

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

DEPARTMENT OF THE TREASURY

991637
Date: APR 18 1999

AMAZING CHILDCARE INC
C/O DENNIS WALTON
3010 N 24TH ST
MILWAUKEE, WI 53210

Employer Identification Number:
39-1953240
DLN:
17053082048009
Contact Person:
JOSEPH KEVIN PHEGLEY ID# 31184
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Foundation Status Classification:
509(a) (2)
Advance Ruling Period Begins:
February 22, 1999
Advance Ruling Period Ends:
December 31, 2003
Addendum Applies:
No

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c) (3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in section 509(a) (2).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a) (1) or 509(a) (2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we

Letter 1045 (DO/CG)

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

1999 DEC 23 AM 9:00

RESTATED ARTICLES OF INCORPORATION (non-stock corporation)

OF

AMAZING CHILDCARE, INC.

The following Restated Articles of Incorporation of Amazing Childcare, Inc., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes supercede and take the place of the existing Articles of Incorporation and any amendments thereto:

ARTICLE I

Name

The name of the corporation is: Amazing Social Services, Inc.

ARTICLE II

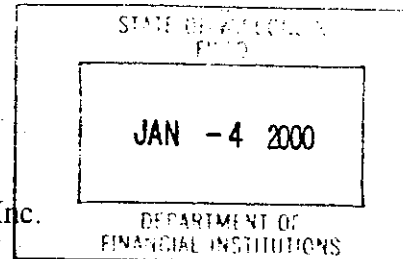
Existence

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purposes

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and education purposes, limited to the exclusive purposes permitted for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of applicable successor revenue act ("Code") including conducting direct activities relating to child care, alcohol and drug-abuse counseling, aid to the homeless, and all other forms of community service approved by the Board of Directors of the corporation, so long as such activities are of the type described in Section 501(c)(3) of the Code, and receiving contributions and paying them over to other organizations organized and operated exclusively for one or more of the purposes specified herein which are exempt from taxation under Section 501(c)(3) of the Code. No part of the net earnings of the corporation shall adhere to the benefit of any private shareholder or individual and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the preparation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.



ARTICLE IV

Powers

The corporation shall have all powers conferred upon non-stock, non-profit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provision thereto as now enacted or hereafter amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation set forth herein.

ARTICLE V

Members

The corporation shall have no members.

ARTICLE VI

Offices

The principal office of the corporation is located in Milwaukee County, Wisconsin and the mailing address of such office is 5418 West Burleigh, Milwaukee, Wisconsin 53210. The address of the registered agent of the corporation is c/o Amazing Ministries, 5418 West Burleigh, Milwaukee, Wisconsin 53210, and the name of the registered agent at such address is Dennis Walton.

ARTICLE VII

Number of Directors

The number of directors constituting the initial Board of Directors of the corporation shall be three (3). The number of directors of the corporation may, however, be changed from time to time by the By-laws of the corporation, but in no case shall be less than three (3).

ARTICLE VIII

Dissolution

Upon dissolution of the corporation, its net assets shall be distributed to such governmental entities or charitable tax-exempt organizations organized and operated exclusively

for one or more of the purposes specified in Article III, above, which are of the type described in subsections 2055(a)(1) or (2) of the Code, as shall be selected by the directors of the corporation.

ARTICLE IX

Distributions

For each taxable year it is a private foundation as defined in the Code, the corporation shall distribute for the purposes specified in Article III, above, income and/or principal in amounts at least sufficient to avoid liability for any tax under Section 4942 of the Code.

ARTICLE X

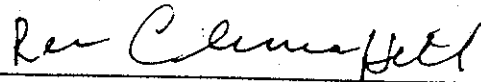
Certain Restrictions

During any period it is a private foundation, as defined in the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

CERTIFICATE

This is to certify that the foregoing restated Articles of Incorporation does not contain any amendment requiring approval by the Members or any other person, other than the Board, and that the Board Adopted the Restatement on December 21, 1999, in accordance with Section 181.1002, Wis. Stat.

This certificate is executed on December 21, 1999.



Rev. Clarence Hill
President

This instrument was drafted by:

John C. Vitek
Zetley & Cohn, S.C.
324 E. Wisconsin Avenue, Suite 1400
Milwaukee, Wisconsin 53202
tel. (414) 272-1424