

McGuireWoods LLP
One James Center
901 East Cary Street
Richmond, VA 23219-4030
Phone: 804.775.1000
Fax: 804.775.1061
www.mcguirowoods.com

Brian C. Bernhardt
Direct: 804.775.7819

McGUIREWOODS

bbernhardt@mcguirowoods.com
Direct Fax: 804.698.2003

April 11, 2006

BY FEDERAL EXPRESS

Internal Revenue Service
201 West Rivercenter Boulevard
Attention: Extracting Stop 312
Covington, Kentucky 41011

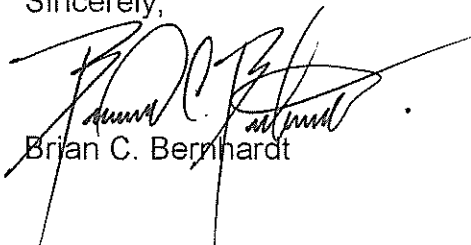
RE: Onward Foundation
EIN: 20-4651590

Dear Sir or Madam:

We represent the above-named taxpayer. Enclosed please find (1) a Form 1023 checklist; (2) a Form 2848, Power of Attorney and Declaration of Representative; (3) a Form 1023, Application for Recognition of Exemption with attachments; and (4) a check in the amount of \$500 to cover the user fee. Please process the Form 1023 according to your standard procedures.

If you have any questions, please do not hesitate to contact me at your convenience.

Sincerely,



Brian C. Bernhardt

smh
Enclosures
cc: Marvin J. Weniger (w/enc.)

MCGUIREWOODS LLP

VENDOR: INTREV

CHECK NO.: 254004

REF. #	INV. #	DATE	INVOICE AMOUNT	INVOICE DESCRIPTION	AMOUNT PAID
098325	0411006	04-11-06	500.00	Return check to Susan Hiers, 8th floor	500.00

Total Amount of Check: 500.00

THIS CHECK IS VOID WITHOUT A BLUE & GREEN BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

<p>CHECK DATE 04/11/06</p> <p>Bank of America Atlanta, GA</p> <p>VOID AFTER 180 DAYS</p> <p>FIVE HUNDRED AND 00/100 Dollars</p> <p>PAY Internal Revenue Service</p>	<p>MCGUIREWOODS ONE JAMES CENTER 901 EAST CARY STREET RICHMOND, VA 23219-4030 www.mcguirewoods.com</p>	<p>CHECK NO. 254004</p> <p>68-1 510</p> <p>CHECK AMOUNT *****500.00</p> <p style="text-align: center;"><small>TWO SIGNATURES REQUIRED IF OVER \$10,000.00</small></p> <p style="text-align: center;"><i>[Signature]</i> AUTHORIZED SIGNATURE</p> <p style="text-align: center;"><small>SIGNATURE HAS A COLORED BACKGROUND - BORDER CONTAINS MICROPRINTING</small></p>
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⑈ 254004 ⑈

⑆061112788⑆ 003299809972⑈

Form 1023 Checklist

(Revised October 2004)

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 and H, as required)
 - Articles of organization
 - Amendments to articles or 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 | <u> x </u> | Schedule E | Yes | ___ | No | <u> x </u> |
| Schedule B | Yes | ___ | No | <u> x </u> | Schedule F | Yes | ___ | No | <u> x </u> |
| Schedule C | Yes | ___ | No | <u> x </u> | Schedule G | Yes | ___ | No | <u> x </u> |
| Schedule D | Yes | ___ | No | <u> x </u> | Schedule H | Yes | ___ | No | <u> x </u> |

- 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) Page 1, Art. II
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Page 2, Art. IV

- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature on 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

Power of Attorney and Declaration of Representative

OMB No. 1545-0150
 For IRS Use Only
 Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date _____

▶ Type or print. ▶ See the separate instructions.



Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

Taxpayer information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address Onward Foundation 1614 S.W. Seagull Way Palm City, Florida 34990	Social security number(s) _____ Daytime telephone number _____	Employer identification number 20-4651590 Plan number (if applicable) _____
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hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address Michele A.W. McKinnon McGuireWoods LLP 901 East Cary Street Richmond, Virginia 23219	CAF No. 2605-46924R Telephone No. 804-775-1060 Fax No. 804-698-2115 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> FAX No. <input type="checkbox"/>
Name and address Brian C. Bernhardt McGuireWoods LLP 901 East Cary Street Richmond, Virginia 23219	CAF No. 3206-18500R Telephone No. 804-775-7819 Fax No. 804-698-2003 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> FAX No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> FAX No. <input type="checkbox"/>

represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (See the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Application for Tax Exemption	1023	N/A

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific uses not recorded on CAF.** ▶

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ _____

- 7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.
 If you also want the second representative listed to receive a copy of notices and communications, check this box **X**
 If you do not want any notices or communications sent to your representative(s), check this box
- 8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

Marvin J. Weniger _____ 4/11/06 _____ President _____
 Signature Date Title (if applicable)

Marvin J. Weniger _____ Onward Foundation _____
 Print Name PIN Number Print name of taxpayer from line 1 if other than individual

 Signature Date Title (if applicable)

 Print Name PIN Number

Part II Declaration of Representative

Attention: Students with a special order to represent taxpayers in Qualified Low-income Taxpayer Clinics or the Student Tax Clinic program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer - a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee - a full-time employee of the taxpayer.
 - f Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer - the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 2 of the instructions.

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation - Insert above letter (a-h)	Jurisdiction (state) or identification	Signature	Date
a	Virginia	<i>Marvin J. Weniger</i>	April 11, 2006
a	Virginia	<i>James C. Fulmer</i>	April 11, 2006

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

Use the instructions to complete this application and for a definition of **allbold** 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)	
Onward Foundation			
3 Mailing address (Number and street) (see instructions)		Room/Suite	4 Employer Identification Number (EIN)
1614 S.W. Seagull Way			20-4651590
City or town, state or country, and ZIP + 4			5 Month the annual accounting period ends (01-12)
Palm City, Florida 34990			12
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone:	
a Name:		c Fax: (optional)	
Please See Attachment			
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, Power of Attorney and Declaration of Representative, with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Please See Attachment			
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	
9 a Organization's website: N/A			
b Organization's email: (optional)			
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)		04 / 05 / 2006	
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Onward Foundation
EIN: 20-4651590

Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Part I: Identification of Applicant

6. Primary Contact

Michele A.W. McKinnon, Esq.
McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804)775-1060

Brian C. Bernhardt, Esq.
McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804)775-7819

Ms. McKinnon and Mr. Bernhardt are authorized to represent Onward Foundation (the "Foundation"), pursuant to a Form 2848, Power of Attorney and Declaration of Representative, attached to this Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

Onward Foundation
EIN: 20-4651590

Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Part I: Identification of Applicant

7. Authorized Representative

Michele A.W. McKinnon, Esq.
McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804)775-1060

Brian C. Bernhardt, Esq.
McGuireWoods LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804)775-7819

Ms. McKinnon and Mr. Bernhardt are authorized to represent the Foundation pursuant to a Form 2848, Power of Attorney and Declaration of Representative, attached to this Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

**Onward Foundation
EIN: 20-4651590**

**Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Part I: Identification of Applicant

- 10. If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ?**

The Foundation is a private foundation under Internal Revenue Code Section 509(a) and will therefore file Form 990-PF, rather than Form 990 or Form 990-EZ.

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
- 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
- 4 a 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

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 1, Article II
- 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 2, Article IV
- 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

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)
Marvin J. Weniger	President	1614 S.W. Seagull Way Palm City, FL 34990	None
Christine A. Weniger	Secretary	1614 S.W. Seagull Way Palm City, FL 34990	None

Onward Foundation
EIN: 20-4651590

**Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Part IV: Narrative Description of Your Activities

The Foundation is a Virginia non-stock corporation established on April 4, 2006. It was organized and is operated exclusively for religious, charitable, educational, scientific, and literary purposes, including the purpose of making distributions to organizations described in Internal Revenue Code section 501(c)(3). The Foundation provides support and assistance to worthwhile charities and charitable projects associated with the Catholic Church, focusing particularly in the areas of pro-life education and charitable activities.

Part V 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

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

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.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
N/A			

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 in lines 1a, 1b, and 1c.

- 2 a 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 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 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 No
- 3 a 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. Yes No
- 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 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? Yes No
 - b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No
 - c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Onward Foundation
EIN: 20-4651590

Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Part V: Compensation and Other Financial Arrangements with Your
Officers, Directors, Trustees, Employees, and Independent Contractors

2a. Relationship of Officers, etc.

Marvin J. Weniger, the President and a director of the Foundation, and Christine A. Weniger, the Secretary and a director of the Foundation, are married to each other.

Onward Foundation
EIN: 20-4651590

Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Part V: Compensation and Other Financial Arrangements with Your
Officers, Directors, Trustees, Employees, and Independent Contractors

3a. Officer Qualifications, Hours and Duties

Name	Qualification	Hours	Duties
Marvin J. Weniger	Community volunteer	Varies	President of Foundation; preside at Board meetings; serve on committees.
Christine A. Weniger	Community volunteer	Varies	Secretary of Foundation; maintain Foundation's minutes and records; attend Board meetings; serve on committees.

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

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**Part V: Compensation and Other Financial Arrangements with Your
Officers, Directors, Trustee, Employees, and Independent Contractors**

5a. Conflict of Interest Policy

The Foundation's conflict of interest policy is set forth on pages 5-7 of its Bylaws, in Article IV.

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
- 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, and 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 made 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 or 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.

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**Part VI: Your Members and Other Individuals
and Organizations that Receive Benefits From You**

1b. Provision of Goods, Services, or Funds to Organizations

As described in the response to Part IV, the Foundation will provide funds to and for charities and charitable projects associated with the Catholic Church, focusing in the areas of pro-life education and charitable activities. The Foundation has not, as of yet, established the specific programmatic functions that will provide the funds.

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
- | | |
|--|--|
| <input type="checkbox"/> mail solicitations
<input type="checkbox"/> email solicitations
<input type="checkbox"/> personal solicitations
<input type="checkbox"/> vehicle, boat, plane, or similar donations
<input type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> phone solicitations
<input type="checkbox"/> accept donations on your website
<input type="checkbox"/> receive donations from another organization's website
<input type="checkbox"/> government grant solicitations
<input type="checkbox"/> Other |
|--|--|
- Attach a description of each fundraising program.
- 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 these 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 for 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. Yes No
- 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 for 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 VIII 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; work 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

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Part VIII: Your Specific Activities

11. Do you or will you accept contributions of real property . . . ?

The Foundation will accept contributions of relatively illiquid assets, such as real and personal property, with the prior approval of the Board of Directors. The Foundation does not intend to directly use such illiquid assets. Instead it intends to sell such assets and use the proceeds to carryout its exempt purpose.

The Foundation anticipates receiving a contribution of real property in 2006. The Foundation intends to sell this real property and use the proceeds to carryout its exempt purpose.

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Part VIII: Your Specific Activities

13. Grants, Loans, or Other Distributions to Organizations

b. The purpose of the Foundation is to provide support and assistance to worthwhile charities and charitable projects associated with the Catholic Church, focusing particularly in the areas of pro-life education and charitable activities. The Foundation will make grants to other organizations to support specific programs or activities identified by the Foundation as consistent with the Foundation's purposes.

e. The Foundation will maintain receipts, financial records, and corporate minutes regarding the recipients. Generally, the Foundation will not require reports from publicly supported charities; however, if grants are given for a specific purpose, the Foundation, at its discretion, may request documentation regarding the use of the funds. If the Foundation makes grants to organizations other than publicly supported charities, it will exercise expenditure responsibility as required under Internal Revenue Code section 4945(h).

g. Most grants will consist of single-year awards. Generally, the Foundation will not require reports on the use of single-year grants from publicly supported charities. If awards are made for multiple years, the Foundation may, at its discretion, require periodic reports on the use of the funds or may make distributions only upon receipt of documentation regarding expenditures. If the Foundation makes grant organizations other than to publicly supported charities, it will exercise expenditure responsibility as required under Internal Revenue Code section 4945(h). The Foundation will retain the right to demand return of any funds that are not used for the purpose for which they are given.

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
- 7 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, education 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 IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From 4/4/06 To 12/31/06	(b) From 1/1/07 To 12/31/07	(c) From 1/1/08 To 12/31/08	(d) From ----- To -----	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	500,000	0	0		500,000
	2 Membership fees received	0	0	0		
	3 Gross investment income	12,500	25,000	25,000		62,500
	4 Net unrelated business income	0	0	0		
	5 Taxes levied for your benefit	0	0	0		
	6 Value of services of facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0		
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0		
	8 Total of lines 1 through 7	512,500	25,000	25,000		562,500
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	0	0	0		
	10 Total of lines 8 and 9	512,500	25,000	25,000		562,500
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0			
12 Unusual grants	0	0	0			
13 Total Revenue Add lines 10 through 12	512,500	25,000	25,000		562,500	
14 Fundraising expenses	0	0	0		0	
Expenses	15C Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	25,000	25,000		50,000
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0		0
	17 Compensation of officers, directors, and trustees	0	0	0		0
	18 Other salaries and wages	0	0	0		0
	19 Interest expense	0	0	0		0
	20 Occupancy (rent, utilities, etc.)	0	0	0		0
	21 Depreciation and depletion	0	0	0		0
	22 Professional fees	5,000	5,000	5,000		15,000
	23 Any expense not otherwise classified, such as program services (attach itemized list)	6,100	6,100	6,100		18,300
	24 Total Expenses Add lines 14 through 23	11,100	36,100	36,100		83,300

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Part IX: Financial Data

Line 15. Contributions, gifts, grants, and similar amounts paid out

The Foundation anticipates that it will distribute 5% of its principal annually as contributions, gifts, grants or similar amounts paid out as required under Internal Revenue Code section 4942. At the present time, the Foundation has made no such distributions. At the present time, the Foundation does not know the specific organizations to which it will make such distributions in the current year or two succeeding tax years.

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Part IX – Financial Data:

Section A. Line 23, Other Expenses:

Item	4/5/06 to 12/31/06	1/1/07 to 12/31/07	01/01/08 to 12/31/08	Total
Bank Fees	\$ 100	\$ 100	\$ 100	\$ 300
Telephone	2,500	2,500	2,500	7,500
Office Supplies	2,500	2,500	2,500	7,500
Miscellaneous	1,000	1,000	1,000	3,000
Total	\$6,100	\$6,100	\$6,100	\$18,300

Part X Financial Data (Continued)

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

		Year End: Current	
		(Whole dollars)	
Assets			
1	Cash	1	0
2	Accounts receivable, net	2	0
3	Inventories	3	0
4	Bonds and notes receivable (attach an itemized list)	4	0
5	Corporate stocks (attach an itemized list)	5	0
6	Loans receivable (attach an itemized list)	6	0
7	Other investments (attach an itemized list)	7	0
8	Depreciable and depletable assets (attach an itemized list)	8	0
9	Land	9	0
10	Other assets (attach an itemized list)	10	0
11	Total Assets (add lines 1 through 10)	11	
Liabilities			
12	Accounts payable	12	0
13	Contributions, gifts, grants, etc. payable	13	0
14	Mortgages and notes payable (attach an itemized list)	14	0
15	Other liabilities (attach an itemized list)	15	0
16	Total Liabilities (add lines 12 through 15)	16	
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18	
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain:		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)

- 1 a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. Yes No
 If you are unsure, see the instructions.
- 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.

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Part X: Public Charity Status

1b. Private Foundation Status

The special provisions for private foundations are included in the Foundation's Articles of Incorporation in Article IV, beginning at the top of page 2.

Part X 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 6501(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 5 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) (Type or print name of signer) (Date)

 (Type or print title or authority of signer)

For Director, Exempt Organizations

By ----- 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 you 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 6(b)(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 \$500. 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 \$150. 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?
If "Yes," check the box on line 2 and enclose a user fee payment of \$150 (Subject to change - see above).
If "No," check the box on line 3 and enclose a user fee payment of \$500 (Subject to change - see above). | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 2 | Check the box if you have enclosed the reduced user fee payment of \$150 (Subject to change). | | |
| 3 | Check the box if you have enclosed the user fee payment of \$500 (Subject to change). | | <input checked="" type="checkbox"/> |

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)

Marvin J. Weniger
 (Type or print name of signer)

April 11, 2006
 (Date)

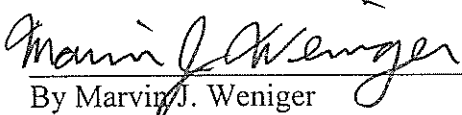
President
 (Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application. Form 1023 (Rev. 10-2004)

Onward Foundation
EIN: 20-4651590

**Form 1023, Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

The undersigned hereby certifies the attached are true and accurate copies of the (1) Onward Foundation Articles of Incorporation; and (2) Onward Foundation Bylaws as currently in effect.


By Marvin J. Weniger
Onward Foundation President

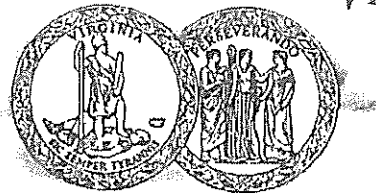
Dated: April 11, 2006

COMMONWEALTH OF VIRGINIA

MARK C. CHRISTIE
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

April 5, 2006

JANIS A. PAIVA
MCGUIREWOODS LLP
901 E. CARY ST.
CALL FOR PICKUP 775-7880**
RICHMOND, VA 23219

RE: Onward Foundation
ID: 0656227 - 6
DCN: 06-04-04-0698

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of incorporation is April 5, 2006.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0322

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 5, 2006

This is to certify that the certificate of incorporation of

Onward Foundation

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: April 5, 2006



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

ONWARD FOUNDATION
ARTICLES OF INCORPORATION

ARTICLE I
NAME

The name of the corporation is Onward Foundation (hereinafter referred to as the "Foundation"), a Virginia nonstock corporation.

ARTICLE II
PURPOSE

The Foundation is organized and shall be operated exclusively for religious, charitable, educational, scientific, and literary 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. Without limiting the foregoing, the primary purpose of the Foundation is to make distributions to qualified organizations engaging in activities and projects associated with the Catholic Church, with a particular focus in the areas of education and pro-life activities.

ARTICLE III
RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE IV DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for religious, charitable, educational, scientific, and literary purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code taking into account the primary purpose of the Foundation as set forth in Article II.

ARTICLE V MEMBERS

The Foundation shall not have members.

ARTICLE VI DIRECTORS

6.1 Number and Classes of Directors. The number of directors of the Foundation shall be no less than two (2) and no more than twelve (12) while the Foundation has two (2) Founding Directors (defined below), no more than eleven (11) while the Foundation has one (1)

Founding Director, and no more than ten (10) when the Foundation has no Founding Directors. Each individual serving as a director, other than a Founding Director, shall be a descendant of Marvin J. Weniger and Christine A. Weniger who is at least eighteen (18) years of age. No individual shall be a director without his or her prior consent. The Foundation's Board of Directors shall consist of the following classes of directors.

(a) Founding Directors. The Foundation shall initially have two (2) directors who are designated as the Founding Directors. The names and addresses of the Founding Directors of the Foundation are:

<u>Name</u>	<u>Address</u>
Marvin J. Weniger	PMB 33391 1614 SW Seagull Way Palm City, Florida 34990
Christine A. Weniger	PMB 33391 1614 SW Seagull Way Palm City, Florida 34990

Each Founding Director shall serve until death, incapacity, or resignation. Upon the death, incapacity, or resignation of a Founding Director, the class of Founding Directors shall be reduced to (one) 1 director, and the remaining Founding Director shall serve as the sole Founding Director. Following the death, incapacity, or resignation of the surviving Founding Director, the class of Founding Director shall be eliminated.

(b) Family Directors. Beginning at the date set forth below, the Foundation may have up to ten (10) directors who are designated as the Family Directors. The Family Directors shall consist of one (1) or more of the Founding Directors' ten (10) children who shall be eligible to become Family Directors over a period of time as described below. The initial Family Director shall be eligible to serve as a Family Director upon the death, incapacity, or resignation of the

first Founding Director or such earlier date as the Founding Directors shall designate by a resolution adopted by the Founding Directors. The initial Family Director shall be the oldest then living child of the Founding Directors who consents to serve as Family Director. Thereafter, each then living child of the Founding Directors shall have the right to become an additional Family Director on the date that is the same number of days after the date of appointment of the initial Family Director as the number of days by which such child's birth succeeded that of the initial Family Director. Each Family Director shall serve until death, incapacity, or resignation. Upon the death, incapacity, or resignation of a Family Director, the number of permissible Family Directors shall be reduced and a new class of directors shall be established as provided in subparagraph (c). Following the death, incapacity, or resignation of the last Family Director, the class of Family Directors shall be eliminated.

(c) Additional Classes of Directors. Upon the death, resignation, or incapacity of a Family Director or, if any child of the Founding Directors did not serve as a Family Director, and if such child has then living descendants, then, upon the date designated by such child in writing, which date shall be no earlier than the date on which such child would become eligible to serve as a Family Director, a new class of directors shall be established which class shall bear the name of the child. The initial director of each such class shall be the child's oldest then living descendant who has reached the age of eighteen (18) and consents to serve as a director. The initial director of each such class shall serve for a term of three years, after which the next oldest then living descendant of such child who is in the same generation as the initial director shall have the right to serve for a term of three years, and so on until each member of such generation has had an opportunity to serve, after which the rotation shall begin again with the oldest then living member of such generation. Upon the death resignation, or incapacity of the last member

living member of such generation. Upon the death resignation, or incapacity of the last member of a given generation of descendants, the right to serve as a director of that line shall pass to the oldest then living member of the next generation of such child's descendants, and the rotation shall be repeated among the living members of such generation as described in the preceding sentence. Following the death, incapacity, or resignation of the last descendant of a child of the Founding Directors, the class of directors bearing the name of such child shall be eliminated. If, at any time following the death of the last child of the Founding Directors, there are less than three (3) classes of directors, the number of directors in each remaining class shall be increased to two (2) directors if there are additional descendants within a class and generation available and willing to serve, in which case, the rotation shall continue in the same manner as provided above with modification as necessary to accommodate the service of two members of the generation.

6.2 Dissolution in Default of Sufficient Directors. If at any time there are less than two (2) descendants of the Founding Directors then serving as directors of the Foundation, the Board of Directors shall dissolve the Foundation in accordance with Article IV. If at any time there are no directors of any class serving, the Chief Judge of the Circuit Court of the City of Richmond, Virginia shall proceed to dissolve the Foundation and make distributions in accordance with Article IV of these Articles of Incorporation.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Foundation, which is located in the City of Richmond, Virginia, is One James Center, 901 East Cary Street, Richmond, Virginia 23219. The initial registered agent of the Foundation is Michele A. W. McKinnon, whose business

office is identical with the initial registered office and who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Foundation shall not be liable to the Foundation.

8.2 Mandatory Indemnification. The term "Foundation" as used in this section 8.2 shall mean this Foundation only and no predecessor entity or other legal entity. The Foundation shall indemnify any person who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Foundation) because the person is or was a director or officer of the Foundation, or of any other legal entity controlled by the Foundation, against all liabilities and reasonable expenses incurred by the person on account of the proceeding except such liabilities and expenses as are incurred because of the person's willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel

agreed upon by the Board of Directors and the person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that the person is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this section 8.2.

8.3 Miscellaneous.

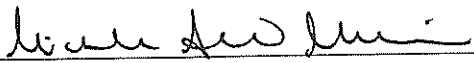
(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent the person is indemnified by another, including an insurer.

(b) Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE IX
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Dated: April 4, 2006

By: 
Michele A. W. McKinnon, Incorporator

Active\3627702.1

ONWARD FOUNDATION
ARTICLES OF INCORPORATION

ARTICLE I
NAME

The name of the corporation is Onward Foundation (hereinafter referred to as the "Foundation"), a Virginia nonstock corporation.

ARTICLE II
PURPOSE

The Foundation is organized and shall be operated exclusively for religious, charitable, educational, scientific, and literary 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. Without limiting the foregoing, the primary purpose of the Foundation is to make distributions to qualified organizations engaging in activities and projects associated with the Catholic Church, with a particular focus in the areas of education and pro-life activities.

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Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

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**ARTICLE VIII
LIMIT ON LIABILITY AND INDEMNIFICATION**

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Foundation shall not be liable to the Foundation.

8.2 Mandatory Indemnification. The term "Foundation" as used in this section 8.2 shall mean this Foundation only and no predecessor entity or other legal entity. The Foundation shall indemnify any person who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Foundation) because the person is or was a director or officer of the Foundation, or of any other legal entity controlled by the Foundation, against all liabilities and reasonable expenses incurred by the person on account of the proceeding except such liabilities and expenses as are incurred because of the person's willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible, provided, however, that if a majority of the directors of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel

agreed upon by the Board of Directors and the person. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that the person is not entitled to indemnification. The Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this section 8.2.

8.3 Miscellaneous.

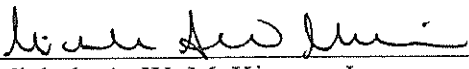
(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent the person is indemnified by another, including an insurer.

(b) Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

**ARTICLE IX
INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Dated: April 4, 2006

By: 
Michele A. W. McKinnon, Incorporator

Active\3627702.1

ONWARD FOUNDATION

BYLAWS

ARTICLE I DIRECTORS

1.1 General Powers. Onward Foundation (the “Foundation”) shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number. The number and classes of directors of the Foundation shall be as set forth in the Articles of Incorporation.

1.3 Appointment and Term. Additional or successor directors shall be appointed in the manner and for the term set forth in the Articles of Incorporation.

1.4 Removal; Vacancies. The Board of Directors may remove any director, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the directors other than the director whose removal is at issue. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director, shall be filled in the manner provided in the Articles of Incorporation.

1.5 Meetings. The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the President or the Board of Directors. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

1.6 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting, by delivering the same to such director in person or to such director's residence or business address (or such other place as such director may have directed in writing) by mail, messenger, electronic mail, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

1.7 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.8 Quorum; Voting. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.9 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1.10 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

1.11 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Foundation or in connection with the transaction of the Foundation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

ARTICLE II COMMITTEES OF DIRECTORS

2.1 Committees. The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of

Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

2.2 Authority of Committees. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Foundation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Committee Meetings; Miscellaneous. The provisions of these Bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE III OFFICERS

3.1 Officers. The officers of the Foundation shall be a President and a Secretary, and in the discretion of the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. Any two or more offices may be held by the same person.

3.2 Election; Term. Officers shall be elected by the Board of Directors. They shall hold office, unless removed, until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

3.4 Duties of Officers. The President shall be the Chief Executive Officer of the Foundation. The President and the other officers of the Foundation shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

ARTICLE IV CONFLICTS OF INTERESTS

4.1 Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Foundation shall exercise the utmost good faith in all transactions touching upon their duties to the Foundation and its property. In their dealings with and on behalf of the Foundation, they are held to a strict rule of honest and sincere dealing between themselves and the Foundation. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interests might arise between the Foundation's interest and the interest of the director, officer, or employee.

4.2 Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Foundation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Foundation. Relationships and dealings of the Foundation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Foundation shall not constitute interests under this Article.

4.3 Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of the director's interest to the Board of Directors at the first meeting of the Board after the conflict occurs, and in any case, before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Foundation's interest.

4.4 Standards and Procedures.

(a) The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists, or can reasonably be construed to exist.

(b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

(c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use the director's personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Foundation.

(e) At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is

present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested director or directors, that:

(i) the proposed contract, transaction, or arrangement is in the Foundation's best interest and for its own benefit; and

(ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Foundation.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call) and, where applicable, the abstention from voting and participation, and that a quorum was present. The Foundation shall keep minutes of the discussions and deliberations as part of the minutes of the Foundation.

4.5 Corrective and Disciplinary Action. The violation of this Conflicts of Interests Policy is a serious matter and may constitute "cause" for removal or termination of a director, officer, or employee.

ARTICLE V MISCELLANEOUS PROVISIONS

5.1 Fiscal Year. The fiscal year of the Foundation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

5.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

5.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Directors.

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