Internal Revenue Service

Department of the Treasury

P. O. Box 2508
Cincinnati, OH 45201

Entered in PCG

Date: July 24, 2001

Person to Contact:
Delores Gaskins 31-07428
Customer Service Specialist
Toll Free Telephone Number:
8:00 a.m. to 9:30 p.m. EST
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
39-1697414

Strive Media Institute, Inc.
% Matthew A. Johnson
1818 N. Martin Luther King Drive
Milwaukee, WI 53212-3640

Dear Sir or Madam:

This letter is in response to your request for a copy of your organization's determination letter. This letter will take the place of the copy you requested.

Our records indicate that a determination letter issued in January 1993 granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than $25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of $20 a day, up to a maximum of $10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of $100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

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

Strive Media Institute, Inc.
39-1697414

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of $20 a day for each day you do not make these documents available for public inspection (up to a maximum of $10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

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

This letter affirms your organization's exempt status.

Sincerely,

John E. Ricketts

John E. Ricketts, Director, TE/GE
Customer Account Services

Internal Revenue Service

Department of the Treasury

Entered in PCG

P. O. Box 2508
Cincinnati, OH 45201

Date: June 29, 2000

STRIVE INC
C/O MATTHEW A JOHNSON
1737 N PALMER STE 200
MILWAUKEE, WI 53212

Person to Contact:
Karen Turner 31-07345
Customer Service Specialist
Toll Free Telephone Number:
8:00 a.m. to 9:30 p.m. EST
877-829-5500
Fax Number:
513-263-3756
Federal Identification Number:
39-1697414

Dear Madam:

This letter is in response to your request for a copy of your organization's determination letter. This letter will take the place of the copy you requested.

Our records indicate that a determination letter issued in January 1993 granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in section 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than $25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of $20 a day, up to a maximum of $10,000, when a return is filed late, unless there is reasonable cause for the delay.

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

STRIVE INC
39-1697414

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Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

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

This letter affirms your organization's exempt status.

Sincerely,

John E. Ricketts

John E. Ricketts, Director, TE/GE
Customer Account Services

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P O BOX A-3290 DPN 22-2
CHICAGO, IL 60690

DEPARTMENT OF THE TREASURY

#9925M

Entered in PCG

ENTD JUN 2 2 2000

Date: JAN 25 1993

Employer Identification Number:
39-1697414
Contact Person:
L. HALL
Contact Telephone Number:
(312) 886-1278

STRIVE INC
C/O MATTHEW JOHNSON
1737 NORTH PALMER SUITE 200
MILWAUKEE, WI 53212

Accounting Period Ending:
DECEMBER 31
Foundation Status Classification:
509(a)(2)
Advance Ruling Period Begins:
MARCH 7, 1991
Advance Ruling Period Ends:
DECEMBER 31, 1995
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.

RECEIVED - DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN

1999 OCT -6 AM 8:00

RECEIVED - DEPT OF FINANCIAL INSTITUTIONS STATE OF WISCONSIN

1999 OCT 14 AM 9:00

STATE OF WISCONSIN FILED

OCT 18 1999

DEPARTMENT OF FINANCIAL INSTITUTIONS

FIRST RESTATED ARTICLES OF INCORPORATION OF STRIVE, INC.

The Board hereby certifies that: These First Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of this Corporation and any amendments thereto. The Corporation is organized without capital stock and not-for-profit pursuant to Chapter 181, Wisconsin Statutes. There are no members having voting rights. The Restated Articles were adopted on 18th August, 1999 in accordance with section 181.1002 and 181.1006, Wisconsin Statutes.

Resolved that the Articles of Incorporation of Strive, Inc. be restated as follows:

ARTICLE I NAME

The name of the Corporation is "Strive Media Institute, Inc."

ARTICLE II PURPOSES

The purposes of this Corporation shall be (i) to engage in charitable and educational purposes which qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and (ii) to the extent consistent therewith, to engage in any lawful activities within the purposes for which corporations may be organized under Chapter 181, Wisconsin Statutes; provided that no part of the net earnings of the Corporation shall inure to the benefit of any private individual and no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation (except only as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended) or participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, or any other activity which would disqualify this Corporation from tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as