

**MISSION STATEMENT AND ARTICLES OF INCORPORATION FOR  
THE GAVIN BRADFORD DONOHUE FOUNDATION  
A NON-PROFIT CHARITABLE ORGANIZATION (EIN 26-1081011)  
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**THE GAVIN BRADFORD DONOHUE FOUNDATION, A NON-PROFIT CHARITABLE ORGANIZATION**

**MISSION STATEMENT:**

The Gavin Bradford Donohue Foundation will serve to actively remember the charitable pursuits of Gavin Bradford Donohue, and will make all decisions with these pursuits as the only priority of the Foundation. A main goal is to promote road worker safety, and endorse awareness for the hazards that road workers face everyday. Another main goal is to organize and implement fundraisers that help raise money for charitable causes that the Board decides upon, and to donate money in Gavin's name and memory; the most notable are ones that Gavin himself was a part of, such as Engineers Without Borders. Additionally, the Foundation would like to donate to a civil engineering scholarship established in Gavin's name to the University of Missouri-Rolla. Another category of charitable causes will be to donate funds for music education for underprivileged youth. Any other causes may be voted upon by the officers of the Foundation's Board at a later date. We will work hand-in-hand with educational organizations like Mothers Against Drunk Driving and Students Against Drunk Driving to educate about the dangers of driving drunk. The Foundation wishes to spread awareness, to help prevent other tragedies, and to remember a loved one.

**ARTICLES OF INCORPORATION (BYLAWS):**

These Articles of Incorporation of the undersigned, all of whom are citizens of the United States, desiring to form a Not For Profit Corporation under the General Not For Profit Corporation Act of the State of Illinois, do hereby certify:

**ARTICLE I CORPORATION NAME AND PURPOSES**

The name of the Corporation shall be The Gavin Bradford Donohue Foundation.

The following are the purposes for which this Corporation has been established:

- To promote awareness about and improvements to road and highway construction worker safety
- To work hand-in-hand with other organizations, like Mothers Against Drunk Driving, to educate about the dangers of driving drunk
- To raise money for strictly exempt charitable causes which the Foundation agrees upon unanimously, such as Engineers Without Borders
- To contribute to a scholarship in Gavin Bradford Donohue's name to University of Missouri-Rolla.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Nothing in these by-laws of the Corporation may be construed as empowering the board to engage in any activity that does not further one or more of these exempt purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, committee members, or other private persons, except that the corporation shall be authorized and

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empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

**ARTICLE II MEMBERSHIP**

A board of directors (the Board) of no more than six officers will be established at the origin of this organization. Additional Board members, if necessary, will be voted upon by the founding officers. Once appointed to the Board, members will serve unless they choose to resign. Any vacancies may be filled by an additional officer.

No dues are required to be an officer of the Board. Conversely, officers will not be compensated monetarily for their service.

The names and addresses of the persons who are the initial Board of the Corporation are as follows:

Terry Donohue, Co-Director  
4636 Cottonwood Road, Harrison, AR 72601

Patrick Donohue, Co-Director  
3832 Connecticut Street, St. Louis, MO 63116

Cristie Donohue, Co-Director  
4636 Cottonwood Road, Harrison, AR 72601

Patrick T. Donohue, Co-Director and Finance Committee  
18 W 121 Belair Court, Darien, IL 60561

Clare M. Donohue, Co-Director, Primary Contact and Finance Committee  
2220 Wharf Dr. #1908, Woodridge, IL 60517

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**ARTICLE III MEETINGS**

An annual meeting of the board will be scheduled as convenient to all board members. Additional meetings per year may be called, as required.

An appointed officer will send a notice telling the time and place of every meeting to each officer of the organization.

Meetings of this organization should occur in the most central location to all of its members.

Any decision made during a meeting where at least four of the officers are present becomes official. Absent officers will be notified in a timely manner of such decisions.

**ARTICLE IV VOTING**

All voting will be done verbally, unless decided by all present officers that a silent vote would be more appropriate.

A unanimous vote by all present is required to make all decisions for the Foundation. Absent officers forfeit their vote.

**ARTICLE V ORDER OF BUSINESS AT ANNUAL MEETING**

1. Roll Call
2. Reading of the Minutes of the preceding meeting.
3. Reports of Officers.
4. Review accounting ledgers, statement of assets and liabilities, and tax form submittals.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

**ARTICLE VI COMMITTEES**

A committee is being formed to plan the first major fundraiser for the Foundation. Members of this event planning committee are not required to be Foundation officers, but are allowed to be. Members of the committee do not require a vote in order to join.

A Finance Committee shall be formed consisting of at least 2 members. The purpose of the committee shall be to actively account for net income and charitable distributions, to prepare and submit required tax reports, and to independently audit the accounting records on an annual basis.

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No other committees of the Foundation are being established at this time. All future committees and/or sub-committees of this organization will be agreed upon unanimously by officers of the board.

**ARTICLE VII NON-DISCRIMINATION AND CONFLICT OF INTEREST POLICIES**

Distributions by the Foundation to charitable organizations shall be made on a non-discriminatory basis, without regard to race, gender, ethnicity, and the like. Only the consideration of meeting the Foundation's goals as described in Article I shall be made in distributing the Foundation's available funds. Furthermore, no distribution shall be made to an organization that knowingly discriminates or whose members knowingly discriminate.

Distributions by the Foundation shall be made to charitable organizations such that there is no conflict of interest between the recipient organization and a director or member of the Foundation. This means that no director or member of the Foundation stands to personally gain from the distribution financially or materially.

**ARTICLE VIII AMENDMENTS**

These bylaws may be altered, amended, repealed or added to by a unanimous vote of the officers of the board.

In witness whereof, we have hereunto subscribed our names this day of August 11, 2007.

Dated August 11 2007  
Month & Day Year

Signatures and Names	Post Office Address
1. <u><i>Terry Donohue</i></u> Signature <u>TERRY DONOHUE</u> Name (print)	1. <u>4636 Cottonwood Road</u> Street <u>HARRISON AR 72601</u> City, State, ZIP
2. <u><i>Patrick Donohue</i></u> Signature <u>Patrick Donohue</u> Name (print)	2. <u>9832 Connecticut St.</u> Street <u>St. Louis, MO 63116</u> City, State, ZIP
3. <u><i>Cristie Donohue</i></u> Signature <u>Cristie Donohue</u> Name (print)	3. <u>4636 Cottonwood Road</u> Street <u>HARRISON, AR 72601</u> City, State, ZIP
4. <u><i>Patrick T. Donohue</i></u> Signature <u>PATRICK T. DONOHUE</u> Name (print)	4. <u>18 W 121 BELAIR CT.</u> Street <u>DARIEN, IL 60561</u> City, State, ZIP
5. <u><i>Clare M. Donohue</i></u> Signature <u>Clare M. Donohue</u> Name (print)	5. <u>2220 Wharf Dr. #1908</u> Street <u>Woodridge, IL 60517</u> City, State, ZIP