

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of Incorporation, duly signed and verified of*

JOHN D. AND CATHERINE T. MacARTHUR FOUNDATION

have been filed in the Office of the Secretary of State, on the 27th day of October A. D. 1970, as provided by the "GENERAL NOT FOR PROFIT CORPORATION ACT" of Illinois, approved July 17, 1943, in force January 1, A. D. 1944;

JOHN W. LEWIS

Now Therefore, I, ~~John W. Lewis~~ Secretary of State, of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach thereto a copy of the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

Done at the City of Springfield this 27th day of October AD 1970 and of the Independence of the United States the one hundred and 95th.

(SEAL)

Paul Powell

SECRETARY OF STATE

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ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid 10-27-70
Filing Fee \$ 25.00
Clerk [Signature]

5127 35

John W. Lewis, Jr.,
To ~~XXXX XXXXXX~~, Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Name	Number	Street	Address City	State
John D. MacArthur	4812 N. Kenneth Ave.,	Chicago,	Illinois	
Catherine T. MacArthur	4812 N. Kenneth Ave.,	Chicago,	Illinois	
Paul D. Doolen	51 E. Highway 22,	Barrington,	Illinois	

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

John D. and Catherine T. MacArthur Foundation

- The name of the corporation is: _____
- The period of duration of the corporation is: perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Illinois is: 3220 Prudential Plaza
Street in the City of Chicago (60601) County of Cook and
(Zip Code)
the name of its initial Registered Agent at said address is: William T. Kirby
- The first Board of Directors shall be SEVEN in number, their names and addresses being as follows:
(Not less than three)

Name	Number	Street	Address City	State
John D. MacArthur	4812 N. Kenneth Ave.,	Chicago,	Illinois	60630
Catherine T. MacArthur	4812 N. Kenneth Ave.,	Chicago,	Illinois	60630
Paul D. Doolen	51 E. Highway 22,	Barrington,	Illinois	60010
Louis Feil	55 Voorhis Ave.,	Rockville Center,	Long Island,	N.Y. 11570
Paul Harvey	1035 Park Ave.,	River Forest,	Illinois	60305
William T. Kirby	303 Douglas Ave.,	Waukegan,	Illinois	60085
John Roderick MacArthur	666 Elder Lane,	Winnetka,	Illinois	60093

5. The purpose or purposes for which the corporation is organized are:

(See attachment)

DAIN
OCT 27 1970

John W. Lewis
Secretary of State

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(NOTE: Any special provision authorized or permitted by statute to be contained in the Articles of Incorporation, may be inserted above.)

(INCORPORATORS MUST SIGN BELOW)

John D MacArthur
Catherine T. MacArthur Incorporators
Paul D Doolen

ACKNOWLEDGMENT

FLORIDA
STATE OF ~~ILLINOIS~~)
COUNTY OF Palm Beach)SS

I, Norma R. Brooks, a Notary Public do hereby certify that
on the 18th day of October 1970, John D. MacArthur,
Catherine T. MacArthur and Paul D. Doolen
Names of Incorporators

personally appeared before me and being first duly sworn by me severally
acknowledged that they signed the foregoing document in the respective capacities
therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above
written.

PLACE NOTARIAL
SEAL HERE

Norma R Brooks
Notary Public

FORM NP-29

ARTICLES OF INCORPORATION

under the

GENERAL NOT FOR PROFIT

CORPORATION ACT

of

FILED

OCT 27 1970

John W. Lewis

Secretary of State

These Articles Must Be Executed
and Filed in Duplicate)

Printing Fee \$25.00

v.2, 11-65 (18104-15M-4-70)

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ATTACHMENT

JOHN D. and CATHERINE T. MAC ARTHUR FOUNDATION

To operate exclusively for charitable, religious, scientific, literary, and educational purposes and, consistently with these purposes, and by way of illustration but not in limitation thereof, to prevent waste in governmental expenditure at federal, state, and local levels through a program designed to inform governmental units of the areas in which such waste occurs and ways and means for reducing or eliminating such waste by dissemination of the results of scientific studies and investigation relating thereto; and to investigate and attempt to find solutions to the social, economic, mental, and physical problems of retired persons generally by means of scientific studies for dissemination to the public and appropriate governmental agencies, such described operations to be undertaken either by the corporation directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

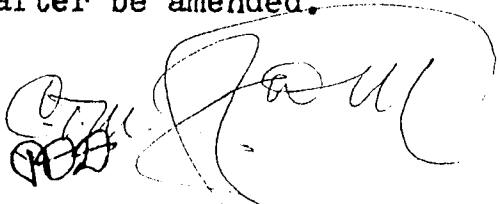
No part of the net earnings of the corporation shall inure to the benefit of any Director or officer of the corporation or any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation which are reasonable and necessary to carry out one or more of its exempt purposes); and no Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The net earnings of the corporation shall be distributed at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code; and the corporation shall not engage in any act of self-dealing as defined in section 4941(d) of such Code, retain any excess business holdings as defined in section 4943(c) of such Code, make any investments in such manner as to subject the corporation to tax under section 4944 of such Code, or make any taxable expenditures as defined in section 4945(d) of such Code.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code, by an organization contributions to which are deductible under section 170(c)(2) of such Code, or by an organization bequests, legacies, devises, or transfers to which are deductible under section 2055(a) of such Code.

Upon the dissolution of the corporation or the winding up of its affairs, or upon termination of the status of the corporation as a private foundation defined in section 509 of the Internal Revenue Code as provided in section 507(2) of such Code, the net assets of the corporation shall be distributed exclusively to one or more organizations described in section 170(b)(1)(A) (other than clauses (vii) and (viii) thereof) of such Code each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding such distribution.

The foregoing references to provisions of the Internal Revenue Code are to such provisions as they now exist or as they may hereafter be amended.



**STATEMENT OF CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED OFFICE**

File # 4973-608-8

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647

Remit payment in check or money order, payable to "Secretary of State."

FILED

APR -8 1994

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State
Date 4/8/94
Filing Fee \$ 5
Approved: UM

1. CORPORATE NAME: JOHN D. AND CATHERINE T. MACARTHUR FOUNDATION

2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent Nancy B. Ewing
First Name Middle Name Last Name
Registered Office 140 South Dearborn Street
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago, 60603-5202 Cook
City Zip Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent Joshua J. Mintz X
First Name Middle Name Last Name
Registered Office 140 South Dearborn Street - Suite 1100 X
Number Street Suite No. (A P.O. Box alone is not acceptable)
Chicago 60603-5285 Cook X-016
City Zip Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)
a. By resolution duly adopted by the board of directors. (Note 5)
b. By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both president and secretary are required.

7. (If authorized by the board of directors, sign here. See Note 5)
The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated March 14, 1994 JOHN D. AND CATHERINE T. MACARTHUR
(Exact Name of Corporation) FOUNDATION

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

David S. Chernoff Victor Rabinowitch
(Type or Print Name and Title) (Type or Print Name and Title)
Assistant Secretary Senior Vice President

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, 19_____
(Signature of Registered Agent of Record)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained **ONLY** from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by the president (*or vice-president*) and by the secretary (*or an assistant secretary*).
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.