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STATE OF ILLINOIS
OFFICE OF THE
THE SECRETARY OF STATE



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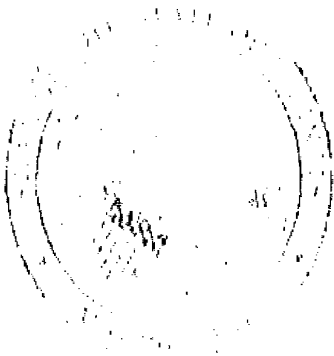
Whereas,

ARTICLES OF INCORPORATION OF FOOTPRINTS FOUNDATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

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Now Therefore, I, George H. Ryan, Secretary of the State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 7TH day of JUNE A.D. 1993 and of the Independence of the United States the two hundred and 17TH



George H Ryan
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State"

DO NOT SEND CASH!

Date 6-7-78

Filing Fee \$50

Approved RKR

TO: GEORGE H. RYAN, Secretary of State

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation

Article 1 The name of the corporation is: Prophets Inc. Incubation

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

Registered Agent: Cynthia C Stewart
First Name Middle Name Last Name

Registered Office: 707 W. Waveland
Number Street (Do Not Use P.O. Box) City Zip Code County
Chicago IL 60612 Cook

Article 3 The first Board of Directors shall be 5 in number, their names and addresses being as follows: (Not less than three)

Director's Name	Number	Street	Address City	State
<u>Cynthia C Stewart</u>	<u>1</u>	<u>707 W. Waveland</u>	<u>Chicago IL</u>	<u>60613</u>
<u>Robert M Cole</u>	<u>1</u>	<u>8107 S. Langdale</u>	<u>Chicago IL</u>	<u>60619</u>
<u>Leleca Skinner</u>	<u>1</u>	<u>7235 S. Washington</u>	<u>Chicago IL</u>	<u>60629</u>
<u>Bob Thompson</u>	<u>1</u>	<u>3942 N. Paulina</u>	<u>Chicago IL</u>	<u>60641</u>
<u>Yulanda Jones</u>	<u>1</u>	<u>2616 N. Mezzell</u>	<u>Chicago IL</u>	<u>60613</u>

Article 4 The purposes for which the corporation is organized are

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 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):

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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: 7-1-93 19 93

SIGNATURES AND NAMES		POST OFFICE ADDRESS		
1	<i>Cynthia C. Stewart</i> Signature CYNTHIA C. STEWART Name (please print)	1	707 W. WASHINGTON	CHICAGO, IL 60613
2	<i>Latreca M. Cade</i> Signature LATRECA M. CADE Name (please print)	2	8107 S. INGLESIDE	CHICAGO, IL 60619
3	<i>Terencia Skinner</i> Signature TERENCIA SKINNER Name (please print)	3	7235 S. WASHINGTON	CHICAGO, IL 60629
4	<i>Robert Thompson</i> Signature ROBERT THOMPSON Name (please print)	4	3942 N. PAULINA	CHICAGO, IL 60643
5	_____ Signature _____ Name (please print)	5	_____ Street _____ City/Town	_____ State _____ Zip

Signatures must be in ink on original document. Carbon copy, rubber or other stamp signatures may only be used on the true copy.

NOTE: 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 its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

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

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File No

FORM NFP-102.10
ARTICLES OF INCORPORATION
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT
of

SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
SPRINGFIELD, ILLINOIS 62756
TELEPHONE (217) 782-9522
782-9523

These documents are subject to the provisions of the Illinois Public Access Law.

5-1-93

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April 20, 1993

Articles of Amendment
to the
Articles of Incorporation
under the
General Not For Profit Corporation Act

(i) Article 4 of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

4. The purposes for which the Footprints Foundation are organized are to provide communities serviced, with information, education/skills building alternatives, training of impactors, and social policies regarding alcohol and other drugs abuse.

The Footprints Foundation is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as from time to time amended. The general purposes and powers are to have and exercise all rights and powers conferred on not for profit corporations under the laws of Illinois, or which may hereafter be conferred, but the foregoing notwithstanding, the Footprints Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers not in furtherance of, or inconsistent with, the charitable and educational purposes of the Footprints Foundation.

(ii) New Articles 5 and 6 are hereby appended to the Article of Incorporation of the Footprints Foundation to read as follows:

5. Limitations. No part of the net earnings of the Footprints Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Footprints Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No substantial part of the activities of the Footprints Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Footprints Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Footprints Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of

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1954 (or the corresponding provision of any future United States Internal Revenue Law)

6. **Dissolution** Upon the dissolution of the Footprints Foundation, the Board of Directors shall, after paying or making provision for the payments of all the liabilities of the Footprints Foundation, dispose of all the assets of the Footprints Foundation exclusively for the purposes of the Footprints Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine

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Cynthia C. Stewart
707 W. Waveland #1508
Chicago, IL 60613

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Cynt