

FORM **NFP-102.10** (rev. Dec. 2003)
ARTICLES OF INCORPORATION
 General Not For Profit Corporation Act

COPY

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-9522
 www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

----- File # ----- Filing Fee: \$ 50.00 Approved: -----
 ----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1. The name of the corporation is: THE EMAUS SCHOLARSHIP FOUNDATION OF ILLINOIS
1351 EAST 56TH STREET, CHICAGO, IL 60637

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent	<u>ANNE</u>	<u>TERRY</u>	<u>STRAUS</u>
	First Name	Middle Name	Last Name
Registered Office	<u>1351 EAST 56TH STREET</u>		
	Number	Street	(Suite #) (A P.O. Box alone is not acceptable)
	<u>CHICAGO</u>	<u>IL 60637</u>	<u>COOK</u>
	City	ZIP Code	County

Article 3: The first Board of Directors shall be ~~THREE~~ FOUR in number, their names and addresses being as follows:
 (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
ANNE TERRY STRAUS	1351 EAST 56TH STREET	CHICAGO	IL	60637
ELIZABETH STRAUS	ALCALDIA MUNICIPAL	LA LIBERTAD, COMAYA	HONDURAS	CP12202
JUAN ROMERO	BARRIO LA CEIBITA	LA LIBERTAD, COMAYA	HONDURAS	CP12202
XXXXXXXXXX	APARTADO POSTAL 33	TRUJILLO, COLON	HONDURAS	CP32101
XXXXXXXXXX	344 W WILLOW	CHICAGO	IL	60637

Dylan Rivas
 Article 4. The purposes for which the corporation is organized are:
 TO PROVIDE SECONDARY SCHOOL EDUCATION SCHOLARSHIPS TO YOUTH IN HONDURAS.

THE EMAUS SCHOLARSHIP FOUNDATION OF ILLINOIS

Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954?
 Yes No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure?
 Yes No

Article 5. Other provisions (please use separate page if additional space is needed): SEE ATTACHED ADDITIONAL PROVISIONS FOR PURPOSE STATEMENT AND DISTRIBUTION OF ASSETS UPON DISSOLUTION.

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated _____ (Month & Day) _____ (Year)

SIGNATURES AND NAMES

POST OFFICE ADDRESS

1.	_____
	Signature
	ANNE TERRY STRAUS
	Name (please print)
2.	_____
	Signature

	Name (please print)
3.	_____
	Signature

	Name (please print)
4.	_____
	Signature

	Name (please print)
5.	_____
	Signature

	Name (please print)

1.	1351 EAST 56TH STREET	_____	_____
	Street		
	CHICAGO	IL	60637
	City/Town	State	ZIP
2.	_____	_____	_____
	Street		
	_____	_____	_____
	City/Town	State	ZIP
3.	_____	_____	_____
	Street		
	_____	_____	_____
	City/Town	State	ZIP
4.	_____	_____	_____
	Street		
	_____	_____	_____
	City/Town	State	ZIP
5.	_____	_____	_____
	Street		
	_____	_____	_____
	City/Town	State	ZIP

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11

THE EMAUS SCHOLARSHIP FOUNDATION OF ILLINOIS
ATTACHMENT TO ARTICLES OF INCORPORATION
ADDITIONAL PROVISIONS

Item 5. Additional provisions to include the purposes for which the corporation is organized and distribution of assets upon dissolution.

a. THE EMAUS SCHOLARSHIP FOUNDATION OF ILLINOIS is organized as exclusively religious, charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

b. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

c. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

d. No part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation; and upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for religious purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**BYLAWS
OF
THE EMAUS SCHOLARSHIP FOUNDATION OF ILLINOIS**

**ARTICLE I
OFFICES**

The principal office of the Corporation in the State of Illinois, shall be located in County of Cook. The Corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than (3). Each director shall hold office for two years unless duly removed as prescribed in Article III. Each director must be reelected at the regular annual meeting.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in January of each year the day of which shall be called by the President or designated Chairman. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2

may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

SECTION 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 the first meeting of the Board of Directors. 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 until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer, agent, or director may be removed by a unanimous vote of 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 of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board in which case the Chairman shall preside. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general 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 6. Secretary. The Secretary shall:

- (a) Keep the minutes of the proceedings of the Board of Directors in one or more minute 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 and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
- (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and
- (e) In general perform all

duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Salaries. The salaries 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 is also a director of the Corporation.

ARTICLE IV INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article IV.

ARTICLE V CONFLICTS OF INTEREST

SECTION 1. Conflict defined. A conflict of interest may exist when any director, officer, or staff member may be seen as having interests which are adverse to the interests of this corporation.

SECTION 2. Disclosure required. Any conflict of interest shall be disclosed to the Board of Directors by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate

committee and such person shall not vote on the matter; provided however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

SECTION 3. Absence from discussion. The person having the conflict shall not participate in the decision regarding the matter under consideration.

SECTION 4. Minutes. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

SECTION 5. Annual review. A copy of this conflict of interest statement shall be furnished each director, officer, and staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers, and staff members. Any new directors, officers, or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 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 authority may be general or confined to specific instances.

SECTION 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 a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 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 resolution of the Board of Directors.

SECTION 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 the Board of Directors may select.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE VIII
CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal".

ARTICLE IX
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting of the Board of Directors. The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the _____ day of

_____, 20____.

Secretary