allowance of Expenses from any person, including the Corporation, in connection with the same Proceeding.

**Section 6.4 Determination of Right to Indemnification.** The director, officer, or committee member seeking indemnification under **Section 6.3**, shall seek one of the methods for determining his or her right to indemnification pursuant to the provisions of Section 181.0873 of the Wisconsin Statutes; and such selection shall be made within sixty (60) days after the commencement of any Proceeding. Such selection shall be made in writing and delivered to the Secretary of the corporation.

**Section 6.5 Death.** In the event of the death of any person entitled to indemnification under this Article, the benefits provided for in this Article shall extend to such person's heirs and legal representatives.

**Section 6.6 Not Exclusive.** The foregoing right to indemnification as set forth in this Article shall not be exclusive of any other rights to which any director, officer or committee member of the Corporation may otherwise be entitled to under the laws of the State of Wisconsin, in effect from time to time.

**Section 6.7 Contract.** This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a director, officer or committee member; and the indemnification provided herein shall be in addition to any other compensation which each such person may receive from the Corporation for such person's services as a director, officer or committee member.

**Section 6.8 Advance Payment of Expenses as Incurred.** Upon written request by the person seeking indemnification under *Section 6.3* hereof, the Corporation may pay or reimburse such person's reasonable Expenses as incurred if the person requesting such indemnification provides the Corporation with all of the following: (a) a written affirmation of such person's good faith belief that such person's has not breached or failed to perform such person's duties to the Corporation and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that indemnification is not required or permitted as a matter of law.

## **ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 7.1 Contracts.** The Board of Directors may authorize 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 Corporation, and such authorization may be general or confined to specific instances.

**Section 7.2 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current expenses of the Corporation.

**Section 7.3 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

**Section 7.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

**ARTICLE VIII  
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE IX  
CORPORATE SEAL**

The Corporation shall have no corporate seal.

**ARTICLE X  
AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors at any meeting of the Board of Directors. Any Bylaw adopted by the Board of Directors shall be subject to subsequent amendment or repeal by the members, as well as by the Directors.

\* \* \* \* \*

## **Part I – Identification of Applicant**

### **Section 8**

Attorney Jonathan L. Schuster  
Axley Brynson, LLP  
2 East Mifflin Street, Suite 200  
Madison, Wisconsin 53703

Estimated legal fees of \$5,000 in connection with the formation of the entity and the preparation of legal documents and materials relating to filing the IRS Form 1023 and applicable regulation and licensing materials.

## **Part IV – Narrative Description of Your Activities**

On a regular basis and as our sole activity conducted, the Midwest Foundation for Media Research Inc. will fill a critical need for properly designed and analyzed, non-partisan public opinion surveys in the Midwest. Even though there has been an explosion of public opinion surveys across the country (national, regional, and state in scope), there are few ongoing scientifically valid, journalistically relevant surveys of public opinion in Midwestern states.

Good polling is not just about “the horserace.” Polls are as much about who supports each candidate, and why, as they are about who is ahead. It is this public function of polls that provides their value to society. Polls inform our understanding of political coalitions and issues that drive elections. In the absence of such public and non-partisan analysis, campaigns are free to claim anything they wish about public support - without independent evidence or scrutiny. Properly conducted, real time, polling analysis can answer the question “who voted for whom, and why,” and explain whether candidates can claim an electoral mandate (or not). This public service function of polling is all the more important in a crucial swing region such as the Midwest, where election choices are often pivotal for the nation as a whole.

Furthermore, good polling is not just about elections. Tracking opinions and beliefs on public policy issues and gauging basic attitudes towards government are also interesting and important pieces of information. Pundits and politicians can talk about what the public wants when it comes to healthcare, education, economic development or the role of government. They rarely do so with any strong evidence on what people actually believe.

The Midwest Foundation for Media Research, Inc. will immediately make public and aggressively publicize survey results and analysis. We will not provide the same old tired top line analysis, but will provide in-depth, but accessible insight into voting patterns and the public opinion environment. The reports will analyze the data like the candidate’s consultants are analyzing the data taking the general public behind the curtain. Also, unlike other polls, full cross tabs and micro data will be made immediately available for scholars and other analysts to use multiplying the influence and use of the data.

**Midwest Foundation for Media Research, Inc.**  
**FEIN 27-2353721**

The Midwest Foundation for Media Research, Inc. aims to provide the general public with a non-partisan public opinion survey to help inform the public discussion about public policy. We will make all our results immediately available to the public, the media and scholars for educational purposes.

The Midwest Foundation for Media Research, Inc. will be funded by gifts, grants, and contributions received.

**Part V – Compensation and Other Financial Arrangements with Officers, Directors, Trustees, Employees and Independent Contractors**

**Section 3a**

Kenneth M. Goldstein is Professor of Political Science at University of Wisconsin-Madison and director of the University of Wisconsin Advertising Project. In addition to publishing widely in academic outlets, his reputation for unbiased and non-partisan analysis has made him a favorite source for the national news media. He has appeared on numerous network and cable news broadcasts as well as being quoted extensively in *The New York Times*, *The Washington Post*, and *The Wall Street Journal*. He is currently a member of the ABC News Election Night Decision team.

His hours worked will be based upon each polling project conducted. He will be solely responsible for preparing and conducting the polling research and analyzing the data and information and disseminating it to the public, the media and scholars for educational purposes.

Currently, he estimates fees on a per polling project basis. An initial fee would be approximately \$10,000 - \$15,000 for a project. The total compensation is an estimated, aggregate amount per year.

**Section 5a**

The Midwest Foundation for Media Research, Inc. has adopted a Conflicts of Interest Policy consistent with the sample policy pursuant to Unanimous Written Consent Resolutions of the Board of Directors effective July 9, 2010.

**Section 8a, b, c, d, e, f**

The Midwest Foundation for Media Research, Inc. intends to enter into a written, independent contractor agreement with Mr. Kenneth M. Goldstein pursuant to which he would provide polling and analysis services in exchange for a project polling fee. An initial fee would be approximately \$10,000 - \$15,000 for a project. The terms will be negotiated on an arm's length basis and compensation will be determined and finalized based upon information about compensation paid by similarly situated organizations for similar services and market compensation information. Any such arrangement will be approved by the Board of Directors. Currently, a written agreement is not in effect.

**Midwest Foundation for Media Research, Inc.**  
**FEIN 27-2353721**

**Section 9a, b, c, d, e, f**

The Midwest Foundation for Media Research, Inc. intends to enter into an agreement to sub-lease office space from the Wisconsin Business Council, Inc., a corporation whose activities are permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. Two of our officers are also officers of the Wisconsin Business Council, Inc., namely Brian Taffora, who is our President, and Phillip Prange, who is our Secretary and Treasurer. We intend to follow our Conflicts of Interest Policy and the terms will be negotiated on an arm's length basis and the lease payments will be approved by our independent director based upon the lease information and amounts for similar services and market conditions. Currently, a written agreement is not in effect.

**Part VIII – Your Specific Activities**

**Section 2b**

The Midwest Foundation for Media Research, Inc. has not and does not intend to attempt to influence legislation.

**Section 4a**

The Midwest Foundation for Media Research, Inc. intends to solicit gifts, grants, and contributions almost exclusively from charitable organizations by direct personal discussions and solicitations.

**Section 4d**

The Midwest Foundation for Media Research, Inc. expects to conduct fundraising activities in the Midwest region of the United States and currently contemplate the State of Wisconsin.

**Part X – Public Charity Status**

**Section 6b(i)(b)**

The Midwest Foundation for Media Research, Inc. expects to receive a grant in the amount of approximately \$150,000 from The Lynde and Harry Bradley Foundation, Inc.

**Section 7**

The Midwest Foundation for Media Research, Inc. expects to receive a grant in the amount of approximately \$150,000 from The Lynde and Harry Bradley Foundation, Inc., which is unusual because it will be the sole grant and 100% of revenues during the initial fiscal year.



**User Fee for Exempt Organization  
Determination Letter Request**

▶ Attach this form to determination letter application.  
(Form 8718 is NOT a determination letter application.)

For  
IRS  
Use  
Only

OMB No. 1545-1798

Control number \_\_\_\_\_

Amount paid \_\_\_\_\_

User fee screener \_\_\_\_\_

1 Name of organization

Midwest Foundation for Media Research, Inc.

2 Employer Identification Number

27 : 2353721

**Caution.** Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

**3 Type of request**

**Fee**

- a ☐ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
  - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$400.
- Note.** If you checked box 3a, you must complete the *Certification* below.

**Certification**

I certify that the annual gross receipts of \_\_\_\_\_  
name of organization  
have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

- b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
  - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . ▶ \$850
- c ☐ Group exemption letters . . . . . ▶ \$3,000

**Instructions**

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2009-8; 2009-1 I.R.B. 229, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

**Where To File**

Send the determination letter application and Form 8718 to:

Internal Revenue Service  
P.O. Box 12192  
Covington, KY 41012-0192

**Who Should File**

Organizations applying for federal income tax exemption, other than Form 1023 filers. Organizations submitting Form 1023 should refer to the instructions in that application package.

**Paperwork Reduction Act Notice.** We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.



**EIN Assistant**

Your Progress: 1. Identity ✓ 2. Authenticate ✓ 3. Addresses ✓ 4. Details ✓ 5. EIN Confirmation

**Congratulations! Your EIN has been successfully assigned.**

EIN Assigned: 27-2353721

Legal Name: BUSINESS COUNCIL FOUNDATION INC

**IMPORTANT:**

**Save and/or print this page and the confirmation letter below for your permanent records.**

The confirmation letter below is your official IRS notice and contains important information regarding your EIN.



**CLICK HERE for Your EIN Confirmation Letter**

Help with saving and printing your letter

Once you have saved or printed your letter, click "Continue" to get additional information about using your new EIN.

Continue >>

**Help Topics**

- 1. What if I don't have access to a printer at this time?
- 2. Can I access this letter at a later date?

**RESOLUTIONS BY UNANIMOUS WRITTEN CONSENT  
OF  
MIDWEST FOUNDATION FOR MEDIA RESEARCH, INC.**

**(F/K/A BUSINESS COUNCIL FOUNDATION, INC.)  
(a Wisconsin Non-stock Corporation)**

The undersigned, being all of the directors of Midwest Foundation For Media Research, Inc. (the "**Corporation**"), acting pursuant to Chapter 181 of the Wisconsin Statutes, hereby adopt the following recitals and resolutions (the "**Resolutions**") with the same force and effect as if adopted at a duly called and convened meeting of the Board of Directors:

**WHEREAS**, the Incorporator reported that he had caused to be prepared and filed with the office of the Department of Financial Institutions an original copy of the Articles of Incorporation of the Corporation (the "**Articles**"), of which a true and correct copy appears on the preceding pages of this record; and that he had paid the required filing fee to the Department of Financial Institutions. After a full examination of the Articles, the following resolutions are hereby adopted.

**RESOLVED**, that the Articles be, and the same are hereby approved, confirmed, and ratified, and ordered made a part of the records of the Corporation and that all actions taken by the Incorporator in connection therewith be, and the same is hereby, approved, confirmed ratified;

**RESOLVED**, that the Articles of Amendment amending the name of the Corporation to "Midwest Foundation For Media Research, Inc." be, and the same are hereby approved, confirmed, and ratified, and ordered made a part of the records of the Corporation and that all actions taken by the Incorporator in connection therewith be, and the same is hereby, approved, confirmed ratified;

**RESOLVED**, that the Bylaws which appear on the preceding pages of this corporate record book, be approved and adopted as and for the Bylaws of the Corporation;

**RESOLVED**, that the Conflicts of Interest Policy which appear on the preceding pages of this corporate record book, be approved and adopted as and for the Conflict of Interest Policy of the Corporation;

**RESOLVED**, that the initial officers of the corporation shall be as follows:

Brian Taffora – President  
William Johnson, Jr. – Vice President  
Phillip Prange – Secretary  
Phillip Prange – Treasurer

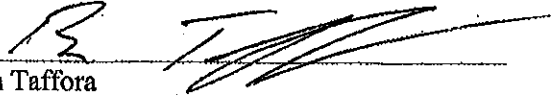
Such officers shall serve until their successors are elected;

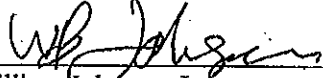
**RESOLVED**, that the Corporation shall prepare and file Form 1023 with the Internal Revenue Services to be exempt from taxation under the Internal Revenue Code for income tax purposes (a copy of such form is attached to these Resolutions);

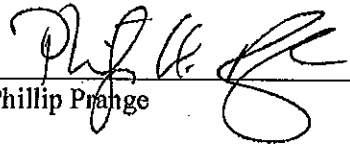
**RESOLVED**, that the officers of the Corporation hereby are authorized and directed on behalf of the Corporation to execute all forms and take all other action which they may deem necessary or appropriate to effect these Resolutions;

**RESOLVED**, that the undersigned, acting as all of the Director of the Board of Directors, or in the capacity of one of his offices, has the authority to act on behalf of, and to bind the corporation, to the maximum extent permitted by Chapter 181 of the Wisconsin Statutes.

Executed to be effective as of July 9, 2010

  
\_\_\_\_\_  
Brian Taffora

  
\_\_\_\_\_  
William Johnson, Jr.

  
\_\_\_\_\_  
Phillip Prange

**MIDWEST FOUNDATION FOR MEDIA RESEARCH, INC.**

**(F/K/A BUSINESS COUNCIL FOUNDATION, INC.)**

**CONFLICT OF INTEREST POLICY**

**ARTICLE I  
PURPOSE**

The purpose of the conflict of interest policy is to protect **Midwest Foundation for Media Research, Inc.'s** (the "**Corporation's**") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE II  
DEFINITIONS**

**"Interested Person"** means any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financing interest as defined below, is an interested person.

**"Financial Interest"** means a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under **Section 3.2**, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**ARTICLE III  
PROCEDURES**

**Section 3.1 Duty to Disclosure.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the

opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Section 3.2 Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Section 3.3 Procedures for Addressing the Conflict of Interest.**

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 3.4 Violations of the Conflicts of Interest Policy.**

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated power shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE V COMPENSATION**

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; and (d) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII PERIODIC REVIEWS**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **ARTICLE VIII USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in *Article VII*, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted by the Board of Directors  
July 9, 2010

\* \* \* \* \*