



CITY COUNCIL ACTION ITEM

Date May 14, 2009

TO: Mayor and City Council

FROM: John Szerlag, Acting City Manager
Tonni L. Bartholomew, City Clerk

SUBJECT: Request for Recognition as a Nonprofit Organization Status from Mark Wolodkowicz, President & Program Director for Free Desire, Inc.

Background:

- Attached is a request from Mark Wolodkowicz, President & Program Director of Free Desire, Inc., seeking recognition as a nonprofit organization status for the purpose of obtaining a charitable gaming license for fundraising purposes. It has been City Management's practice to support the approval of such requests.

Options:

- City Council can approve request.

Attachment:

- Document package supporting the request for recognition as a non-profit organization.

FREE DESIRE, INC.
Alternative Education, Substance & Abuse Program
2838 East Lang Lake Road, Ste. 100
Troy, MI 48038-7026
Phone: 248-726-0127 Fax: 248-726-0087
Email: mwfdi@aol.com

May 12, 2009

The Honorable Louise E. Schilling
Mayor of Troy
500 W. Big Beaver
Troy, MI 48084

Dear Mayor Schilling,

I am writing you on behalf of our organization, Free Desire, Inc., with hope the City of Troy will allow us to organize and host a series of four events of Millionaire Party, each event four days through the remaining months of year 2009.

Our budgeted needs call for various sources of funds, such as: federal and state grants, foundations, private organizations, and fundraisers. Millionaire Party type falls in the last category of fundraisers, which is our responsibility. This particular event will help us to be operable and sustainable, while securing other sources of funds.

Free Desire Incorporated (F.D.I.), non-profit organization was established in September of 2008. F.D.I. has been a 501© (3) entity since November 21, 2008.

The program is designed for judges to send perspective clients/students to our facilities, to be given counseling, vocational training, entrepreneurial skills that will impact their future. The duration of each individual's time in the program is six months, seven days a week; from 9:00 a.m. to 10:00 p.m.

The Free Desire Life-Alternatives Substance Abuse Program provides District Court Judges in the State of Michigan with sentencing options when deciding the fate of non-violent criminals. Our purpose is rehabilitation of these offenders by a focused counseling and vocational education. One of the unique characteristics of our Program is that individual is required to participate in Cultural Enrichment Activities as a part of substance abuse treatment. FDI, Inc. provides a forum where life's complexities can be discussed, shared and understood. Participants have the opportunity to select from a variety of vocational classes that upon completion will open the door to the future employment.

Please accept in advance our thank you for your assistance in this matter.

Sincerely,



Mark Wolodkowicz

President & Program Director
Free Desire, Inc.



Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillsdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL 432.103(9))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____,
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____.
APPROVAL/DISAPPROVAL

APPROVAL	DISAPPROVAL
Yeas: _____	Yeas: _____
Nays: _____	Nays: _____
Absent: _____	Absent: _____

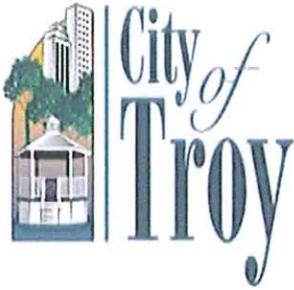
I hereby certify that the foregoing is a true and complete copy of a resolution offered and
 adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL
 meeting held on _____.
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R10/06)



CITY OF TROY

SOLICITATION – FUND RAISING

Date Received: _____

File the following information with the City Clerk's Office at least 21 days prior to the time when the permit is desired. TIME SPAN FOR PERMIT IS NOT TO EXCEED NINETY (90) DAYS.

Name of Organization:

FDI

Phone:

(248) 726-0127

Local Address:

2838 E. Long Lake Rd. suite 100

City/Zip:

TROY, MI 48085

Home Address (if different):

City/Zip:

Name of Parent Organization:

N/A

Address:

Local Representative/Officers:

Name	Title	Phone
<u>MARK WOŁODKOWICZ</u>	<u>President</u>	<u>(248) 726-0127</u>

Person in Charge of Solicitations: MARK WOŁODKOWICZ

How are funds solicited: Grants, Foundations, Fundraising

Locations/Dates/Times:

Locations	Dates	Times
<u>23137 Coolidge Hwy.</u>	<u>June 7 to June 10, 09</u>	<u>2:00 PM - 2:00 AM</u>
<u>23137 Coolidge Hwy.</u>	<u>June 15 to June 18, 09</u>	<u>2:00 PM - 2:00 AM</u>
<u>Oak Park, MI</u>	<u>July 8 to July 11, 09</u>	<u>2:00 PM - 2:00 AM</u>
<u>48237</u>	<u>July 22 to July 25, 09</u>	<u>2:00 PM - 2:00 AM</u>

To what purpose will you put these funds: Day to Day operation

What is the requested amount for contribution: \$5,000.00



CITY OF TROY

SOLICITOR'S APPLICATION

Date filed: _____

Please complete all information and return with all required solicitation documents to the City Clerk, 500 West Big Beaver, Troy, Michigan 48084

	NAME	LOCAL ADDRESS	HOME ADDRESS
1.	_____	2970 E. Longlake Rd Troy, 48085	Shell Gas Station
2.	New Ning Sing	2918 E. Longlake Rd. Troy MI 48085	Judy's Bar
3.	Avalon Healthcare	2838 E. Longlake Troy, MI	_____
4.	hork	2858 E. Longlake Rd Troy, MI 48085	
5.	_____	2938 E. LONG LAKE RD, 212 TROY, MI 48085	
6.	and fuzi	2885 E. Long Lake Rd Troy MI 48085	
7.	_____	2885 E Long Lake Rd Troy MI 48085	
8.	BWS	2825 E Long Lake Rd Troy MI 48085	
9.	VIRGINIA LAMKIN	5190 RENSRAW Troy MI	SAME
10.	Amy M. Norris	5189 Renshaw Troy MI 48085	Same
11.	Syed Haider	5209 Fedora Dr Troy MI 48085	Same
12.	Kevin Stibbe	5082 Fedora Dr. Troy MI 48085	SAME

CONSTITUTION OF
FREE DESIRE
A NON-PROFIT CHARITABLE CORPORATION

To further common purposes, the members agree to organize under this constitution:

ARTICLE ONE

NAME

The name of the organization shall be FREE DESIRE. The organization shall also be known as Free Desire, Inc., Free Desire.org, and F.D.I. in the abbreviated form.

ARTICLE TWO

PRINCIPAL OFFICE

The principal office of the organization shall be at 2555 Crooks Rd., Suite 250, Troy, MI. 48084. The corporation may have such other offices as may from time to time be designated by its board of directors.

ARTICLE THREE

PURPOSES

The purposes on which this organization is formed are:

A. Primary: To help those lost in life find new directions for their future.

1. To provide a forum where life's complexities can be discussed, shared, and understood.
2. To make available to the community an educational site for the arts and vocational training.
3. To offer substance abuse counseling in a productive atmosphere emphasizing alternative pathways of life.
4. To raise funds through memberships, donations, contributions, social functions or other means such as gifts and bequests.
5. To provide programs, projects and services for the community which will motivate troubled youth in following a pathway to life fulfillment.
6. To facilitate ways and means for the advancement of educational and professional interest of our land through discussions and open forum.

B. Secondary:

1. To exercise all rights and powers conferred on non-profit organizations pursuant to the General Non-Profit Organization Law and other laws of the State of Michigan, including, but not limited to, the power to contract, rent, buy, or sell personal or real property; provided, however, that this organization shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the primary purposes of the organization.
2. To ensure that no part of the organization's net earnings, if any, will inure to the benefit of the officers, members or other private persons of the organization.
3. To coordinate with the local community, government agencies, and other social and civic entities in achieving its goals.

C. General:

1. The general purposes for which this organization is formed are to operate exclusively for such charitable, civic, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code

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of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

2. This organization shall not, as a substantial part of its activities, carry on propaganda or otherwise to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR

POWERS

In furtherance of the objectives described above, but not limited to these, the organization shall have power, insofar as such power is conferred, or is not limited, by law,

- a) to make and perform contracts for any lawful purpose,
- b) to solicit donations, bequests and gifts from any source and to own and use the same consistent with the purpose for which this organization is formed and in accordance with the terms and conditions of the bequests, donations and gifts,
- c) to engage in various funding and fund-raising activities, and
- d) to acquire, own, hold, operate and maintain such property as to effectuate its purposes.

ARTICLE FIVE

MEMBERSHIP

The organization shall have subscribing members. Subscribing members are individuals who pay the annual membership dues. However, additional classes of membership may be added in the bylaws or upon the recommendation of the membership committee at the annual general meeting.

All voting rights and other rights, interests, and privileges of each subscribing member shall be equal.

The rights and privileges of members, their liability for dues and assessments, and the termination and transfer of membership shall be as stated in the bylaws.

ARTICLE SIX

GOVERNING BODY

The powers of the organization shall be exercised and its property controlled by the Board of Directors of the organization. The Board of Directors shall be elected from the general membership. The qualifications, the time and manner of election and terms and duties of office, and the manner of filling vacancies shall be set forth in the bylaws.

A.. Powers of the Board of Directors.

1. All appropriations and raising of funds must be made by the board of directors with the cooperation of the members; accept any donations, bequests or gifts.
2. The board of directors shall have the power to provide and maintain offices or real estate for the organization.
3. Furthermore, the board of directors may perform such other duties that are deemed beneficial to the organization.

ARTICLE SEVEN

BOARD OF DIRECTORS

Members of the Board of Directors. The directors are the policy makers of the organization. Thus, all issues, policies, resolutions and other matters relating to the organization shall be presented to the directors for deliberation. The directors shall consist of at least nine members but not more than twenty seven. The qualifications, the time and manner of electing, the duties, the terms of office, and the manner of removing directors shall be set forth in the bylaws.

B. Officers of the Board. The officers of the board shall be

1. Chairperson
2. Senior Vice Chairperson

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- 3. Junior Vice Chairperson
- 4. Recording Secretary
- 5. Treasurer

Other offices and officers may be established or appointed by the board of directors of the organization at any regular or special meeting or as specified in the bylaws. The qualifications, the time and manner of electing, the duties, the terms of office, and the manner of removing officers shall be set forth in the bylaws.

C. Standing Committees. The organization shall have at least two standing committees:

- 1. Executive Committee. The executive committee shall consist of the officers of the board.
- 2. Membership Committee. A membership committee shall be established by the chairperson after the election of officers.

ARTICLE EIGHT

AMENDMENTS TO CONSTITUTION

This constitution may be amended or repealed, in whole or in part, only by a majority vote of the organization's subscribing members at a meeting of the organization that is called for this purpose.

ARTICLE NINE

BYLAWS

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided in such bylaws, and the amendments to the bylaws shall be binding on all subscribing members, including those who may have voted against them.

ARTICLE TEN

DISSOLUTION

The organization shall be dissolved and its affairs wound up by a two thirds vote of the organization's subscribing members on a meeting especially called for the dissolution of the organization.

ARTICLE ELEVEN

DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon the dissolution or winding up of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization, shall be distributed to a nonprofit fund, foundation, or organization that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The manner of distribution shall be determined by the members present as described in Article Ten.

This first amendment of the constitution is adopted on _____ at _____ Troy, MI.
 This constitution shall take effect on _____.

IN WITNESS WHEREOF, we, the undersigned being the person herein below named as the Officers of FREE DESIRE certify that this constitution was adopted by a majority of the subscribing members present at the annual general meeting held on _____ at _____ Troy, Michigan.

Signed: _____ Date: _____

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BYLAWS OF
FREE DESIRE
A NON-PROFIT ORGANIZATION

To support the constitution of the FREE DESIRE, the members agree to the following provisions of the bylaws:

BYLAW ONE

MEMBERSHIP

Any person who is eighteen years or older, is eligible to become a member of the organization, with full voting and other privileges, if qualified under such rules as the membership committee may provide.

Types of Membership:

1. Subscribing Member - A member of good standing, having paid the membership dues shall be entitled to one vote in the affairs of the organization. Subscribing members are entitled to all membership privileges including the right to vote. A subscribing member has the right to hold office.

Duration of Membership:

Duration of membership is one year, from January to December of each calendar year.

Resignation:

Any member of the organization who wishes to resign shall submit a letter of resignation addressed to the chairperson or the recording secretary of the organization. Donations given or fees paid, if any, cannot be returned or refunded to the resigning member.

Suspension and Expulsion:

If, in a written and signed communication addressed to the membership committee, any member of the organization shall be charged with conduct detrimental to the objects or interests of the organization or in violation of its constitution, bylaws, code of ethics, or rules and regulations, the membership committee shall consider the matter. If it shall decide to take further action, the corresponding secretary shall send a copy of the charges to the accused member, who shall be given thirty days to reply. The membership committee shall take further action as it may deem proper. If a majority of the members of the membership committee, after a fair and impartial hearing on due notice to the accused member, such notice to be given by the corresponding secretary by registered or certified mail to the accused member at member's last known address at least thirty days before the hearing, shall be satisfied of the truth of the charges, the membership committee may request the offending member to resign or may suspend or expel the member. Should the member elect not to resign on such request, his or her name shall be stricken from the rolls by the Membership Committee.

BYLAW TWO

FEES AND DUES

Joining Fee. There shall be no joining fee for membership in the organization. However, the board of directors may impose such fees as deemed appropriate through a Board resolution.

Annual Membership Dues. The annual dues required for subscribing membership in the organization shall be determined by the vote of the Board of Directors, on recommendation of the membership committee. Dues may be varied from year to year, but shall be the same for all subscribing members. Membership shall be effective from January to December of the same calendar year.

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BYLAW THREE

MEETINGS

A. Annual General Meeting.

There shall be an annual general meeting of the organization during the month of January, each year, unless otherwise ordered by the Board of Directors, for election of officers and directors, receiving reports, and the transaction of other business. Meetings shall be open to all members. Notice of such meetings, issued by the corresponding secretary, shall be communicated to all members at least seven days before the time appointed for the meeting.

The executive committee shall have a regular meeting at the time and place of the annual general meeting, and shall report to the membership on its activities. It shall meet on the call of the chairperson or the recording secretary. It shall meet on demand of a majority of Board of Directors or a majority of the subscribing members of the organization.

B. Regular Meetings.

The Board of Directors shall meet regularly on a date and place that shall be agreed upon by the majority of the Board of Directors.

C. Special Board Meetings.

Special Board meetings of the organization may be called at any time by the chairperson, or in the chairperson's absence by the vice chairperson or recording secretary, or on the written request of at least three of the Board of Directors. Seven days' notice of any special Board meeting must be given and the notice must state the object of the meeting.

D. Special General Meeting.

A special general meeting may be called by the chairperson or at least one third of the Board of Directors in writing, stating the reason for the meeting and giving at least fifteen (15) days notice to all members except in cases of extreme emergency. The corresponding secretary shall communicate to all members notice of such meeting, stating the purpose, time, date and place of the meeting.

D. Quorum.

One third of the Board of Directors of the organization shall constitute a quorum in any meeting, and in case there are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

E. Order of Business.

The order of business at the annual and other meetings shall be as follows:

1. Call to order.
2. Reading of minutes of previous meeting and the adoption thereof.
3. Communications and announcements.
4. Reports of officers.
5. Reports of committee heads and committee members.
6. Unfinished business and matters arising from previous minutes.
7. New business.
8. Election of officers. This is only applicable at the annual meeting.
9. Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in the latest edition of Robert's Rules of Order shall govern, when not in conflict with these bylaws.

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BYLAW FOUR

OFFICERS

A. Terms.

The officers of the Board shall serve for a term of one year and until successors are duly sworn in. Officers are eligible for re-election and may serve for six consecutive terms. Directors are eligible for re-election. Vacancies in any office may be filled by appointment of the Board of Directors from among the organization's subscribing members. Such appointment shall expire at the time of the annual general meeting and an elected replacement shall be voted for the remaining balance of the term thereat.

B. Chairperson.

The chairperson shall be the chief officer of the organization, and shall be present at meetings of the organization and of the executive committee. The chairperson shall be an ex-officio member of all committees. The chairperson shall communicate to the organization such matters and make such suggestions as may in the chairperson's opinion tend to promote the welfare and increase the usefulness of the organization, and shall perform such other duties as are necessary incident to the office.

C. Vice Chairperson.

The vice chairperson shall perform all duties of the chairperson during the absence of the chairperson. In the event that the chairperson resigns, dies or becomes incapacitated, the vice chairperson shall assume the duty of chairperson for the remaining term. The vice chairperson shall also be a member ex-officio of all committees.

D. Treasurer.

The treasurer shall keep an account of all moneys received and expended for use of the organization, and shall make disbursements authorized by the Board of Directors or such other persons as the members may prescribe. All sums received shall be deposited by the treasurer in the bank or banks approved by the Board of Directors, and the treasurer shall make a report at the annual meeting or when called upon by the chairperson or by the Board of Directors. Funds may be drawn only on the signatures of the treasurer or other officers as designated by the Board of Directors. The funds, books, and vouchers in the hands of the treasurer shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection of the directors, officers or subscribing members of the organization. At the expiration of the treasurer's term of office, the same shall deliver to his or her successor all books, moneys, and any other property of the organization currently in the treasurer's possession.

E. Assistant Treasurer.

To assist the treasurer in the performance of his or her duties.

F. Recording Secretary.

It shall be the duty of the recording secretary:

1. To attend all meetings of the organization and all committees and to make provision for the keeping and reporting of an accurate record of proceedings;
2. To carry into execution all orders, votes, and resolutions not otherwise committed;
3. To establish machinery for the collection of dues and their payment to the treasurer;
4. To keep records of any agents retained by the organization, and to take charge of and supervise the performance of such agents of their duties;
5. To prepare, with the concurrence of the treasurer, an annual report of the transactions and condition of the organization, and generally to act in the best interests of the organization.
6. To act as the interim chairperson should the vice chairperson refuse or is unable to perform his duties.
7. To direct the activities of the organization and perform such other duties as may be defined by the Board of Directors.

G. Corresponding Secretary.

The corresponding secretary shall assist the recording secretary in carrying out his or her duties and perform such other duties as may be defined by the executive committee. It shall also be the duty of the corresponding secretary:

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1. To give notice of all meetings of the organization and all committees;
2. To conduct correspondence for the organization;
3. To keep a list of the members of the organization.

H. Public Relations Officer.

It shall be the duty of the public relations officer to represent the organization, deal with government agencies and other government instrumentalities, and other organizations in pursuant of the organization's goals and objectives. It shall also be the duty of the public relations officer to act as the keeper and administrator of any property entrusted to him or her by the organization.

I. Auditor.

It shall be the duty of the auditor to ensure and certify that the books of the organization are kept in accordance with proper accounting principles. The auditor shall assist the treasurer in preparing financial statements and other money related reports to be presented at the annual general meeting or any other meeting that may require such reports.

J. Duties and Responsibilities of Other Officers.

The duties and responsibilities of the other officers shall be defined by special resolutions by the Board of Directors.

BYLAW FIVE

ELECTIONS

A. Board of Directors.

At the annual meeting next held after the adoption of these bylaws, there shall be elected by vote a maximum of nine (9) Board of Directors for a term of three years. For the next two years, a maximum of nine directors shall be elected each year for a term of three years until a total number of twenty seven directors are in office. At each annual general meeting thereafter, a number of directors equal to that of those whose terms have expired or are about to expire shall be elected for a term of three years.

Any director whose term is expiring at the time of the annual general meeting shall be eligible for re-election. The elected members of the Board of Directors shall, on election, immediately enter the performance of their duties and shall continue in office until their successors are duly elected.

Vacancy. Any vacancy occurring on the Board of Directors shall be filled by appointment by the Board of Directors. The appointment shall be in force until the next elections at the annual general meeting where a director shall be elected to fulfill the rest of the three year term.

B. Qualifications.

Any subscribing member running for office shall be of good moral character and not having been convicted of any criminal or civil offense in any court of law in the United States or overseas.

C. Officers of the Board.

The election of organization officers of the board shall take place annually at the time and place of the annual general meeting. Elected members of the Board of Directors only shall be eligible for office and shall be entitled to vote. Candidates who receive a majority of votes so cast shall be elected.

D. Committee on Election.

A committee on election, consisting of at least three (but not more than five) members, shall be appointed by the chairperson prior to the annual general meeting to formulate rules and regulations, and to supervise the election of directors and officers.

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BYLAW SIX

CONDUCT AND DISCIPLINE OF THE OFFICERS AND BOARD OF DIRECTORS

1. Any officer or member of the Board or their immediate family has fiduciary relationship with the Board but he or she is prohibited from participating in deliberations that will benefit him or her or their immediate family.
2. Any officer or member of the Board charged with a felony under any federal or state law must take leave of absence until a final resolution of the charge is reached.
3. Attendance. Members of the Board shall attend at least fifty percent of all regular meetings of the organization. Failure to attend fifty percent of the regular meetings will automatically bring a request in writing for the resignation of the offending member from the Board. Failure to respond within fifteen (15) days by the member to the resignation letter will automatically result in the termination of office.

BYLAW SEVEN

COMMITTEES

A. Standing Committees. The organization shall have at least two standing committees: the executive committee comprising of the officers, and a membership committee of at least three persons. Additional standing committees may be established from time to time by a vote of the Board.

Each standing committee shall have a chairperson, who shall be responsible for directing and coordinating the affairs of the committee.

B. Executive Committee. The executive committee shall consist of the elected officers. The executive committee shall have supervision, control, and direction of the affairs of the organization, shall execute the policies, and decisions of the membership, shall actively prosecute the organization's objects, and shall have the responsibility of the disbursement of funds in accordance with the planned programs, orders and resolutions adopted by the Board of Directors of the organization. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint subcommittees or agents to work on specific problems or reports.

C. Membership Committee. The membership committee shall determine those qualifications required for membership in the organization. It shall also determine those qualifications required for subscribing membership, and the terms and privileges thereof. It shall make recommendations as to the imposition and amount of dues to be paid by subscribing members, and the time for payment thereof. The membership committee shall report on matters of interest at annual meetings of the organization. Members of membership committee shall be appointed by the chairperson if no one is elected thereat. The membership committee shall compose of at least three members.

BYLAW EIGHT

MAIL VOTE

When, in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the membership, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these bylaws, submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within five weeks after such submission to the membership, provided that, in each case, votes of at least ten percent of the eligible members shall be received. Action taken in this manner shall be effective as action taken at a duly-called meeting.

BYLAW NINE

AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, by a two thirds majority votes of the members present, provided notice, signed by at least two subscribing members, thereof to all voters, including the subject of the proposed amendment, submitted in writing to the Board, at a previous meeting, were stated in the call for the meeting.

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BYLAW TEN

LIABILITIES

Nothing in these bylaws shall constitute members of the organization as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the organization. Nor shall any member, officer, agent, or employee be liable for his or her acts or failure to act under these bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

BYLAW ELEVEN

FUNDS

- A. Finances. This organization is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. The organization shall use its funds only for objects and purposes specified in these bylaws
- B. Bonding. Persons entrusted with the handling of the organization funds may be required, at the discretion of the Board of Directors, to furnish, at the organization's expense, a suitable fidelity bond.
- C. Checks. All checks must be signed by the treasurer or other designated signatories as prescribed by the board of directors.

BYLAW TWELVE

INSIGNIA

The following image is the official logo of the organization. It shall appear in all official correspondence and stationery of the organization. It shall not be used for private purposes and shall not be displayed publicly without the consent of the board of directors of the organization.

FREE DESIRE

The board of directors may adopt or change insignias, colors, badges, and flags for the organization as it seems desirable.

BYLAW THIRTEEN

DISSOLUTION

The organization may be dissolved and its affairs wound up by a two thirds vote of the organization's subscribing members present on a meeting especially called for the dissolution of the organization. The property of the organization is irrevocably dedicated to social, charitable, educational and the promotion of community welfare. No part of the net income of assets of the organization shall inure to the benefit of any director, officer, or member of any private person. Upon the dissolution or winding up of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization, shall be distributed to a nonprofit fund, foundation, or organization that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The manner of distribution shall be determined by the subscribing members present at the meeting.

BYLAW FOURTEEN

ADOPTION

IN WITNESS WHEREOF, We, the undersigned being the persons herein below named as the Officers of FREE DESIRE certify that these bylaws were adopted by a majority of the subscribing members present at the special general meeting held on the ____ day of _____ 2007, at 2555 Crooks Road, Suite 250, Troy, State of Michigan, 48084.

MW

Free Desire Incorporation
557 Andover Ct.
Rochester Hills, MI 48306
Ph. 248 726 0127
Fax 248 726 0087

Amendment 1

Art II cont.

(B) ~~Provision A~~

Said organization is organized exclusively for charitable, educational and scientific purposes, the making of distributions to the organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(C) ~~Provision B~~

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 503 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

MW

Michael W. ... 5/12/09

CHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

(FOR BUREAU USE ONLY)

ADJUSTED PURSUANT TO
TELEPHONE AUTHORIZATION

per M. Wlad Kowicz
This document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.

SEP 03 2008

FILED

SEP 03 2008

Administrator
BUREAU OF COMMERCIAL SERVICES

Name			
Address			
City	State	Zip Code	

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

70387G

ARTICLES OF INCORPORATION

For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

FREE DESIRE

ARTICLE II

The purpose or purposes for which the corporation is organized are: *See Attached*

(A) THE PURPOSES ARE NON PROFIT, CHARITABLE, AND CIVIC.
THE CORPORATION SHALL ENDEAVOR TO PROVIDE ALTERNATIVES
TO SUBSTANCE ABUSE BY FOCUSING ON THE ARTS AND DEVELOPEMENT
OF VOCATIONAL SKILLS AND PERFORMING COMMUNITY SERVICE.

ARTICLE III

1. The corporation is organized upon a NON STOCK basis.
(Stock or Nonstock)

2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is 1/ ONE. If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

348/100 120.00 1/3 113290

ARTICLE III (cont.)

3. a. If organized on a nonstock basis, the description and value of its real property assets are (if none, insert "none")

NONE

b. The description and value of its personal property assets are: (if none, insert "none")

NONE

c. The corporation is to be financed under the following general plan:

FINANCING WILL COME FROM MEMBERSHIP DUES, DONATIONS, AND FUNDRAISING PROJECTS.

d. The corporation is organized on a MEMBERSHIP basis. (Membership or Directorship)

ARTICLE IV

1. The address of the registered office is

557 ANDOVER Ct, Rochester Hills, MI 48306

(Street Address)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box), Michigan (City) (ZIP Code)

3. The name of the resident agent at the registered office is:

MARK WOLODKOWICZ

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

MARK WOLODKOWICZ Free Desire Incorporation 557 Andover Ct.; Rochester Hills, MI 48306

Frederick K. Lewerenz, D.O. same

Theodore R. Densley, M.D. same

Dennis W. Mosley same

6. Nonprofit corporation only: Member, shareholder, or board approval

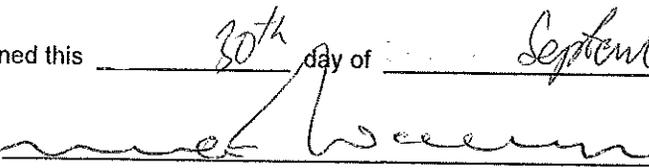
The foregoing amendment to the Articles of Incorporation was duly adopted on the 30th day of September, 2008 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations	
Signed this	<u>30th</u> day of <u>September</u> , 200 <u>8</u>
By	
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)	
<u>Mark Wolodkowicz</u>	<u>President</u>
(Type or Print Name)	(Type or Print Title)

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 21 2008

FREE DESIRE INCORPORATION FDI
557 ANDOVER CT
ROCHESTER HILLS, MI 48306-4289

Employer Identification Number:
35-2291865
DLN:
17053091300038
Contact Person:
PAULA J MOLL-MALONE ID# 31262
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
September 3, 2008
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

EFFECTIVE DATE
January 02, 2009



LICENSE #
MICS 41018

FREE DESIRE INC
557 ANDOVER CT
ROCHESTER HILLS, MI 48306

CHARITABLE SOLICITATION LICENSE

of

Free Desire Inc

EXPIRATION DATE: July 31, 2009

1. **Your next application to renew this license is due no later than July 01, 2009.** This is 30 days prior to the expiration date shown above. Please calendar the date now. Forms are available on the Attorney General's web site at: www.michigan.gov/ag or may be requested by contacting the Charitable Trust Section at (517) 373-1152.
2. **Extensions** of the license may be requested if required information will not be available prior to the renewal application due date. A written request for an extension must be received on or before the above expiration date of the license.
3. **Throughout the year**, notify us within 30 days of changes in the following:
 - Name or address
 - Board of directors
 - Resident agent
 - Methods of soliciting donations
 - Fiscal year end
 - Purposes
 - Amendments to the bylaws or constitution of the organization
 - Amendments to your articles of incorporation, submitting copies of amendments assumed names or name changes that show evidence of proper filing with the appropriate state agency
 - If any other state has prohibited solicitation activity by your organization
4. Any **contracts** you enter into with professional fund raisers must be submitted to our office within 10 days of execution.

Form 1023 Checklist

(Revised June 2006)

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

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- Employer Identification Number (EIN)
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms
 - Financial information should correspond with proposed activities.
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|----------------|------------|--|
| Schedule A | Yes ___ No ___ | Schedule E | Yes ___ No ___ |
| Schedule B | Yes ___ No ___ | Schedule F | Yes ___ No ___ |
| Schedule C | Yes ___ No ___ | Schedule G | Yes ___ No ___ |
| Schedule D | Yes ___ No ___ | Schedule H | Yes <input checked="" type="checkbox"/> No ___ |

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) _____
- Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law _____

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



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

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
Free Desire Incorporation, F.D.I.			
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
557 Andover Court		51291865	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
Rochester Hills, MI 48306-4289		12	
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 248 255 6392	
a Name: Mark Wolodkowicz		c Fax: (optional) 248 637 5931	
7 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
8 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			
9a Organization's website:			
b Organization's email: (optional) mwfdi@aol.com			
10 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 13 / 02 / 2007			
12 Were you formed under the laws of a foreign country? <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
ATTACHMENT A
- 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
ATTACHMENT B

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): Page 5, Article I, Paragraph 1
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 6, Article VII, Paragraph 1
- 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

ATTACHMENT C

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)
Mark Wolodkowicz	President	557 Andover Court Rochester Hills, MI 48306-4219	NONE
Frederick K. Lewerentz, D.O.	Vice President	557 Andover Court Rochester Hills, MI 48306-4219	NONE
Theodore R. Densley, M.D.	Board Member	557 Andover Court Rochester Hills, MI 48306-4219	NONE
Dennis W. Mosley	Treasurer	557 Andover Court Rochester Hills, MI 48306-4219	NONE

Part VII 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.

Table with 4 columns: Name, Title, Mailing address, Compensation amount (annual actual or estimated). Row 1 contains '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.

Table with 4 columns: Name, Title, Mailing address, Compensation amount (annual actual or estimated). Row 1 contains '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 on 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 [x] 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 [x] 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 [x] 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 [x] No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? [x] Yes [] No

b Do you or will you approve compensation arrangements in advance of paying compensation? [x] Yes [] No

c Do you or will you document in writing the date and terms of approved compensation arrangements? [x] 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
ATTACHMENT G
- 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, a 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 make 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 of 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
- mail solicitations
 - email solicitations
 - personal solicitations
 - vehicle, boat, plane, or similar donations
 - foundation grant solicitations
 - phone solicitations
 - accept donations on your website
 - receive donations from another organization's website
 - government grant solicitations
 - Other
- Attach a description of each fundraising program. **ATTACHMENT E**
- 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 the arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. Yes No
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. Yes No
-
- 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 or 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 VII 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 X Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End:

Table with columns for line numbers (1-18), descriptions of assets and liabilities, and a column for whole dollars. Assets include Cash, Accounts receivable, Inventories, Bonds and notes receivable, Corporate stocks, Loans receivable, Other investments, Depreciable and depletable assets, Land, and Other assets. Liabilities include Accounts payable, Contributions, gifts, grants, etc. payable, Mortgages and notes payable, and Other liabilities. Fund Balances or Net Assets include Total fund balances or net assets and Total Liabilities and Fund Balances or Net Assets.

19 Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. [] Yes [x] 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. If you are unsure, see the instructions. [] Yes [x] No

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 III Public Charity Status (Continued)

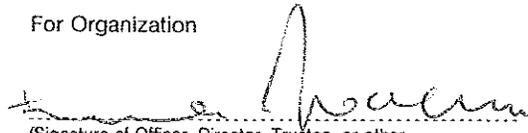
- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that 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 1501(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 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 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) MARK WOLODKOWICZ 3/24/08
 (Type or print name of signer) (Date)
 THE PRESIDENT
 (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 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)

MARK WOŁODKOWSKI
(Type or print name of signer)

3/24/08
(Date)

(Type or print title or authority of signer)

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

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures

Section I *Names of individual recipients are not required to be listed in Schedule H.*

Public charities and private foundations complete lines 1a through 7 of this section. See the instructions to Part X if you are not sure whether you are a public charity or a private foundation.

- 1a Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc.
- b Describe the purpose and amount of your scholarships, fellowships, and other educational grants and loans that you award.
- c If you award educational loans, explain the terms of the loans (interest rate, length, forgiveness, etc.).
- d Specify how your program is publicized.
- e Provide copies of any solicitation or announcement materials.
- f Provide a sample copy of the application used.

2 Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," refer to the instructions. Yes No

3 Describe the specific criteria you use to determine who is eligible for your program. (For example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.)

- 4a Describe the specific criteria you use to select recipients. (For example, specific selection criteria could consist of prior academic performance, financial need, etc.)
- b Describe how you determine the number of grants that will be made annually.
- c Describe how you determine the amount of each of your grants.
- d Describe any requirement or condition that you impose on recipients to obtain, maintain, or qualify for renewal of a grant. (For example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.)

5 Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Describe whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

6 Who is on the selection committee for the awards made under your program, including names of current committee members, criteria for committee membership, and the method of replacing committee members?

7 Are relatives of members of the selection committee, or of your officers, directors, or substantial contributors eligible for awards made under your program? If "Yes," what measures are taken to ensure unbiased selections? Yes No

Note. If you are a private foundation, you are not permitted to provide educational grants to disqualified persons. Disqualified persons include your substantial contributors and foundation managers and certain family members of disqualified persons.

Section II *Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section.*

- 1a If we determine that you are a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? Yes No N/A
- b For which section(s) do you wish to be considered?
 - 4945(g)(1)—Scholarship or fellowship grant to an individual for study at an educational institution
 - 4945(g)(3)—Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

2 Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? Yes No

3 Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in line 2? Yes No

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (Continued)

Section III Private foundations complete lines 1a through 4f of this section. Public charities do not complete this section. (Continued)

- 4a Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an *employee of a particular employer*? If "Yes," complete lines 4b through 4f. Yes No
- b Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? (See lines 4c, 4d, and 4e, regarding the percentage tests.) Yes No
- c Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? Yes No N/A
 If "Yes," will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No
- d Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? Yes No N/A
 If "Yes," will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? If "No," go to line 4e. Yes No
- e If you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer, will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? Yes No N/A

If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution. If "No," go to line 4f.

Note. Statistical or sampling techniques are not acceptable. See Revenue Procedure 85-51, 1985-2 C.B. 717, for additional information.

- f If you provide scholarships, fellowships, or educational loans to attend an educational institution to *children of employees of a particular employer* without regard to either the 25% limitation described in line 4d, or the 10% limitation described in line 4e, will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances that you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test described in line 4d or the 10% test described in line 4e. Yes No

ATTACHMENT C

Narrative Description of Your Activities

MISSION:

The Free Desire Incorporation is a Michigan non-profit charitable corporation dedicated to alternative sentencing options for Judges concerning non-violent offenders and the rehabilitation of those offenders by utilizing counseling and vocational education.

GOAL:

The Free Desire Incorporation (F.D.I.) was established to help those lost in life find new directions for their future. It provides the forum where life's complexities can be discussed, shared and understood. It makes available to the community an educational site for the arts and vocational training. It offers substance abuse counseling in a productive atmosphere emphasizing alternative pathways of life. It raises funds through membership, donations, contributions, social functions or other means such as gifts and bequests. It provides programs, projects and services for the community which will motivate troubled youth in following the pathway to life fulfillment. Free Desire has a campus type atmosphere with educational buildings, recreational areas, cafeterias, and dormitories. Proposed enrollees are individually evaluated prior to enrollment. Approved candidates are offered the chance to express their free desire to be substance free by opting for enrollment program. Those not accepted or not qualified will be sentenced by the Judges to the appropriate alternative. Those who enroll and fail to follow the program go to jail.

At the early meetings of the F.D.I., the organization worked to develop a slogan or catch phrase that would represent the message we are trying to convey. We decided on "*Labor omnia vincit*" –"Hard Work Conquers All." Our message is that by working hard on the flaws of one's character one can change. By this motto we express our aspiration to help non-violent criminals to become valuable members of our society through the hard work.

Our activities include plans for future fund raisers, banquets. We discussed options of recruiting new members. The board meeting decided on the booklet format and some other ways of becoming known in Michigan. We decided on the budget for the organization. In addition, we discussed possible locations of our facilities. Since there is a need of State Government involvement in our cause, we planned to release information on our planned activities to the state officials pertaining to our organization. We discussed the development of diverse program to help non-violent offenders become more productive members of our community.

For the detailed description See:

- **Attachment D (F.D.I. Booklet) and**
- **Attachment E Constitution of F.D.I.**
- **Other documents enclosed:**
- **Meeting Minutes**
- **Press Release**

Board Meeting Minutes
Free Desire Incorporation
September 1, 2007
Meeting called at 7:00 pm

Board Members:

Present: Mark Wolodkowicz, Frederick K. Lewerenz, D.O., Theodore R. Densley, M.D.,
Dennis W. Mosley

Quorum present? Yes

Others Present:

Proceedings:

- *Meeting called to order* at 7:00 p.m. by Chairman, Mark Wolodkowicz
- (Last month's) meeting minutes were amended and approved

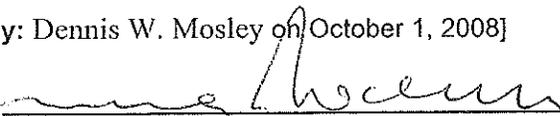
- *Chief Executive's Report:*
 - Recommends that if we not able to find a new facility by the end of this month, the organization should stay in the current location over the winter. After brief discussion, Board agreed.
 - Mr. Wolodkowicz asserts that our organization must ensure its name is associated with whatever materials are distributed at the fundraising event planned in May of 2008. The organization should generate revenues where possible from the materials, too.
- *Finance Committee report* provided by Director, Mark Wolodkowicz:
 - Mr. Wolodkowicz explained that consultant, Christopher Picciurro, reviewed the organization's bookkeeping procedures and found them to be satisfactory, in preparation for the end of the year.
 - Mr. Wolodkowicz reviewed highlights, trends and issues from the projected balance sheet, income statement and cash flow statement.
- *Board Development Committee's report* provided by Chair, Dr. Theodore Densley:
 - Dr. Densley presented members with a draft of the reworded By-laws paragraph that would allow members to conduct actions over electronic mail.
- *Assessment of the Meeting:*
 - Mr. Wolodkowicz noted that the meeting has run over the intended two-hour time slot by half an hour. He asked members to be more mindful and focused during discussions, and suggested that the Board Development Chair take an action to identify solutions to this issue. Dr. Frederick Lewerenz agreed.

- Meeting adjourned at 9:30 p.m.
- Minutes submitted by Secretary, Denis W. Mosley.

Additional Discussion Points:

- Additional funding venues

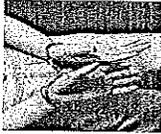
Minutes prepared by: Dennis W. Mosley on [October 1, 2008]

Minutes Approved: 

ATTACHMENT E

Our Mission

The Free Desire Incorporation is a Michigan non-profit charitable corporation dedicated to alternative sentencing options for judges concerning non-violent offenders and the rehabilitation of those offenders by utilizing counseling and vocational education.



Sentencing Judges can now opt to sentence these offenders not to a hardened prison but to a treatment facility where they will not only receive counseling but vocational training.

Free Desire has no prison walls, bars or guards. It is not a boot camp operation. No uniformed drill sergeants yelling in faces. It has a campus type atmosphere with educational buildings, recreation areas, cafeterias, and dormitories.

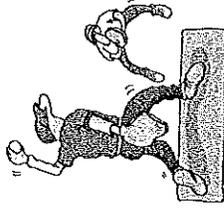
Proposed enrollees are individually evaluated prior to enrollment. There will be no violent criminals, sex offenders or other such disqualifying enrollees. Approved candidates are offered the chance to express their *free desire* to be substance free by opting for the enrollment in the program. Those not accepted will be sentenced by the judges to the appropriate alterna-

The Program

The program is six months long. The program is a five day workweek with weekend assignments. Residents awake at 7 a.m. and participate in a full daily schedule until dinner at 6 p.m. From 8 p.m. is group meeting time. Lights out 7 days a week at 10 p.m.



Residents must participate in at least one form of the arts. Music, dance, painting, acting etc. and must pay for the needed materials and equipment.



Residents must participate in at least one sport such as softball, volleyball, tennis, track, etc. Basic sport equipment will be provided.

Head counts are not taken at night nor in the morning. Attendance is taken in each class or session.

Residents are aware that they are not allowed to leave the campus unless authorized or in emergency situations. Those who fail go to jail.

Vocational Classes

- Hair styling
- Barbering
- Cosmetology
- Insurance and real Estate Licensing
- Small Engine Repair
- Landscaping
- Snow Removal

Help Our Cause

Membership Amount

Platinum \$100.00

Benefactor \$500.00

Sponsor \$1000.00

Name _____

Address _____

Method of Payment

Check

Visa

MasterCard

American Express

Credit Card # _____ Exp. date _____

Signature _____

This is a chance for this offenders. This is a chance for them to express their free desire to become drug free and learn a substantially supportive occupation. F.D.I. provides programs, projects and services for the community which will motivate enrollees in following the pathway to life fulfillment.

Phone: 248 255 6392
E-mail: mwfidi@aol.com

Our Mission

The Free Desire Incorporation is a Michigan non-profit charitable corporation dedicated to alternative sentencing options for Judges concerning non-violent offenders.

rehabilitation of those offenders by utilizing counseling and vocational education.



Sentencing Judges can now opt to sentence these offenders not to a hardened prison but to a treatment facility where they will not only receive counseling but vocational training.

Free Desire has no prison walls, bars or guards. It is not a boot camp operation. No uniformed drill sergeants yelling in faces. It has a campus type atmosphere with educational buildings, recreation areas, cafeterias, and dormitories.

Proposed enrollees are individually evaluated prior to enrollment. There will be no violent criminals, sex offenders or other such disqualifying enrollees. Approved candidates are offered the chance to express their *free desire* to be substance free by opting for the enrollment in the program. Those not accepted will be sentenced by the judges to the appropriate alterna-

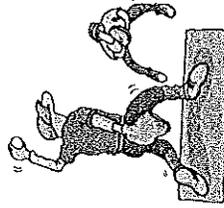
The Program

The program is six months long. The program is a five day workweek with weekend assignments. Residents awake at 7 a.m. and participate in a full daily schedule until dinner at 6 p.m. From 8 p.m. is group meet-



Residents must participate in at least one form of the arts. Music, dance, painting, acting etc. and must pay for the needed materials and equipment.

Residents must participate in at least one sport such as softball, volleyball, tennis, track, etc. Basic sport equipment will be provided.



Head counts are not taken at night nor in the morning. Attendance is taken in each class or session.

Residents are aware that they are not allowed to leave the campus unless authorized or in emergency situations. Those who fail go to jail.

Heating & Cooling
Painting
Carpentry
Dry Cleaning

Bookkeeping
Keyboarding
Catering

Custodial Skills
Plumbing
Agriculture
Welding

Counseling

Drug Abuse
Alcohol Abuse
Spousal Abuse
Anxiety Neurosis
Depression

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Vocational Classes

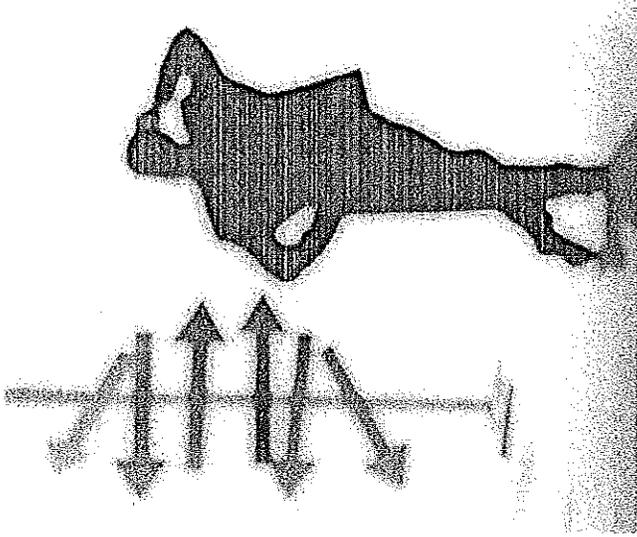
Hair styling
Barbering
Cosmetology

Insurance and real Estate Licensing
Small Engine Repair
Landscaping
Snow Removal

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F.D.I.

The Free Desire Incorporation (F.D.I.) was established to help those lost in life find new directions for their future. It provides the forum where life's complexities can be discussed, shared and understood. It makes available to the community an educational site for the arts and vocational training. It offers substance abuse counseling in a productive atmosphere emphasizing alternative path ways of life. It raises funds through membership, donations, contributions, social functions or other means such as gifts and bequests. It provides programs, projects and services for the community which will motivate troubled youth in following the pathway to life fulfillment.



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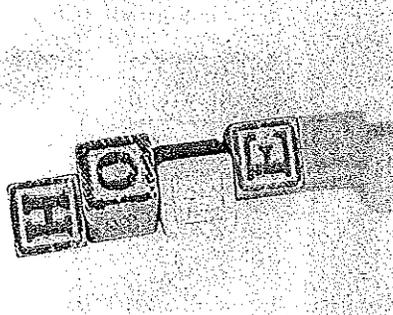
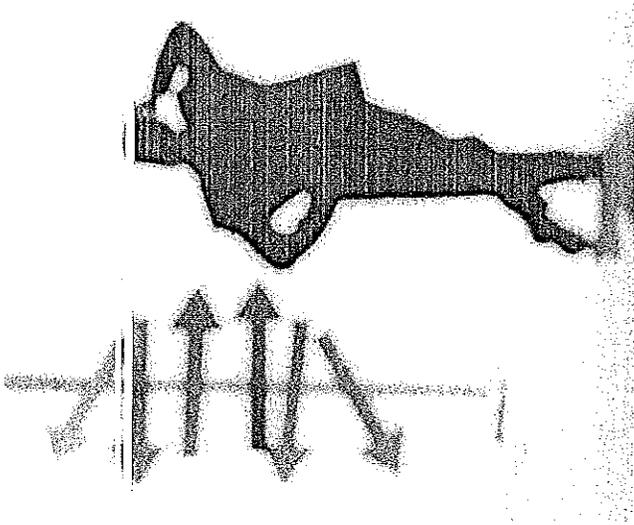
FREE DESIRE
INCORPORATION

"Labor
Omnia Vincit"

F.D.I.



F.D.I.



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**FREE DESIRE
INCORPORATION**

"Labor Omnia Vincit"

Phone: 248 255 6392
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Free Desire Incorporation Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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

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

Article V

Compensation

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

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

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

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish or are or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt

2. Determining Whether a Conflict of Interest Exists

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

3. Procedures for Addressing the Conflict of Interest

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

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

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

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

4. Violations of the Conflicts of Interest Policy

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

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

Article IV

Records of Proceedings

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

status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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

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

Article VIII

Use of Outside Experts

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

Signature	Date	Name	Title
	9/10/07	MARK WOLODKOWICZ	President
		William W. Masley	Secretary
			Treasurer
		Theodore Denclay	Vice President
Signature	Date	Name	Title

Conflict of Interest