

**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** 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)
Rivergate Foundation		
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)
1785 Merwin Avenue		45-3039110
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)
Cleveland, Ohio 44113		12
<b>6</b> Primary contact (officer, director, trustee, or <b>authorized representative</b> )		<b>b</b> Phone: 216.464.6620
a Name: Jonathan Adams		<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. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>9a</b> Organization's website:		
<b>b</b> Organization's email: (optional)		
<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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 05 / 17 / 2011		
<b>12</b> Were you formed under the laws of a <b>foreign country</b> ? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 Third ☒
- 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 Seventh
- 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: ☐

**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)
SEE ATTACHED			

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

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

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

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

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

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

- 2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

- c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

- 3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

- b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

- 4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use. No compensation paid

- 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 checked="" type="checkbox"/> mail solicitations              | <input type="checkbox"/> phone solicitations                                   |
| <input checked="" 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 checked="" type="checkbox"/> government grant solicitations             |
| <input checked="" 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. Ohio

**e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

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

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

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

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

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

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

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

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

**b** Do you provide 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**

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

**Part VIII Your Specific Activities (Continued)**

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

**Part VIII** Your Specific Activities (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain. ☒ Yes ☐ No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. ☐ Yes ☒ No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. ☐ Yes ☒ No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. ☐ Yes ☒ No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. ☐ Yes ☒ No
- 20 Is your main function to provide **hospital** or **medical care**? If "Yes," complete Schedule C. ☐ Yes ☒ No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F. ☐ Yes ☒ No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. ☐ Yes ☒ 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				(e) Provide Total for (a) through (d)
		(a) From ..... To .....	(b) From ..... To .....	(c) From ..... To .....	(d) From ..... To .....		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	SEE	ATTACHED				
	2 Membership fees received						
	3 Gross investment income						
	4 Net unrelated business income						
	5 Taxes levied for your benefit						
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)						
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)						
	8 Total of lines 1 through 7						
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)						
	10 Total of lines 8 and 9						
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)						
	12 Unusual grants						
	13 Total Revenue Add lines 10 through 12						
Expenses	14 Fundraising expenses						
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)						
	16 Disbursements to or for the benefit of members (attach an itemized list)						
	17 Compensation of officers, directors, and trustees						
	18 Other salaries and wages						
	19 Interest expense						
	20 Occupancy (rent, utilities, etc.)						
	21 Depreciation and depletion						
	22 Professional fees						
	23 Any expense not otherwise classified, such as program services (attach itemized list)						
	24 Total Expenses Add lines 14 through 23						

# RIVERGATE FOUNDATION

## 3 Year Budget

02-Jun-11

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
REVENUE				
Unrestricted donations	\$ 10,750	\$ 15,000	\$ 38,175	\$ 71,750
Restricted capital donations	<u>\$ 2,500</u>	<u>\$ 75,000</u>	<u>\$ 250,000</u>	<u>\$ 500,000</u>
Total Revenue	\$ 13,250	\$ 90,000	\$ 288,175	\$ 571,750
EXPENSES				
Salary & benefits	\$ -	\$ -	\$ 25,000	\$ 50,000
Board meetings	1,000	2,000	2,250	2,250
Telephone & Postage	500	1,000	1,250	1,750
Marketing	5,000	1,000	1,500	2,000
Fundraising/Event Expense	1,000	2,500	5,000	7,500
General admin	2,750	4,000	6,425	7,500
Insurance (D&O Liability)	500	500	750	750
Capital grants made	<u>2,500</u>	<u>75,000</u>	<u>250,000</u>	<u>500,000</u>
Total Expenses	\$ 13,250	\$ 86,000	\$ 292,175	\$ 571,750
NET INCOME (LOSS)	<u>\$ -</u>	<u>\$ 4,000</u>	<u>\$ (4,000)</u>	<u>\$ -</u>

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

Year End:

Assets		(Whole dollars)
1	Cash . . . . .	1
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
Liabilities		
12	Accounts payable . . . . .	12
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
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17) . . . . .	18
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 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. ☐

**(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)

JONATHAN D. ADAMS

(Type or print name of signer)

9/6/11

(Date)

President

(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)

**Schedule D. Section 509(a)(3) Supporting Organizations****Section I Identifying Information About the Supported Organization(s)**

- 1 State the names, addresses, and EINs of the supported organizations. If additional space is needed, attach a separate sheet.

Name	Address	EIN
Cleveland Rowing Foundation	1785 Merwin Avenue Cleveland, Ohio 44113	34 - 1606654
		-

- 2 Are all supported organizations listed in line 1 public charities under section 509(a)(1) or (2)? If "Yes," go to Section II. If "No," go to line 3. ☒ Yes ☐ No

- 3 Do the supported organizations have tax-exempt status under section 501(c)(4), 501(c)(5), or 501(c)(6)? ☐ Yes ☐ No

If "Yes," for each 501(c)(4), (5), or (6) organization supported, provide the following financial information:

- Part IX-A. Statement of Revenues and Expenses, lines 1-13 and
- Part X, lines 6b(ii)(a), 6b(ii)(b), and 7.

If "No," attach a statement describing how each organization you support is a public charity under section 509(a)(1) or (2).

**Section II Relationship with Supported Organization(s)—Three Tests**

To be classified as a supporting organization, an organization must meet one of three relationship tests:

Test 1: "Operated, supervised, or controlled by" one or more publicly supported organizations, or

Test 2: "Supervised or controlled in connection with" one or more publicly supported organizations, or

Test 3: "Operated in connection with" one or more publicly supported organizations.

- 1 Information to establish the "operated, supervised, or controlled by" relationship (Test 1)  
Is a majority of your governing board or officers elected or appointed by the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," continue to line 2. ☒ Yes ☐ No

- 2 Information to establish the "supervised or controlled in connection with" relationship (Test 2)  
Does a majority of your governing board consist of individuals who also serve on the governing board of the supported organization(s)? If "Yes," describe the process by which your governing board is appointed and elected; go to Section III. If "No," go to line 3. ☐ Yes ☐ No

- 3 Information to establish the "operated in connection with" responsiveness test (Test 3)  
Are you a trust from which the named supported organization(s) can enforce and compel an accounting under state law? If "Yes," explain whether you advised the supported organization(s) in writing of these rights and provide a copy of the written communication documenting this; go to Section II, line 5. If "No," go to line 4a. ☐ Yes ☐ No

- 4 Information to establish the alternative "operated in connection with" responsiveness test (Test 3)  
a Do the officers, directors, trustees, or members of the supported organization(s) elect or appoint one or more of your officers, directors, or trustees? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4b. ☐ Yes ☐ No

- b Do one or more members of the governing body of the supported organization(s) also serve as your officers, directors, or trustees or hold other important offices with respect to you? If "Yes," explain and provide documentation; go to line 4d, below. If "No," go to line 4c. ☐ Yes ☐ No

- c Do your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of the supported organization(s)? If "Yes," explain and provide documentation. ☐ Yes ☐ No

- d Do the supported organization(s) have a significant voice in your investment policies, in the making and timing of grants, and in otherwise directing the use of your income or assets? If "Yes," explain and provide documentation. ☐ Yes ☐ No

- e Describe and provide copies of written communications documenting how you made the supported organization(s) aware of your supporting activities.

**Schedule D. Section 509(a)(3) Supporting Organizations (Continued)****Section II Relationship with Supported Organization(s)—Three Tests (Continued)****5** Information to establish the "operated in connection with" integral part test (Test 3)

Do you conduct activities that would otherwise be carried out by the supported organization(s)? If "Yes," explain and go to Section III. If "No," continue to line 6a.

☐ Yes ☐ No

**6** Information to establish the alternative "operated in connection with" integral part test (Test 3)

- a** Do you distribute at least 85% of your annual **net income** to the supported organization(s)? If "Yes," go to line 6b. (See instructions.)

☐ Yes ☐ No

If "No," state the percentage of your income that you distribute to each supported organization. Also explain how you ensure that the supported organization(s) are attentive to your operations.

- b** How much do you contribute annually to each supported organization? Attach a schedule.

- c** What is the total annual revenue of each supported organization? If you need additional space, attach a list.

- d** Do you or the supported organization(s) **earmark** your funds for support of a particular program or activity? If "Yes," explain.

☐ Yes ☐ No

- 7a** Does your organizing document specify the supported organization(s) by name? If "Yes," state the article and paragraph number and go to Section III. If "No," answer line 7b.

☐ Yes ☐ No

- b** Attach a statement describing whether there has been an historic and continuing relationship between you and the supported organization(s).

**Section III Organizational Test**

- 1a** If you met relationship Test 1 or Test 2 in Section II, your organizing document must specify the supported organization(s) by name, or by naming a similar purpose or charitable class of beneficiaries. If your organizing document complies with this requirement, answer "Yes." If your organizing document does not comply with this requirement, answer "No," and see the instructions.

☒ Yes ☐ No

- b** If you met relationship Test 3 in Section II, your organizing document must generally specify the supported organization(s) by name. If your organizing document complies with this requirement, answer "Yes," and go to Section IV. If your organizing document does not comply with this requirement, answer "No," and see the instructions.

☐ Yes ☐ No

**Section IV Disqualified Person Test**

You do not qualify as a supporting organization if you are **controlled** directly or indirectly by one or more **disqualified persons** (as defined in section 4946) other than **foundation managers** or one or more organizations that you support. Foundation managers who are also disqualified persons for another reason are disqualified persons with respect to you.

- 1a** Do any persons who are disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons.

☐ Yes ☒ No

- b** Do any persons who have a family or business relationship with any disqualified persons with respect to you, (except individuals who are disqualified persons only because they are foundation managers), appoint any of your foundation managers? If "Yes," (1) describe the process by which individuals with a family or business relationship with disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons, the individuals with a family or business relationship with disqualified persons, and the foundation managers appointed, and (3) explain how control is vested over your operations (including assets and activities) in individuals other than disqualified persons.

☐ Yes ☒ No

- c** Do any persons who are disqualified persons, (except individuals who are disqualified persons only because they are foundation managers), have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons.

☐ Yes ☒ No

# Form 1023 Checklist

(Revised June 2006)

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

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**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 <input checked="" type="checkbox"/> No ___ | 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 THIRD
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law ARTICLE SEVENTH



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



**Power of Attorney  
and Declaration of Representative**

► Type or print. ► See the separate instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name \_\_\_\_\_

Telephone \_\_\_\_\_

Function \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

**Part I Power of Attorney**

**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address Rivergate Foundation 1785 Merwin Avenue Cleveland, Ohio 44113	<b>Social security number(s)</b> _____ _____	<b>Employer identification number</b> 45 : 3039110
	<b>Daytime telephone number</b> ( )	<b>Plan number (if applicable)</b> _____

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

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

Name and address Douglas C. Carlson 200 Public Square, Suite 2800 Cleveland, Ohio 44114-2316	CAF No. 2600-57119R Telephone No. 216.621.0150 Fax No. 216.241.2824 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for Recognition of Exemption	Form 1023	

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

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative or add additional representatives, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 1 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan administrator may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (levels k and l) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) ► \_\_\_\_\_

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.

- a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative(s), check this box ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

By: Rivergate Foundation Jonathan D. Adams 9/6/11 President  
 Signature Date Title (if applicable)

JONATHAN D. ADAMS ☐☐☐☐☐RIVERGATE FOUNDATION  
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

Signature Date Title (if applicable)

Print Name ☐☐☐☐☐ PIN Number

## Part II Declaration of Representative

**Caution:** Students with a special order to represent taxpayers in qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program (levels k and l), see the instructions for Part II.  
 Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer's organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Circular 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 1 of the instructions.
  - k Student Attorney—student who receives permission to practice before the IRS by virtue of their status as a law student under section 10.7(d) of Circular 230.
  - l Student CPA—student who receives permission to practice before the IRS by virtue of their status as a CPA student under section 10.7(d) of Circular 230.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a-r)	Jurisdiction (state) or Identification	Signature	Date
a	OH/O	Douglas Clark	9/6/11

**Rivergate Foundation**  
**Application for Recognition of Exemption**

**Index to Supplemental Documents**

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Cleveland Rowing Foundation Determination Letter .....	B
Articles of Incorporation .....	C
Code of Regulations .....	D
Conflict of Interest Policy.....	E
Action by Directors .....	F

A

**Rivergate Foundation**  
**EIN**  
**Form 1023, Application for**  
**Recognition of Exemption**

**Supplemental Information**

**Part IV – Narrative Description**

Rivergate Foundation (the “Organization”) was formed to support the charitable activities of Cleveland Rowing Foundation (the “Supported Organization”), an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the “Code”) and designated as a public charity under Code Section 509(a)(2). See most recent determination letter attached at tab B.

The Organization will support the charitable activities of the Supported Organization by fundraising for it and providing funds to the Supported Organization in furtherance of its activities, which include:

- 1) preserving public access to the Cuyahoga River;
- 2) converting a portion of the facility to a public park; and
- 3) developing a recreational center in downtown Cleveland, Ohio including rowing, kayaking, dragon boating, canoeing and bicycling.

The Organization will bring together influential and engaged stakeholders representing the diverse population of Northeast Ohio to assist in promoting and developing this effort.

**Part V, Item 1a**

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Compensation</u>
Jonathan Adams	Director, President	2855 Weybridge Road Bay Village, Ohio 44140	none
William Braun	Director	31632 Lake Road Bay Village, Ohio 44140	none
Robert Valerian	Director	318-B West Legend Court Highland Heights, Ohio 44143	none
Kerry Watterson	Director/Secretary/ Treasurer	31417 Nantucket Row Bay Village, Ohio 44140	none
Sarah Ott-Hansen	Director	2915 Paxton Road Shaker Heights, Ohio 44120	none
Douglas C. Carlson	Assistant Secretary	30624 Maple Drive Bay Village, Ohio 44140	none

**Part V, Item 3a**

<u>Name</u>	<u>Qualification</u>	<u>Average hours worked</u>	<u>Duties</u>
Jonathan Adams	Business owner and Investor	as needed	Organization oversight and operations
William Braun	Director of Supported Organization	as needed	Organization oversight and operations
Robert Valerian	Director of Supported Organization	as needed	Organization oversight and operations
Kerry Watterson	Director of Supported Organization	as needed	Organization oversight and operations
Sarah Ott-Hansen	Development Director for Supported Organization	as needed	Organization oversight and operations
Douglas C. Carlson	Director of Supported Organization	as needed	Organization oversight and operations

**Part VI, Item 1b**

As indicated in the narrative description of Part IV hereof, the Organization is a supporting organization of Cleveland Rowing Foundation and thus will provide funds and services to the Supported Organization for the purposes set forth in Article Third of the Organization's Articles of Incorporation.

**Part VIII, Item 4a**

One of the main activities of the Organization will be raising funds for the benefit of the Supported Organization. The fundraising programs for each type of fundraising to be undertaken by the organization are in the process of being developed.

**Part VIII, Item 13a**

The Organization will provide funds to the Supported Organization.

**Part VIII, Item 15**

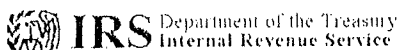
The Organization has a close connection with the Supported Organization since the Directors of the Organization are all selected by the Supported Organization.

**Schedule D, Section II**

Pursuant to Article I, Section 2 of the Organization's Code of Regulations (see tab D attached) all of the members of the Organization's Board of Directors are selected by the Board of Directors of the Supported Organization.

**B**





Department of the Treasury  
Internal Revenue Service

P.O. Box 2508  
Cincinnati OH 45201

In reply refer to: 0248421964  
May 24, 2011 LTR 4168C E0  
34-1606654 000000 00

00018903

BODC: TE

CLEVELAND ROWING FOUNDATION  
1785 MERWIN AVE  
CLEVELAND OH 44113-2437



018158

Employer Identification Number: 34-1606654  
Person to Contact: MS. MITCHELL  
Toll Free Telephone Number: 1-877-829-5500

Dear TAXPAYER:

This is in response to your May 13, 2011, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in JULY 1990.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(2).

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

Please refer to our website [www.irs.gov/eo](http://www.irs.gov/eo) for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

0248421964  
May 24, 2011 LTR 4168C E0  
34-1606654 000000 00  
00018904

CLEVELAND ROWING FOUNDATION  
1785 MERWIN AVE  
CLEVELAND OH 44113-2437

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

Sincerely yours,



S. A. Martin, Operations Manager  
Accounts Management Operations

C



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/19/2011	201113801204	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

### Receipt

This is not a bill. Please do not remit payment.

HAHN LOESER & PARKS LLP  
200 PUBLIC SQUARE  
SUTIE 2800  
CLEVELAND, OH 44114

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2021723

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**RIVERGATE FOUNDATION**

and, that said business records show the filing and recording of:

Document(s)  
**DOMESTIC ARTICLES/NON-PROFIT**

Document No(s):  
**201113801204**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 17th day of May, A.D.  
2011.

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

[www.sos.state.oh.us](http://www.sos.state.oh.us)  
e-mail: [busserv@sos.state.oh.us](mailto:busserv@sos.state.oh.us)

Expedite this Form: (Select One)

Mail Form to one of the Following:

☐ Yes PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*

☐ No PO Box 670  
Columbus, OH 43216

## INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	(2) <input checked="" type="checkbox"/> Articles of Incorporation Nonprofit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
--	--	---

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Rivergate Foundation

SECOND: Location Cleveland Cuyahoga  
(City) (County)

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

☒ Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the benefit of, to (continued on Exhibit A attached hereto and made a part hereof)

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed)

(No. of Shares)

(Type)

(Par Value)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.


(City)

(State)

(Zip Code)

**REQUIRED**

Must be authenticated  
(signed) by an authorized  
representative  
(See Instructions)



Authorized Representative

Douglas C. Carlson

(print name)

Authorized Representative

5/13/2011

Date

Authorized Representative

(print name)

Date

Authorized Representative

(print name)

Date

Complete the information in this section if box (1) (2) or (3) is checked.

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Rivergate Foundation  
hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by  
statute to be served upon the corporation may be served. The complete address of the agent is

HL Statutory Agent, Inc.

(Name)

200 Public Square, Suite 2800

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland

, Ohio

44114

(City)

(Zip Code)

Must be authenticated by an  
authorized representative

Douglas C. Carlson

Authorized Representative

Douglas C. Carlson, Authorized Representative

5/13/2011

Date

Authorized Representative

Date

Authorized Representative

Date

### ACCEPTANCE OF APPOINTMENT

The Undersigned,

HL Statutory Agent, Inc.

, named herein as the

Statutory agent for,

Rivergate Foundation

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

HL Statutory Agent, Inc.

Signature: W 221

(Statutory Agent)

By: David L. Finch, Assistant Treasurer

**ARTICLES OF INCORPORATION  
OF  
RIVERGATE FOUNDATION**

*[continued from Form 532]*

ARTICLE THIRD

PURPOSES

perform the functions of and/or to carry out the purposes of, within the meaning of Section 509(a)(3) of the Code, Cleveland Rowing Foundation (the "Supported Organization"), a public charity within the meanings of Section 509(a)(1) and/or (2) of the Code. In furtherance thereof, the Corporation shall promote the advancement and further the aims and goals of the Supported Organization by:

(i) Providing funds and financial support, and making grants, distributions and contributions, to or for the benefit of, or which carry out the purposes of, the Supported Organization and its operations at Rivergate Park, including, but not limited to, rowing programs for disadvantaged inner-city youth and adaptive rowing programs for physically handicapped persons;

(ii) Providing safe, healthy, low-cost and low environmental impact access to the Cuyahoga River through rowing and other human powered watercraft;

(iii) Promoting low-impact recreational use of the Cuyahoga River;

(iv) Educating the public on the importance of clean water, land and air to impart an appreciation, understanding and knowledge of the Cuyahoga River valley and its environment;

(v) Creating, promoting and preserving a clean, sustainable natural environment of native natural habitats in and along the banks of the Cuyahoga River;

(vi) Building public awareness of the Supported Organization and the recreational opportunities available at Rivergate Park;

(vii) Soliciting ideas from and engaging the general public in the development, design and vision for Rivergate Park and the best recreational uses for the property including its Cuyahoga River access;

(viii) Receiving, holding and investing assets bequeathed, devised, gifted or otherwise transferred to, or acquired, purchased or otherwise received by, the Corporation;

(ix) Administering and distributing the restricted and unrestricted funds of the Corporation, including the income thereon, in accordance with (1) the terms of any applicable restrictions established by donors and/or (2) the terms of any applicable restrictions or guidelines established by the Corporation's Board of Directors;



(x) Participating in planned giving programs and fund development activities with and for the benefit of the Supported Organization and its operations and the above purposes;

(xi) Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code and Section 1702.01, et. seq., of the Ohio Revised Code may engage; and

(xii) Solely for the above purposes, to exercise all the rights and powers conferred by the laws of the State of Ohio upon non-profit corporations.

#### ARTICLE FOURTH

##### SHARES

N/A

#### ARTICLE FIFTH

##### DIRECTORS

N/A

#### ARTICLE SIXTH

##### RESTRICTIONS

Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be 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 candidates for public office.

(2) The Corporation shall not engage in or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. It is intended that the Corporation shall have and continue to have the status of an

organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

## ARTICLE SEVENTH

### DISSOLUTION

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article III hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Cuyahoga County 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 EIGHTH

### MEMBERS

The Corporation shall have no members. The members of the Board of Directors shall, for purposes of Chapter 1702 of the Ohio Revised Code, be deemed to be the members of the Corporation in accordance with the provisions of Section 1702.14 of the Ohio Revised Code.

**D**

## **RIVERGATE FOUNDATION**

### **CODE OF REGULATIONS**

#### ARTICLE I

#### BOARD OF DIRECTORS

Section 1. Authority and Duties. The governing body of this Corporation shall be the Board of Directors. The Board of Directors shall have general supervision and charge of the property, affairs and finances of the Corporation and its support of Cleveland Rowing Foundation (the "Supported Organization") and its operation of the rowing and other facilities at Rivergte Park. The Board of Directors shall have all authority allowed to both Directors and members under Chapter 1702 of the Ohio Revised Code. The Board of Directors shall elect the officers of the Corporation.

Section 2. Number and Term of Directors. Subject to the provisions set forth herein, the Board of Directors shall consist of no less than five (5) members who shall be appointed by the Supported Organization. Directors shall serve for a term of one (1) year or until his/her successor is elected and qualified. The number of directors may be increased from time to time by the Board of Directors of the Corporation and Directors appointed to such positions by the Supported Organization.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine. Additional meetings may be called at the discretion of the President.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, and shall be held at such time and place as is set forth in the notice of the special meeting.

Section 5. Notice of Meetings. Notice stating the date, time, place and the purpose(s) of such meetings shall be given to each Director entitled to notice of the meeting not less than the period specified in Ohio Revised Code Section 1702.31(C) and which meetings may be conducted by any means authorized in Ohio Revised Code Section 1702.31(B).

Section 6. Quorum. A majority of the Directors shall constitute a quorum of the Board of Directors.

Section 7. Waiver of Notice. Notice of the time, place and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of such meeting. The attendance of any member of the Board of Directors at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such member of the Board of Directors of notice of such meeting.

Section 8. Action without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 9. Vacancies and Removal. Subject to the requirement that a majority of Directors be selected as set forth in Section 2 of this Article I, any vacancy occurring on the Board of Directors because of death, resignation, disability or incapacity shall be filled, in the case of Directors serving as a result of their position as the Chairperson of the Board or Chairperson of the Finance Committee, by the person who replaces the former person in such position, and, in the case of Directors serving by appointment, by appointment of a person by the Supported Organization. Notwithstanding anything contained in these Regulations to the contrary, the Supported Organization shall have the right to remove any member of the Board of Directors, with or without cause, and to appoint a replacement.

## ARTICLE II OFFICES AND OFFICERS

Section 1. Election and Designation of Officers. The Board of Directors shall elect from its members a President, Secretary and Treasurer and such other officers as the Board of Directors may deem necessary. Officers shall be elected by a majority vote of the Board of Directors and shall hold offices for a term of one year or until his or her successor is elected and qualified.

Section 2. Removal. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Directors then in office.

Section 3. Vacancies. A vacancy in any office shall be filled by a majority vote of the Board of Directors.

## ARTICLE III OFFICERS

Section 1. President. It shall be the duty of the President to preside at meetings of the Corporation and Board of Directors and to perform such other duties as ordinarily pertain to the office. The President shall have such other powers and duties as may be prescribed by the Board of Directors from time to time.

Section 2. Secretary. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Corporation, Board and committees, record and preserve the minutes of such meetings, and to perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

Section 3. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Corporation at its annual meeting and at any other time upon

demand by the Board of Directors and to perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

Section 4. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

#### ARTICLE IV INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify any Director or officer or any former Director or officer of the Corporation or any person who is or has served at the request of the corporation as a member, director, officer or employee of another corporation (whether non-profit or for profit), joint venture, trust or other enterprise (and such person's heirs, executors and administrators) against expenses, including attorney's fees, judgment, fines and amounts paid in settlement, actually and reasonably incurred by such person by reason of the fact that such person is or was such member, director, officer or employee in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Non-Profit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law.

Section 2. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or of the Ohio Non-Profit Corporation Law.

#### ARTICLE V ACCOUNTING PERIOD

The annual accounting period for the Corporation shall end on December 31.

#### ARTICLE VI CONFLICT OF INTEREST

Section 1. Approval Requirements. Any Director, officer, employee, agent or volunteer of the Corporation, having an interest, direct or indirect, in a contract or other transaction which is presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of such interested person's

interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such contract or transaction shall be authorized, approved or ratified only upon a favorable vote of at least two-thirds (2/3) of all the Directors present and voting at such meeting. Such interested person shall not vote on, nor use such interested person's personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such interested person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote taken and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 2. Annual Disclosure. The Board of Directors shall adopt policies and procedures relating to conflict of interest which, among other things, will require each Director, officer, employee, agent or volunteer designated by the President to file, upon the assumption of his/her duties and annually thereafter, statement disclosing any interest, direct or indirect, in any contract or other transaction between the Corporation and him/her or a corporation, partnership, proprietorship, firm, association or other entity in which he/she is a director, trustee, officer or employee or in which he/she has a substantial financial interest as a shareholder, partner, owner or otherwise. Any conflict of interest listed on such a statement shall be disclosed to the Board of Directors if not previously so disclosed.

## ARTICLE VII

### STANDING AND ADVISORY COMMITTEES

Section 1. Standing Committees. The following committees shall be standing committees of the Board and shall have such duties and responsibilities as shall be set forth herein and as may be otherwise determined by the Board of Directors. The chairman of any standing committee shall be a member of the Board and shall be appointed by the President. All other members of any standing committee shall be appointed by the President, in consultation with the chairman of such standing committee, and may or may not be directors. In the event such standing committee is empowered by the Board to act on behalf of the Board, then, notwithstanding anything contained in Section 1 of this Article VII to the contrary, the members thereof shall be chosen by the Board and shall include at least one (1) Director. The chairman of any standing committee shall be selected for a term of one (1) year and may serve in such position no more than three (3) consecutive years.

- (1) Governance Committee – The Governance Committee shall have among its responsibility the purpose of identifying, recruiting and proposing persons who may serve as Directors of the Corporation. Its responsibilities also include the orientation of new directors, the on-going education of all Directors to enhance their ability to fulfill their responsibilities and assessing the performance of members of the Board.

- (2) Development Committee – The Development Committee shall be charged with the oversight of the development and capital fund raising activities of the Corporation and shall develop and recommend policies and procedures to the Board for identifying, cultivating, soliciting and recognizing gifts from donors.
- (3) Finance and Investment Committee – The Finance and Investment Committee will have responsibility for oversight of financial matters and recommending policies to the Board with respect to the Corporation’s financial matters. It shall review the annual operating and capital budgets and make recommendations to the Board for approval. The Committee shall monitor budget compliance and financial procedures and review monthly financial reports. The Committee shall also monitor and make recommendations with respect to the Corporation’s investments and the retention of investment managers and consultants in connection with the management of such investments.

The Board may constitute from time to time such other committees, and delegate to such committee such authority, as the Board may determine.

#### Section 2. Advisory Committees.

a. Rivergate Park Council. Rivergate Park, located in the heart of Cleveland on the Cuyahoga River, is being developed as both green space and a water sports venue led by the Supported Organization. In order to assist the Corporation and its support of the Supported Organization, the Corporation forms Rivergate Park Council (the “Council”) to consist of 25-35 influential and engaged members of the community representing the diverse population of Northeast Ohio. The Council will advise, consult with and assist the Corporation with generating publicity for Rivergate Park, promoting and supporting development efforts and participating in the creation of a vision for Rivergate Park. Members of the Council shall be appointed by the Board including designating one of such members as chairman of the Council. The members of the Council and its chairman shall serve for such terms as shall be determined by the Board at the time of their appointment.

b. Others. The President may constitute from time to time such other committees, councils or other bodies (each an “advisory committee”) as the President shall determine. Any advisory committee shall have such purpose to advise, consult and assist the Board, shall be of such size and have such members as the President shall determine. The chairman of any advisory committee shall be appointed by the President and may or may not be a Director. All other members of any advisory committee shall be appointed by the President, in consultation with the chairman of such advisory committee, and may or may not be Directors. The chairman of any advisory committee shall be selected for a term of one (1) year and may serve in such position no more than three (3) consecutive years.

Section 3. Quorum. The number of committee members constituting a quorum for any standing or advisory committee shall be a majority of the number of members of such committee



and a majority of the number of Directors serving on such committee. No act or authorization of an act shall be undertaken by a standing or advisory committee unless first approved by an affirmative vote of a majority of the quorum of such committee who are Directors.

ARTICLE VIII  
PROVISIONS IN ARTICLES OF INCORPORATION

These Regulations are at all times subject to the provisions of the Articles of Incorporation of the Corporation (including in such term whenever used in these Regulations, amendments thereto).

ARTICLE IX  
AMENDMENTS

The Code of Regulations of the Corporation may be amended or repealed by a majority vote of the Board of Directors.

E

**RIVERGATE FOUNDATION**  
**CONFLICTS OF INTEREST POLICY**

**PURPOSE**

The purpose of this Conflicts of Interest Policy (this “Policy”) is to protect the interests of the Rivergate Foundation (the “Organization”) in its decision-making process when entering into any transaction or arrangement that might benefit the private interests of Interested Persons (as hereinafter defined). Interested Persons have a duty in connection with their respective relationships with the Organization to:

- (i) conduct the affairs of and their relationships with the Organization in a manner that furthers the charitable, scientific and educational mission of the Organization without regard to personal benefit;
- (ii) refrain from using any asset or confidential information of the Organization for personal gain; and
- (iii) refrain from material conflicting interests when representing the Organization in business dealings or making recommendations which may influence actions taken by the Organization.

This Policy is intended to supplement, but not replace, any Ohio or federal laws that govern conflicts of interest applicable to nonprofit and charitable corporations which are exempt from federal income tax.

**DEFINITIONS**

1. *Reporting Person.* A “Reporting Person” means any person who is:
  - a. a Director,
  - b. an Officer,
  - c. a Senior Staff Employee (as hereinafter defined), or
  - d. any member of a committee or subcommittee of the Board of Directors of the Organization (the “Board”).
2. *Senior Staff Employee.* A “Senior Staff Employee” means
  - a. the Executive Director, and
  - b. any employee who reports directly to the Executive Director.
3. *Family Member.* A “Family Member” means, in relation to any Reporting Person:

- a. a spouse,
- b. a brother, sister, parent, grandparent, child, grandchild, great grandchild, or
- c. a spouse of any individual identified in 3.b.

4. *Financial Interest.* A “Financial Interest” with respect to a particular matter exists if the person has, directly or indirectly, or as a result of a transaction or arrangement will have, directly or indirectly:

- a. a material business relationship or is contemplating a material business relationship with the Organization;
- b. an ownership interest, material compensation arrangement, investment interest, or significant management position in or with an entity that has a business relationship with or is contemplating a business relationship with the Organization (except for an ownership or investment interest of less than 5% in a publicly-traded entity);
- c. an employment or other compensation relationship with the Organization; or
- d. received or been offered a material gift, gratuity or favor from a person or an entity that has a business relationship with or is contemplating a business relationship with the Organization.

5. *Interested Person.* An “Interested Person” means any Reporting Person who has a Financial Interest or whose Family Member has a Financial Interest.

6. *Disinterested Director or Disinterested Member of a Committee.* A “Disinterested Director” or “Disinterested Member of a committee” is any director or member of a committee of the Board who, for purposes of a particular transaction or arrangement, is not an Interested Person. A director or member of a committee will not be a Disinterested Director or Disinterested Member of a Committee if the director or committee member is a party to a reciprocal arrangement with an Interested Person under which the Interested Person has approved or will approve a material transaction or arrangement that would benefit a director or committee member.

7. *Direct and Material Conflict.* A “Direct and Material Conflict” means any Financial Interest involving a contract, employment or other compensation arrangement between the Organization and the Interested Person or any entity in which the Interested Person owns fifty percent (50%) or more of the equity interest in such entity.

## **SCOPE OF POLICY**

This Policy applies to any transaction or relationship that involves the Organization and an Interested Person. All such transactions or relationships must be properly authorized pursuant

to this Policy by the Organization's directors or committee members (whichever group is acting on the transaction or relationship).

## **PROCEDURES**

1. *Annual Disclosure.* Each Reporting Person shall submit an annual statement to the Chairperson of the Board (the "Chair"). The annual statement shall ask the Reporting Person, to the best of the Reporting Person's knowledge, to:

- a. acknowledge that the Reporting Person (i) has received a copy of and reviewed this Policy; (ii) understands that the Organization is a charitable organization and that in order to maintain its tax exempt status, it must engage in activities that further its exempt purpose; (iii) understands that the procedures of this Policy apply to all committees and subcommittees with Board delegated powers; and (iv) agrees to comply with all of the terms of this Policy; and
- b. disclose whether the Reporting Person is an Interested Person, which disclosure shall include a description of any existing or contemplated Financial Interest or other actual or potential conflict of interest not previously reported.

2. In addition to the annual disclosure, if, at any other time, any Reporting Person becomes aware of a potential Financial Interest with respect to a proposed transaction or business relationship or other actual or potential conflict of interest, the Reporting Person shall promptly notify the Board or the committee that will consider such proposed transaction. Any Reporting Person who is uncertain as to the existence of a Financial Interest in any matter and who desires assistance in interpreting and construing the terms of this Policy may seek advice from the Chair or the Board. Any Reporting Person may request that the determination of whether a Financial Interest or other conflict of interest exists be made by the Chair or the Board, which determination shall be final and conclusive. Consistent with the duty to disclose to the Organization important relevant information known to a Reporting Person, if a Reporting Person perceives the existence of an actual or potential Financial Interest or other conflict of interest involving another Reporting Person or Family Member of any Reporting Person that has not been disclosed to the appropriate committee or the Board, the Reporting Person perceiving the existence of such actual or potential Financial Interest or other conflict of interest shall immediately notify the appropriate committee or the Board.

3. Addressing matters subject to a conflict of interest.

- a. If a Financial Interest or conflict of interest exists or if the Board or Chair determines that a Financial Interest or other potential conflict of interest exists pursuant to paragraph 2 of this Procedures Section, the Organization shall not engage in the transaction or enter into the business relationship unless the Disinterested Directors or Disinterested Members of the committee affected thereby have investigated alternatives to the proposed

transaction or relationship and determined, by a majority vote of the Disinterested Directors or Disinterested Members of the committee, that:

- (i) the transaction or relationship is in the best interests of the Organization;
  - (ii) the transaction is fair and reasonable to the Organization; and
  - (iii) the Organization cannot obtain an equally advantageous transaction or arrangement with reasonable efforts under the circumstances from a person or entity that would not give rise to a conflict of interest under this Policy.
- b. In determining whether a transaction or relationship is fair and reasonable to the Organization, the following shall be considered:
  - (i) appraisals or other independent valuations of the fair market value of the transaction or relationship;
  - (ii) information regarding comparable transactions or relationships between unrelated parties;
  - (iii) offers from comparable competing entities; and
  - (iv) studies of comparable compensation arrangements.
- c. The Disinterested Directors and Disinterested Members of a Committee may utilize such procedures as they deem appropriate in fulfilling their responsibilities under this Policy. Before any vote or other action is taken on any matter with an Interested Person, the Interested Person shall have an opportunity to attend and be heard at the meeting of the Board or affected committee, as the case may be. Unless requested by the Board or the affected committee to leave, the Interested Person may remain for the vote, but, if a member of the Board or affected committee, must abstain. If the matter under consideration involves a Direct and Material Conflict, however, any Interested Person must leave the meeting prior to a vote. An Interested Person shall not count for purposes of determining a quorum for any meeting. The minutes of all Board and affected committee meetings shall disclose:
  - (i) name(s) of the Interested Person(s) (if any) who disclose a Financial Interest in transactions considered at such meetings, the nature of the Financial Interest, and whether the committee or Board determined there was a conflict of interest;
  - (ii) the names of all persons present for discussions or votes relating to the transaction or arrangement, the content of these discussions,

including any discussion of alternatives to the proposed transaction, and a record of the vote; and

- (iii) if an appraisal or any third-party comparable data were considered by the Board or affected committee, the nature and source of the information.

4. *Review.* To insure that the Organization operates in a manner consistent with its charitable purposes and that it does not engage in activities that may jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted of each transaction, relationship or compensation arrangement with an Interested Person to insure that the transaction, relationship or compensation arrangement continues to be reasonable and in the best interest of the Organization.

5. *Violations of the Policy.* If the Board or a committee has reasonable cause to believe that a Reporting Person has failed to disclose a Financial Interest or other possible conflict of interest, it shall inform the Reporting Person of the basis for such belief and afford such person an opportunity to disclose. If, after hearing the response of the Reporting Person and making such further investigation as may be warranted in the circumstances, the Board or affected committee determines that the Reporting Person has failed to disclose a Financial Interest or other possible conflict of interest, the matter shall be referred to the Chair for consideration and recommendation to the Board for appropriate action.

6. *Specific Application of the General Policy.* Set forth below are types of activities or transactions which should not be undertaken by a Reporting Person unless full disclosure to and the consent of a majority of the Disinterested Directors or Disinterested Members of the committee affected thereby has been obtained prior to undertaking the otherwise prohibited activity.

- a. *Sales to the Organization.* No Reporting Person may directly or indirectly sell an item to the Organization except at a price equal to or less than fair market value as determined by at least two independent appraisals, quotations or offers, and upon terms approved by the Board.
- b. *Lending to the Organization.* While loans to the Organization by a Reporting Person of items consistent with the Organization's exempt purposes can be of great benefit to the Organization, such activity may enhance their value. A Reporting Person should not lend any item or maintain it on loan if the Reporting Person is actively planning to sell it.
- c. *Limitation on Gifts.* Except as set forth below, no Reporting Person shall knowingly receive any pecuniary gain or accept anything of value including, without limitation, any payment, gift, loan or entertainment, from a vendor, dealer, consultant, contractor, manager or other person or entity who has proposed or has an existing business relationship with the Organization. The following are permissible exceptions:

- (i) Gifts of nominal value, gifts of modest value that appear to be part of a general distribution to clients or customers, for example, holiday gifts and meals and social invitations that are in keeping with good business ethics and do not obligate the recipient to take or refrain from taking any action.
  - (ii) Payments for serving in an official capacity or for providing services (not related to the Organization) to an individual or entity described above so long as such payments are disclosed to the Board. For example, service and payment for acting as a director, officer, attorney or accountant for an entity that such person knows is a vendor to the Organization must be disclosed in accordance with this Policy, but Board approval to serve in such capacity is not required.
- d. Use of Organization Services, Property or Facilities. A Reporting Person seeking staff assistance or the use of Organization property or facilities should not expect that such assistance or use will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs. To the extent that extraordinary assistance or use is provided, there should be a clear understanding of how this assistance or use will benefit the Organization.
- e. Confidential Information. A Reporting Person must never use information received while serving the Organization if the personal use of such information would be detrimental in any way to the Organization. No Reporting Person shall share with a third party confidential information obtained in the course of the Reporting Person's duties. This includes the briefing materials prepared in advance of meetings, minutes of meetings, discussions which may occur at meetings and any confidential information regarding the operations of the Organization.

7. *Modification of Policy.* This Policy shall be interpreted and, as necessary, amended by the Board to protect the interests of the Organization and to comply with applicable law.



**RIVERGATE FOUNDATION**  
**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Please answer the following questions to the best of your knowledge in regard to Rivergate Foundation (the "Organization"). For purposes of this Disclosure Statement "Family Member" means your spouse and your brothers, sisters, parents, grandparents, children, grandchildren or great grandchildren and their respective spouses.

**YOUR ANSWERS TO THE FOLLOWING SHOULD COVER THE YEARS 2006 TO PRESENT.**

*Please answer the following questions. If you indicate yes, please use the space provided below each question to explain your response. A "yes" response generally indicates a possible conflict of interest. The Organization will determine the materiality or significance of any response pursuant to the policy attached hereto. If necessary please use the reverse side to provide further details in response to the questions below.*

1. Do you, or does a Family Member have or will have, directly or indirectly, a material business relationship or is contemplating a material business relationship with the Organization? \_\_\_\_\_ (Yes or No)

2. Do you, or does a Family Member have or will have, directly or indirectly, an ownership interest, material compensation arrangement, investment interest or significant management position in or with any entity or person with which the Organization has, or is negotiating, a business relationship (other than an ownership interest or investment interest of less than five percent in a publicly-traded entity)? \_\_\_\_\_ (Yes or No)

3. Are you, or is a Family Member employed by, or otherwise currently accepting compensation from, the Organization? \_\_\_\_\_ (Yes or No)

4. Have you or a Family Member received or been offered a material gift, gratuity or favor from a person or entity that has or is contemplating a business relationship with the Organization? \_\_\_\_\_ (Yes or No)

5. Do you, or does a Family Member, have any other conflicts of interest or potential conflicts of interest involving the Organization? \_\_\_\_\_ (Yes or No)

**I have reviewed the Conflicts of Interest Policy of the Organization and agree to comply with its terms. My answers to the foregoing questions are correctly stated to the best of my knowledge. I understand that the Organization is a charitable organization that must engage in activities consistent with its exempt purpose in order to maintain its tax-exempt status and remain in compliance with federal and state statutes, and that this Policy applies to all Directors, Officers, Senior Staff Employees and members of any committee or subcommittee of the Board of Directors of the Organization. I understand that I must promptly notify the Chairperson of the Board of any change in circumstances that would result in a possible conflict of interest.**

\_\_\_\_\_  
Date

**F**

## **RIVERGATE FOUNDATION**

### **ACTION BY DIRECTORS WITHOUT MEETING**

The undersigned, being all of the Directors of Rivergate Foundation, an Ohio nonprofit corporation (the "Corporation"), do hereby waive any and all notice required by law with respect to the time, place or necessity for a meeting of the trustees of the Corporation and do hereby in writing without a meeting, pursuant to Section 1702.25 of the Ohio Revised Code, consent to and adopt the following resolutions:

#### **Code of Regulations**

RESOLVED, that the Code of Regulations, attached hereto as Exhibit A, is hereby approved and adopted and ordered to be filed with the records of the Corporation.

#### **Conflicts of Interest Policy**

RESOLVED, that the Conflicts of Interest Policy, attached hereto as Exhibit B, is hereby approved and adopted and ordered to be filed with the records of the Corporation.

#### **Election of Officers**

RESOLVED, that the following persons are hereby elected to the offices set opposite their respective names to serve at the pleasure of the Board of Trustees.

President:	Jonathan Adams
Treasurer:	Kerry Watterson
Secretary:	Kerry Watterson
Assistant Secretary:	Doug Carlson

#### **Ratification of Acts of Incorporator**

RESOLVED, that all actions taken and all things done and all expenditures made by the Incorporator of the Corporation in connection with the organization and incorporation of the Corporation are hereby ratified, approved and adopted in all respects.

### Designation of Depository

RESOLVED, that until otherwise ordered, the depository of the funds of the Corporation shall be Huntington Bank and said company is hereby designated and appointed such depository; and

RESOLVED, that the resolutions set forth in such certificate with the blanks completed as hereinafter provided, are hereby adopted; and that the Secretary is authorized to certify said adoption to said company; and

RESOLVED, that all checks or drafts drawn against said account of the Corporation shall, in addition to the name of the Corporation, bear the signature of the President or Treasurer; and

RESOLVED, that said company shall be furnished with a specimen of signatures of said officers of the Corporation.

### Application for Tax Exempt Status

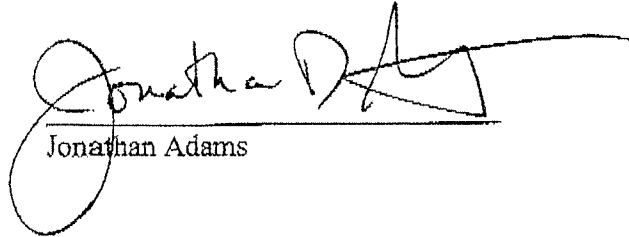
RESOLVED, that the officers of the Corporation are hereby instructed and authorized, with the advice of counsel, to prepare an application for exemption of the Corporation from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and file all documents and do all things deemed by them to be in the best interests of the Corporation in connection with such application for exemption, including the execution of powers of attorney in favor of counsel to represent the Corporation, and take such other actions as may be necessary, desirable or convenient to secure such exemption from taxation under the Code.

FURTHER RESOLVED, that each of the officers of the Corporation is hereby authorized to sign applications, requests for rulings, powers of attorney and any other documents deemed necessary in connection with such application for exemption under the Code.

### Authorization of Filings with State Governmental Offices

RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute and file with the appropriate governmental authorities, on behalf of the Corporation, such documents as may be necessary to comply with the requirements of Ohio charitable trust registration.

IN WITNESS WHEREOF, the undersigned have executed this instrument this  
6th day of Sept 2011.

  
Jonathan Adams

\_\_\_\_\_  
William Braun

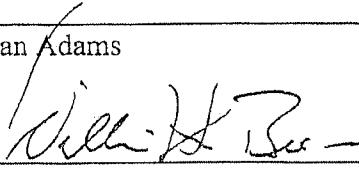
\_\_\_\_\_  
Robert Valerian

\_\_\_\_\_  
Kerry Watterson

\_\_\_\_\_  
Sarah Ott-Hansen

IN WITNESS WHEREOF, the undersigned have executed this instrument this  
3<sup>rd</sup> day of September 2011.

\_\_\_\_\_  
Jonathan Adams

  
\_\_\_\_\_  
William Braun

\_\_\_\_\_  
Robert Valerian

\_\_\_\_\_  
Kerry Watterson

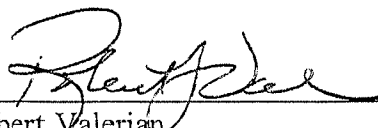
\_\_\_\_\_  
Sarah Ott-Hansen

IN WITNESS WHEREOF, the undersigned have executed this instrument this

2nd day of Sept 2011.

\_\_\_\_\_  
Jonathan Adams

\_\_\_\_\_  
William Braun

  
\_\_\_\_\_  
Robert Valerian

\_\_\_\_\_  
Kerry Watterson

\_\_\_\_\_  
Sarah Ott-Hansen



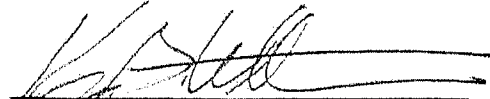
IN WITNESS WHEREOF, the undersigned have executed this instrument this

31<sup>st</sup> day of August 2011.

\_\_\_\_\_  
Jonathan Adams

\_\_\_\_\_  
William Braun

\_\_\_\_\_  
Robert Valerian



\_\_\_\_\_  
Kerry Watterson

\_\_\_\_\_  
Sarah Ott-Hansen

IN WITNESS WHEREOF, the undersigned have executed this instrument this

2 day of Sept 2011.

\_\_\_\_\_  
Jonathan Adams

\_\_\_\_\_  
William Braun

\_\_\_\_\_  
Robert Valerian

\_\_\_\_\_  
Kerry Watterson

Sarah Ott-Hansen  
Sarah Ott-Hansen