

Laura Solomon, ESQ
ASSOCIATES

610-645-0992 P

610-645-9963 F

300 E. Lancaster Avenue

Suite 106a

Wynnewood, PA 19096

December 28, 2009

Via Federal Express

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Re: **Forms 1023, 2848, 5768**
Z STREET
EIN: 27-1354388

Dear Sir or Madam:

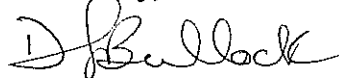
I enclose with this cover letter the following items on behalf of my client, **Z STREET**:

1. IRS Form 1023, Checklist;
2. IRS Form 2848, Power of Attorney;
3. IRS Form 5768, 501(h) Election;
4. IRS Form 1023, Exemption Application, with exhibits; and
5. User Fee of \$750.

Pursuant to the IRS Errata Sheet for completing Part IX and Part X of the Form 1023, my client provided three years of financial information and did not complete line 6a, 6b, or 7 on page 11 of the Form.

I have enclosed a duplicate copy of this letter and a stamped self-addressed envelope. I respectfully request that you stamp the letter when received and return the stamped cover letter to me in the enclosed envelope. I thank you in advance for your attention to this matter and welcome any questions you may have regarding this submission.

Sincerely,



Donna Johnson Bullock, Esq.
Associate

Encl.

cc: Ms. Lori Lowenthal Marcus (w/encl.)
Ms. Adrienne Price (w/encl.)

FORM103541-0908
02000645



No. 3872255

3-5/310

CASHIER'S CHECK

DATE DECEMBER 21, 2009

PAY TO THE
ORDER OF

IRS

\$

750.00

SEVEN HUNDRED FIFTY AND 00 / 100***** DOLLARS



JEROME M. MARCUS

REMITTER

PNC Bank, National Association

Chiriquel Duplex
OFFICIAL SIGNATURE

⑈ 3872255⑈ ⑆ 031000053⑆

8500041542⑈

Form 1023 Checklist

(Revised June 2006)

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 through H, as required)
 - Articles of organization
 - Amendments to articles of 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) P. 1, Art. 3, Para. 1
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law P. 2, Art. 9, Para. 1
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
- Signature at 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

Form **2848**
(Rev. March 2004)

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.

Part I

Power of Attorney

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

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

Taxpayer name(s) and address

Z STREET

742 Righters Mill Road

Penn Valley, PA 19072

Social security number(s)

Employer identification number

27-1354388

Daytime telephone number
(610) 664-7109

Plan number (if applicable)

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

Donna Johnson Bullock, Esq.
Laura Solomon, Esq. & Associates
300 East Lancaster Avenue, Suite 106A
Wynnewood, PA 19096

CAF No. 0304-01234R

Telephone No. 610-645-0992

Fax No. 610-645-9963

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

Laura Solomon, Esq.
Laura Solomon, Esq. & Associates
300 East Lancaster Avenue, Suite 106A
Wynnewood, PA 19096

CAF No. 2605-80307R

Telephone No. 610-645-0992

Fax No. 610-645-9963

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

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

3 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)
tax-exempt status matters, 501(H) election	1023, 5768	2009, 4th quarter- 2012, 4th quarter
employment tax matters	940, 941	2009, 4th quarter- 2012, 4th quarter
income tax and unrelated business income tax	990, 990T	2009, 4th quarter- 2012, 4th quarter

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) ►

For Privacy Act and Paperwork Reduction Notice, see instructions.
VDA

Form **2848** (Rev. 3-2004)

- 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.
- a** If you also want the second representative listed to receive a copy of notices and communications, check this box ☒ **X**
- b** 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.

Lori Lowenthal Marcus Dec. 12, 2009 President
Signature Date Title (if applicable)

Ms. Lori Lowenthal Marcus 2 STREET
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

Caution: 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	PA	<u>[Signature]</u>	<u>12/24/09</u>
a	PA	<u>[Signature]</u>	<u>12/24/09</u>

PDF reference copy

Form 5768 (Rev. December 2004) Department of the Treasury Internal Revenue Service		Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation (Under Section 501(h) of the Internal Revenue Code)		For IRS Use Only ►
Name of organization Z STREET		Employer identification number 27-1354388		
Number and street (or P.O. box no., if mail is not delivered to street address) 742 Righters Mill Road		Room/suite		
City, town or post office, and state Penn Valley, PA		ZIP + 4 19072		
1 Election —As an eligible organization, we hereby elect to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending <u>12/31/2009</u> and all subsequent tax years until revoked. (Month, day, and year)				
Note: This election must be signed and postmarked within the first taxable year to which it applies.				
2 Revocation —As an eligible organization, we hereby revoke our election to have the provisions of section 501(h) of the Code, relating to expenditures to influence legislation, apply to our tax year ending _____ (Month, day, and year)				
Note: This revocation must be signed and postmarked before the first day of the tax year to which it applies.				
Under penalties of perjury, I declare that I am authorized to make this (check applicable box) ► <input checked="" type="checkbox"/> election <input type="checkbox"/> revocation on behalf of the above named organization.				
Ms. Lori Lowenthal Marcus, President (Signature of officer or trustee)		Ms. Lori Lowenthal Marcus, President (Type or print name and title)		Nov 30, 2009 (Date)

General Instructions

Section references are to the Internal Revenue Code.

Section 501(c)(3) states that an organization exempt under that section will lose its tax-exempt status and its qualification to receive deductible charitable contributions if a substantial part of its activities are carried on to influence legislation. Section 501(h), however, permits certain eligible 501(c)(3) organizations to elect to make limited expenditures to influence legislation. An organization making the election will, however, be subject to an excise tax under section 4911 if it spends more than the amounts permitted by that section. Also, the organization may lose its exempt status if its lobbying expenditures exceed the permitted amounts by more than 50% over a 4-year period. For any tax year in which an election under section 501(h) is in effect, an electing organization must report the actual and permitted amounts of its lobbying expenditures and grass roots expenditures (as defined in section 4911(c)) on its annual return required under section 6033. See Schedule A (Form 990 or Form 990-EZ). Each electing member of an affiliated group must report these amounts for both itself and the affiliated group as a whole.

To make or revoke the election, enter the ending date of the tax year to which the election or revocation applies in item 1 or 2, as applicable, and sign and date the form in the spaces provided.

Eligible Organizations.—A section 501(c)(3) organization is permitted to make the election if it is not a disqualified organization (see below) and is described in:

1. Section 170(b)(1)(A)(ii) (relating to educational institutions),
2. Section 170(b)(1)(A)(iii) (relating to hospitals and medical research organizations),
3. Section 170(b)(1)(A)(iv) (relating to organizations supporting government schools),
4. Section 170(b)(1)(A)(vi) (relating to organizations publicly supported by charitable contributions),
5. Section 509(a)(2) (relating to organizations publicly supported by admissions, sales, etc.), or
6. Section 509(a)(3) (relating to organizations supporting certain types of public charities other than those section 509(a)(3) organizations that support section 501(c)(4), (5), or (6) organizations).

Disqualified Organizations.—The following types of organizations are not permitted to make the election:

- a. Section 170(b)(1)(A)(i) organizations (relating to churches),

b. An integrated auxiliary of a church or of a convention or association of churches, or

c. A member of an affiliated group of organizations if one or more members of such group is described in a or b of this paragraph.

Affiliated Organizations.—Organizations are members of an affiliated group of organizations only if (1) the governing instrument of one such organization requires it to be bound by the decisions of the other organization on legislative issues, or (2) the governing board of one such organization includes persons (i) who are specifically designated representatives of another such organization or are members of the governing board, officers, or paid executive staff members of such other organization, and (ii) who, by aggregating their votes, have sufficient voting power to cause or prevent action on legislative issues by the first such organization.

For more details, see section 4911 and section 501(h).

Note: A private foundation (including a private operating foundation) is not an eligible organization.

Where To File.—Mail Form 5768 to the Internal Revenue Service Center, Ogden, UT 84201-0027.

VDA

Form 5768 (Rev. 12-2004)

Form **1023**
(Rev. June 2006)
Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all bold 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)
Z STREET		Ms. Lori Lowenthal Marcus
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)
742 Righters Mill Road		27-1354388
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)
Penn Valley, PA 19072		12
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 610-664-7109
a Name: Ms. Lori Lowenthal Marcus		c Fax: (optional) 610-664-2177
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, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Donna Johnson Bullock, Esq. and Laura Solomon, Esq., See attached IRS Form 2848		
8 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
9a Organization's website: www.ZSTREET.org		
b Organization's email: (optional) 18ZStreet@gmail.com		
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		11/20/2009
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

For Paperwork Reduction Act Notice, see page 24 of the instructions.

Form **1023** (Rev. 6-2006)

BKA

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
- 4a 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): P. 1, Art. 3, Para. 1 ☒
- 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. P. 2 Art. 9, Para. 1
- 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)
See attached Exhibit D.			

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)
Not applicable.			

- 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)
Not applicable.			

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.

- 2a** 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
- 3a** 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.
- 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

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

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. Please see attached Exhibit C. ☒ 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. Please see attached Exhibit C. ☒ 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. Please see attached Exhibit C. ☒ 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 of 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.

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**

☒ mail solicitations

☒ phone solicitations

☒ email solicitations

☒ accept donations on your website

☒ personal solicitations

☐ receive donations from another organization's website

☐ vehicle, boat, plane, or similar donations

☒ government grant solicitations

☒ foundation grant solicitations

☐ 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 in 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. Please see attached Exhibit C.

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. Please see attached Exhibit C. ☒ **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; works 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 (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
- 17 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, educational 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	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From <u>110109</u> To <u>123109</u>	(b) From <u>010110</u> To <u>123110</u>	(c) From <u>010111</u> To <u>123111</u>	(d) From _____ To _____	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)		275,000.	350,000.		625,000.
	2 Membership fees received	7,000.	10,000.	20,000.		37,000.
	3 Gross investment income					0.
	4 Net unrelated business income					0.
	5 Taxes levied for your benefit					0.
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					0.
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)			1,200.		1,200.
	8 Total of lines 1 through 7	7,000.	285,000.	371,200.	0.	663,200.
	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)		1,500.	2,500.		4,000.
	10 Total of lines 8 and 9	7,000.	286,500.	373,700.	0.	667,200.
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					0.
	12 Unusual grants					0.
	13 Total Revenue Add lines 10 through 12	7,000.	286,500.	373,700.	0.	667,200.
Expenses	14 Fundraising expenses	1,000.	20,000.	15,000.		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages		20,000.	40,000.		
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees	15,000.	50,000.	45,000.		
	23 Any expense not otherwise classified, such as program services (attach itemized list)		188,500.	276,000.		
	24 Total Expenses Add lines 14 through 23	16,000.	278,500.	376,000.	0.	

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**

		Year End: 2009
		(Whole dollars)
Assets		
1	Cash	40,000.
2	Accounts receivable, net	0.
3	Inventories	0.
4	Bonds and notes receivable (attach an itemized list)	0.
5	Corporate stocks (attach an itemized list)	0.
6	Loans receivable (attach an itemized list)	0.
7	Other investments (attach an itemized list)	0.
8	Depreciable and depletable assets (attach an itemized list)	0.
9	Land	0.
10	Other assets (attach an itemized list)	0.
11	Total Assets (add lines 1 through 10)	40,000.
Liabilities		
12	Accounts payable	0.
13	Contributions, gifts, grants, etc. payable	0.
14	Mortgages and notes payable (attach an itemized list)	0.
15	Other liabilities (attach an itemized list)	40,000.
16	Total Liabilities (add lines 12 through 15)	40,000.
Fund Balances or Net Assets		
17	Total fund balances or net assets	0.
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	40,000.
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.)

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

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 IRS Use Only

IRS Director, Exempt Organizations

(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 your 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 6b(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

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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 \$750. 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 \$300. 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? ☐ Yes ☒ No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

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)

Ms. Lori Lowenthal Marcus

(Type or print name of signer)

(Date)

President

(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

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EXHIBITS TO IRS FORM 1023

- Exhibit A- Articles of Incorporation
- Exhibit B- Bylaws
- Exhibit C- Responses to Part IV, *Narrative Description of Activities*, Part X, Question 5h, *Public Charity Status*, and Part VIII, Question 2a, *501(h) Election*; Part V, Questions 1a-1c, 3a, 4, and 5; Part VI, Questions 1a-1b; Part VIII, Questions 4a-4d and 10
- Exhibit D- Responses to Part V, Question 3a; List of Directors and Officers
- Exhibit E- Response to Part IX Financial Data (Itemized Lists: Part A, Lines 9 and 23; and Part B, Line 15)
- Exhibit F- Conflict of Interest and Annual Disclosure Policy
- Exhibit G- Document Retention Policy
- Exhibit H- Whistleblower Policy
- Exhibit I- Charity Policy
- Exhibit J- Z STREET Charter
- Exhibit K- Promissory Note

Entity #: 3919274
 Date Filed: 11/20/2009
 Pedro A. Cortés
 Secretary of the Commonwealth

Entity No. _____

Domestic Nonprofit Corporation (§5306)

M. BURR KEIM COMPANY
 COUNTER PICK-UP

Commonwealth of Pennsylvania
 ARTICLES OF INCORPORATION-NON-PROFIT 3 Page(s)



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**COMMONWEALTH OF PENNSYLVANIA
 ARTICLES OF INCORPORATION
 DOMESTIC NONPROFIT CORPORATION**

In compliance with the requirements of 15 Pa. C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, states that:

1. **Name.** The name of the corporation is: Z STREET.
2. **Address.** The address of the corporation's initial registered office in this Commonwealth is: 742 Righters Mill Road, Penn Valley, PA 19072. The county of venue is: Montgomery.
3. **Purpose and Operation.** The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (as amended) exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). In particular, the corporation shall: support the right of the Jewish people to their own state, Israel, and to live freely in Israel or anywhere in the world; educate the public about the historic, legal, and moral underpinnings of the State of Israel; and advocate against concessions to, negotiations with, or appeasement of terrorists.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a

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corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

4. Nonprofit. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Private Foundation. Notwithstanding any other provision in these Articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

- a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. Nonstock. The corporation is organized upon a nonstock basis.

7. Incorporator. The name and address of the incorporator is: Ms. Lori Lowenthal Marcus, 742 Righters Mill Road, Penn Valley, PA 19072.

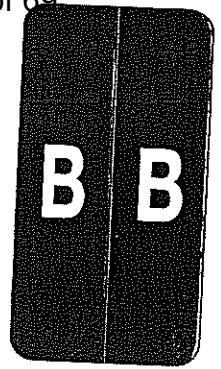
8. Members. The corporation shall have no members.

9. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the Court of Common Pleas of the county in which the corporation's principal office is then located, exclusively for the corporation's exempt purposes.

10. Effective Date. These Articles of Incorporation shall be effective as of the date of filing.

Date: 11/20/2009


Incorporator, Ms. Lori Lowenthal Marcus



**BYLAWS
Of
Z STREET**

A Pennsylvania Nonprofit Corporation

ARTICLE 1 – DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- B. “Board” means the Board of Directors of the Corporation.
- C. “Corporation” means Z STREET.
- D. “Director” means an individual serving on the Board.

ARTICLE 2 – PURPOSES

Section 2.1. Purposes.

The purposes of the Corporation are set forth in its Articles of Incorporation.

ARTICLE 3 – OFFICES

Section 3.1. Offices.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

ARTICLE 4 – SEAL

Section 4.1. Seal.

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, Pennsylvania.”

ARTICLE 5 – MEMBERS

Section 5.1. No Members.

The Corporation shall have no members entitled to vote on any matter or for any other reason.

ARTICLE 6 – BOARD OF DIRECTORS

Section 6.1. Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 6.2. Qualifications of Directors.

Each Director shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania.

Section 6.3. Number and Election of Directors.

The Board shall consist of a minimum of three Directors, divided into three classes, each consisting of at least one individual. The Directors shall be elected by the Board at the annual meeting of the Board.

Section 6.4. Term of Office.

Each Director shall be elected for a term of three years and shall hold office until (a) the later of the expiration of the term for which he or she was elected or until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal. To achieve the initial classification of the Board, however, the initial terms for the three classes of the first Board shall be one year, two years and three years, respectively.

Section 6.5. Procedure for Nomination of Candidates for Director.

The chair of the meeting shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall declare that the nominations of candidates for election as Director are open, and shall call for nominations from the floor. Any Director who is entitled to vote at the meeting may make nominations. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes.

Section 6.6. Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors, even if less than a quorum. Each person so elected shall be a Director to serve for the balance of the term of the vacant position.

Section 6.7. Removal of Directors.

Any Director may be removed from office, without assigning any cause, by a majority vote of the remaining Directors, even if less than a quorum, at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

Section 6.8. Resignations.

Any Director may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 6.9. Compensation of Directors.

The Board shall have the authority to fix the compensation of Directors for their services as Directors. A Director may also be a salaried Officer, employee, or agent of the Corporation.

Section 6.10. Voting Rights.

Each Director shall be entitled to one vote.

ARTICLE 7 – COMMITTEES

Section 7.1 Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee, shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board;
- (b) The adoption, amendment, or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board; or
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 7.2. Term.

Each committee of the Board shall serve at the pleasure of the Board.

Section 7.3. Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by a Director and each committee shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

Section 7.4. Executive Board.

The Executive Board shall be composed of Officers of the Corporation. The Executive Board shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Board shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

Section 7.5 Advisory Board.

The President may nominate and the Board may approve members of a Board of Advisors, which shall be composed of individuals who bring unique knowledge, skills, and resources to the organization that complement those of the Board of Directors. The Advisory Board shall not have formal governing powers. Rather, the Advisory Board shall, at the direction of the Board, serve to: (1) make recommendations or provide information to the Board of Directors; (2) provide and/or help raise financial support; (3) help raise public awareness about the Corporation's charitable and educational purposes; and (4) represent the organization in the public domain.

ARTICLE 8 – MEETINGS OF DIRECTORS

Section 8.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 8.2. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held at three o'clock, p.m., on the 15th of December of each year. If such day is a legal holiday under the laws of Pennsylvania, the

annual meeting shall be held on the next succeeding business day, which is not a legal holiday under the laws of Pennsylvania.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 10.1. for the purposes of organization, election of Officers, and the transaction of other business.

Section 8.3. Regular Meetings.

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 8.4. Special Meetings of the Board.

The President or any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director pursuant to Section 10.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

Section 8.5. Quorum.

A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 8.6. Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 8.7. Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the President, shall act as secretary.

Section 8.8. Consent of Directors in Lieu of Meeting.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary.

ARTICLE 9 – OFFICERS

Section 9.1. Number.

The Officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Officers may include one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as the Board may determine by resolution. The same person may hold any number of offices.

Section 9.2. Qualifications of Officers.

The Officers shall be natural persons at least 18 years of age. Officers need not be Directors.

Section 9.3. Election and Term of Office.

The Officers of the Corporation shall be elected by the Board at any meeting of the Board for a term of one year. Each Officer shall hold office until (a) the later of the term for which he or she was elected or until his or her successor has been elected and qualified, or (b) until his or her earlier death, resignation, or removal.

Section 9.4. Removal of Officers.

The Board may remove any Officer, without assigning any cause, whenever in its judgment the best interests of the Corporation will be served.

Section 9.5. Resignations.

Any Officer may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 9.6. The President.

The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall chair all meetings of the Board and the Executive Committee. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in

cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President, as specified by the Act, and such other duties as may be assigned by the Board.

Section 9.7. Vice Presidents.

In the absence or disability of the President or when so directed by the President, any Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall perform such other duties as may be assigned by the Board or the President.

Section 9.8. The Secretary.

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation, if any. In general, the Secretary shall perform all duties incident to the office of Secretary, as specified by the Act, and such other duties as may be assigned by the Board or by the President.

Section 9.9. Assistant Secretaries.

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the President, or the Secretary.

Section 9.10. The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer may delegate his or her duties to responsible individuals. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf, and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer, as specified by the Act, and such other duties as may be assigned by the Board or the President.

Section 9.11. Assistant Treasurers.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President, or the Treasurer.

Section 9.12. Compensation of Officers.

The compensation of all Officers may be fixed by the Board or any committee or Officer authorized by the Board. No Officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE 10 - NOTICE

Section 10.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, by courier service, charges prepaid, by facsimile transmission, or by email with a request for an acknowledgement of receipt, to his or her address (or to his or her facsimile number or email address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purposes of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile or email, when receipt has been confirmed. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 10.2. Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 10.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at

the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11 – CONFLICTS OF INTEREST

Section 11.1. Interested Directors and Officers.

No contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE 12 – LIMITATION OF LIABILITY; INSURANCE

Section 12.1. Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to Federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 12.2. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 13 – INDEMNIFICATION

Section 13.1. Representative Defined.

For purposes of this Article, "representative" means any Director or Officer of the Corporation or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

Section 13.2. Third-Party and Derivative Actions.

The Corporation may indemnify any Director, Officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he or she was or is a representative of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

Section 13.3. Advancing Expenses.

The Corporation may pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 13.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately

determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 13.4. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Article. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

Section 13.5 Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 13.6. Reliance and Modification.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 14 – ANNUAL REPORT

Section 14.1. Annual Report.

The President and Treasurer shall present to the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursement of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report for the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 15 – TRANSACTION OF BUSINESS

Section 15.1. Real Property.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient.

Section 15.2. Negotiable Instruments.

All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board may designate.

ARTICLE 16 – CORPORATE RECORDS

Section 16.1. Corporate Records.

The Corporation shall keep (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary, and (c) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE 17 – AMENDMENTS

Section 17.1. Amendments.

The Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose has been given.

Adopted: 12/12/2009

EXHIBIT C
FORM 1023

**APPLICATION FOR RECOGNITION OF EXEMPTION
UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE**

**Responses to Part IV Narrative Description of Activities, and Part X, Question 1a,
Private Foundation Status**

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.

I. Description of Activities

A. Organizational Structure and Administration

On November 20, 2009 Z STREET was incorporated in the Commonwealth of Pennsylvania exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as specified in its Articles of Incorporation (the "Articles," attached as Exhibit A). In particular, the corporation shall: support the right of the Jewish people to their own state, Israel, and to live freely in Israel or anywhere in the world; educate the public about the historic, legal, and moral underpinnings of the State of Israel; and advocate against concessions to, negotiations with, or appeasement of terrorists.

Z STREET promotes and adheres to the principles set out in the Z STREET Charter, attached hereto as Exhibit J. Z STREET was founded by Ms. Lori Lowenthal Marcus as an alternative to mainstream and other Jewish organizations that do not affirm these principles. Ms. Marcus currently serves as Z STREET's President.

Ms. Marcus also provided a \$50,000 interest-free draw-down loan to Z STREET to assist with start-up legal, accounting, and other operating expenses. To date, Z STREET has drawn down \$40,000 of this loan. The signed Promissory Note which documents the loan is attached as Exhibit K.

Governance. Z STREET's Board of Directors understands that, in determining whether the organizational structure, activities, and method of operation of an organization are such as to enable it to meet the public support test under Section 509(a)(2) of the Code, the Internal Revenue Service (the "IRS") will consider whether the

organization has a representative governing body. Treas. Reg. §1.509(a)-3(d)(3)(i). A representative governing body is comprised of: (1) public officials; (2) community leaders, such as elected officials, clergymen, and educators; and (3) persons having special knowledge in a particular field or discipline in which the organization is operating. Treas. Reg. §1.509(a)-3(d)(3)(i).

Z STREET is governed by an unpaid, independent, representative governing body as defined in Section 1.509(a)-3(d)(3)(i) of the Regulations. The current Board of Directors constitutes a representative governing body, as it includes lawyers, scholars, finance experts, journalists, a marketing consultant, and a military intelligence expert. The Board is responsible for: 1) fiscal accountability and fundraising; 2) strategic and organizational planning; 3) public relations; and 4) approval of Z STREET's policies and programs. To facilitate the organization's commitment to its charitable and educational purposes, as well as organizational transparency and accountability, the Board of Directors has adopted several corporate policies, attached hereto as Exhibits F, G, H and I.

Collaborations. Z STREET recognizes the value of other Zionist organizations whose goal is to ensure that Israel is a Jewish State that retains its territorial sovereignty and is valued within the community of nations. Z STREET is not intended to supersede those other Zionist organizations, but instead collaborates with such organizations to advance its principles. Z STREET's collaborations take the form of joint grassroots campaigns and educational fora, and are conducted by Directors and other volunteers.

B. Operation of Z STREET Website

Z STREET's initial activity is primarily the development and maintenance of an online educational and grassroots advocacy forum focused on the right of the Jewish people to their own state and the impact of conceding to, negotiating with, or appeasing terrorists. Z STREET provides an extensive array of factual research on its website to support the legal, moral, and historical right of the Jewish State to exist in peace and security without physical or verbal assault against its sovereignty or legitimacy. Z STREET also provides researched and documented refutations of fallacious narratives which undermine these rights.

Z STREET's Board of Directors and volunteers maintain the website, www.ZSTREET.org, to provide the general public with free access to news updates, original articles appearing on the site, contact information, action alerts, and links to other sources of information. All users of the site are able to search, browse, and comment on the entries. Users may also register, at no cost, to receive additional emails, updates, and other educational materials. Z STREET also uses the website as an online grassroots outreach tool by sending e-newsletters and other electronic alerts to its supporters to urge them to take action for or against certain issues and to attend certain pertinent programs.

Z STREET dedicates approximately 60% of its resources to the operation and maintenance of its website.

C. Public Awareness Activities

Z STREET engages in public awareness campaigns and events to educate the general public and elected officials about the State of Israel and the monetary and human costs of terrorism. Through these public awareness campaigns, Z STREET encourages the public to advocate for or against certain policies, strategies, or organizations related to international security issues, human and civil rights, and the negative consequences of terrorism. For example, this past fall Z STREET asked its website users to contact elected officials and to encourage them to support the congressional resolution condemning the Goldstone Report of the United Nations.

Z STREET promotes these public awareness campaigns through its website, printed materials, such as newsletters, and organized events, such as conferences, public discussion groups, panels, lectures, and rallies. These public awareness campaigns are organized and conducted by its Board of Directors and other volunteers.

Z STREET dedicates approximately 20% of its resources to its public awareness activities.

D. Advocacy and Lobbying Activities

In addition to the public awareness campaigns described above, Z STREET plans to engage in advocacy activities to influence legislation that will: (1) encourage the U.S.'s support of the State of Israel; (2) provide resources to the State of Israel and the Jewish Community; and (3) oppose U.S. policies and strategies that pressure the Israeli government to make concessions to, negotiate with, or appease terrorists.

Z STREET's lobbying activities will include both direct lobbying and grassroots lobbying. Z STREET understands and acknowledges that direct lobbying is defined as any communication with a legislator, expressing a view about specific legislation and grassroots lobbying is defined as any communication with the general public, expressing a view about specific legislation, with a call to action. A call to action refers to four different ways the organization asks the public to respond to its message:

1. asking the public to contact their legislators or staffers;
2. providing the address, phone number, website, or other contact information for the legislators;
3. providing a mechanism to contact legislators such as a tear off postcard, petition, letter, or email link to send a message directly to the legislators; or
4. listing the recipient's legislator, the names of legislators voting on a bill, or those undecided or opposed to organization's view on the legislation.

Z STREET's future legislative activities will include: (1) sending letters and emails directly to Federal and state legislators and other public officials; (2) meeting with legislators and their staff; (3) testifying at public hearings; (4) holding press conferences;

and (5) sending emails and other correspondence to urge the public to contact legislators. Z STREET's lobbying efforts will focus primarily on national security and foreign policy issues related to the State of Israel.

Z STREET will also engage in activities that do not constitute activities which "influence legislation," such as educating its website users, the general public, and other public officials. In general, the following types of legislative activities are excluded from the definition of "influencing legislation:"

1. making available the results of nonpartisan analysis, study, or research;
2. providing technical advice or assistance to a governmental body or to a committee or other subdivision thereof in response to a written request by such body or subdivision;
3. appearances before, or communications to, any legislative body with respect to a possible decision of such body that might affect the existence of the organization, its powers and duties, tax-exempt status, or the deduction of contributions to the organization;
4. communications between the organization and its bona fide members with respect to legislation or proposed legislation of direct interest to the organization and such members, other than a communication between the organization and any of its members to attempt to influence legislation by directly encouraging them to communicate with a member or employee of the legislature or with any governmental official or employee who may participate in the formulation of the legislation or to directly encourage members to urge persons other than its members to so communicate for this purpose;¹ and
5. any communication with a government official or employee other than for the principal purpose of influencing legislation.²

Z STREET anticipates that it will commence its advocacy and lobbying activities within its first year of operation and its Board of Directors will be responsible for spearheading and monitoring these activities. Z STREET will maintain detailed records of its lobbying expenditures and will comply with the permissible sliding scale of nontaxable lobbying expenditures under Section 501(h) of the Code.

Z STREET anticipates that it will dedicate approximately 10% of its resources to its advocacy and lobbying activities. Under no circumstances shall Z STREET's advocacy and lobbying activities exceed the limitations imposed by Section 501(h) of the Code.

E. Administrative and Fundraising Activities

Z STREET solicits monetary and in-kind contributions from individuals, businesses and foundations. Fundraising is conducted by Z STREET's Board of

¹ Members of subordinate organizations may be considered bona fide members for purposes of this membership communication exception.

² PLR 9145039; See Regs. §56.4911-2(b)(3)

Directors and other volunteers.

Z STREET currently conducts its fundraising primarily in Pennsylvania, New York, Florida, California, Massachusetts, Connecticut, Illinois, Ohio, New Jersey, and Delaware. Donors currently make tax-deductible charitable contributions to Z STREET's fiscal sponsor, National Council of Young Israel, which complies with state charitable solicitation regulations. At such time as Z STREET receives its tax-exemption determination and begins soliciting and receiving contributions in its own name, it will comply with the charitable solicitation regulations of the states in which it solicits. Z STREET does not currently plan to hire any professional fundraisers or to fundraise for other organizations.

Z STREET's administrative and fundraising activities constitute 10% of Z STREET's activities.

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II. Statement of Law

Section 501(c)(3) of the Code provides for the exemption from Federal income tax of organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual. Section 1.501(c)(3)-1(d)(2) of the Treasury Regulations (the "Regulations") provides that the term "charitable" is used in Section 501(c)(3) of the Code in its generally accepted legal sense.

Z STREET was incorporated exclusively for charitable and educational purposes. In addition, its Articles specifically provide that "No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes." The Articles further provides that, "Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine."

Z STREET is therefore explicitly organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

A. Promotion of Charitable Purposes: Education

Regulation Section 1.501(c)(3)-1(d)(2) provides that the term "charitable" includes "advancement of education," and Section 1.501(c)(3)-1(d)(3)(i) of the Regulations defines "education" as: (a) the instruction or training of the individual for the purpose of improving or developing his capabilities; or (b) the instruction of the public on subjects useful to the individual and beneficial to the community. The second example of Section 1.501(c)(3)-1(d)(3)(i) of the Regulations refers to organizations whose activities consist of presenting public discussion groups, forums, panels, lectures, or other similar programs as being educational.

1. *Education in Conjunction with Advocacy*

An organization engaged in the advocacy of controversial viewpoints with the intent of molding public opinion or creating public sentiment disqualifies such organization from qualifying for tax-exemption under Section 501(c)(3) of the Code, so long as the organization presents a sufficiently full and fair exposure of pertinent facts as to permit an individual or the public to form an independent opinion or conclusion. Treas. Reg. 1.501(c)(3)-1(d)(2); Revenue Procedure 86-43, 1986-2 CB 729.

*Education
FYI - Action
from my
narrative*

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In Revenue Procedure 86-43, 1986-2 C.B. 729, the IRS established a methodology test to determine whether an organization's advocacy activities are educational. Although the IRS will render no judgment as to the organization's advocacy position, the IRS will look to the method used by the organization to develop and present its views. *Id.* The method is not educational if it fails to provide: (a) a factual foundation for the viewpoint being advocated; or (b) a developed presentation of the relevant facts that would materially aid a listener or reader in a learning process. In addition, the presence of any of the following factors in the presentations made by the organization is indicative that the method used by the organization to advocate its viewpoints is not educational:

1. The presentation of viewpoints unsupported by facts is a significant portion of the organization's communications;
2. The facts that purport to support the viewpoints are distorted;
3. The organization's presentations make substantial use of inflammatory and disparaging terms and express conclusions more on the basis of strong emotional feelings than of objective evaluations; or
4. The approach used in the organization's presentations is not aimed at developing an understanding on the part of the intended audience or readership because it does not consider their background or training in the subject matter.

Moreover, there may be exceptional circumstances where an organization's advocacy may be educational even if one or more of the listed factors are present. PLR 199907021. In such case, the IRS will look to all the facts and circumstances to determine whether an organization may be considered educational despite the presence of one or more of such factors. *Id.*

In Private Letter Ruling 199907021, the IRS ruled that an organization which published newsletters to its members, produced a series of daily radio commentaries, and engaged in other educational activities about national and foreign policy issues was a charitable organization. The IRS concluded that the organization's activities were educational because the organization: (1) included the opposition's position; (2) supported its position with facts; and (3) cited independent sources that support the facts contained in the articles.

Z STREET's website, public awareness campaigns, and lobbying activities are educational activities conducted in conjunction with advocacy. Z STREET's website and other educational materials provide a full and fair exposition of the pertinent facts as to permit an individual or the public to form an independent opinion or conclusion. Z STREET's positions are supported by research, original documents, facts, and opinions from recognized academic and other knowledgeable sources, and therefore, Z STREET's activities are educational and charitable in nature.

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2. *Education in Conjunction with Promotion of International Advocacy*

Z STREET acknowledges that a tax-exempt organization that attempts to influence and advocates changes in the laws of a foreign country is an “action” organization within the meaning of Regulation Section 1.501(c)(3)-1(c)(3), and therefore does not qualify for exemption from tax. Revenue Ruling 73-440, 1973-2 C.B. 177. Section 1.501(c)(3)-1(c)(3)(iv) of the Regulations provides an organization is an “action” organization if it has the following two characteristics: (a) its main or primary objective may be attained only by domestic or foreign legislation or a defeat of proposed legislation; and (b) it advocates, or campaigns for, the attainment of such objectives as distinguished from engaging in nonpartisan analysis, study, or research and making the results thereof available to the public.

In General Counsel Memorandum 37741, the IRS concluded that an organization formed to secure human rights and permission for individuals to emigrate was not attempting to influence legislation to such an extent that it would fail to qualify as an exempt organization. GCM 37741 (Nov. 9, 1978). As part of its educational activities, the organization communicated and urged others to communicate with state and Federal legislators and other U.S. officials to raise public awareness about human rights violations and to advocate for the implementation of the provisions of international agreements on human rights. The organization also worked closely with an advisory board composed of both state and Federal legislators to identify pending legislation that may affect the work of the organization and to educate public officials and the general public about human rights violations.

Z STREET's advocacy and lobbying activities are limited to communications with U.S. legislators. Z STREET does not intend to lobby foreign legislators or otherwise influence the laws of a foreign country. Z STREET's activities are therefore educational and charitable, and Z STREET is not an action organization.

3. *Education in Conjunction with the Promotion of Social Change*

It has long been accepted by the IRS that the promotion of social change through education is charitable, so long as the educational material is not patently irrational or otherwise harmful to the community. IV Scott on Trusts, §370.4 (2d ed. 1956), Restatement (Second) Trusts, §370, comment g (1959). Cf. Treas. Regs. §1.501(c)(3)-1(d)(3). For example, the IRS recognized the charitable and educational nature of organizations which promote:

- a. elimination of prejudice and discrimination (§1.501(c)(3)-1(d)(2)(ii) of the Regulations);
- b. tolerance of homosexuality (Rev. Rul. 78-305, 1978-2 C.B. 172);
- c. public policy issues (PLR 199907021); and
- d. protection of the environment (Rev. Rul. 72-560, 1972-2 C.B. 258).

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Z STREET's website, public awareness campaigns, public events, and lobbying activities provide educational material which supports the rights of the Jewish people to a Jewish State and promotes public policy, and are therefore educational and charitable in nature.

4. *Education in Conjunction with the Promotion of National and International Security*

The IRS has recognized organizations which educate the public about the military, national defense, and foreign policy issues as tax-exempt under Section 501(c)(3) of the Code. In General Counsel Memorandum 39015, the IRS determined that an organization which educated its members and the general public about national security issues through nonpartisan, nonpolitical field trips, conferences, speaking engagements, and newsletters was tax-exempt under Section 501(c)(3) of the Code. Similarly, in Revenue Ruling 67-342, 1967-2 C.B. 187, 77-68, the IRS ruled that an organization which produced films for television that illustrated the need for international cooperation operated exclusively for charitable and educational purposes.

Z STREET's website, public awareness campaigns, and lobbying activities educate the public, in part, about issues that impact national and international security, and are therefore educational and charitable.

B. Promotion of Charitable Purpose: Defense of Human and Civil Rights

The term "charitable" also includes the promotion of social welfare by organizations designed to defend human and civil rights. Treas. Regs. 1.501(c)(3)-1(d)(2). Organizations engaged in rallies, demonstrations, and other educational activities to educate the public about the violations of the human rights of citizens of a foreign country are engaged in charitable activities. In General Counsel Memorandum 34823, the IRS determined that an organization formed to secure humane treatment for a group of individuals by making written appeals for more humane treatment, by encouraging others to do likewise, and by providing spokesmen to meet with foreign officials served a charitable purpose within the meaning of Section 501(c)(3), provided the organization did not violate Federal criminal statutes. GCM 34823 (Mar. 29, 1972). General Counsel Memorandum 30945 described a Section 501(c)(3) organization that primarily engaged in activities related to complaints alleging violations of human rights. GCM 30945 (July 26, 1977). Such activities consisted of appointing investigators, arranging for legal counsel, making reports, reporting findings to the United Nations, and urging governments to change policies the organization considered in violation of human rights. See also GCM 37741, *supra*.

Z STREET's website, public awareness campaigns, and lobbying activities are designed to defend the right of the Jewish people to a safe and secure Jewish State, one not threatened by terrorism. Such activities are in defense of human and civil rights, and are therefore charitable.

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C. Promotion of Charitable Purposes: Patriotism and National Pride

Patriotism is commonly defined as love for or devotion to one's country. See Merriam-Webster's Dictionary, <http://www.merriam-webster.com/dictionary/patriotism>. Organizations created for the purpose of instilling patriotic emotions, displaying flags and other patriotic symbols, or celebrating patriotic holidays are charitable. IV Scott on Trusts (3rd ed. 1967). For example, an organization formed to promote civic pride in the community, the state, and the country by providing a color guard and other patriotic ceremonies at community events was determined to be tax-exempt. Revenue Ruling 78-84, 1978-1 C.B. 150.

Z STREET's website and public awareness campaigns encourage Israeli pride and nationalism, and therefore promote patriotism in furtherance of charitable purposes.

III. Part X, Question 5h: Public Charity Status as Defined in Section 509(a)(1) of the Code

Section 509(a)(1) of the Code applies to an organization that is "publicly supported." A publicly supported organization normally receives at least one third of its total support (exclusive of income received in the exercise or performance by such organization of its exempt function) directly or indirectly from one or more governmental units or the general public.

Z STREET anticipates that it will receive more than half of its total support directly or indirectly in the form of contributions, gifts, and grants from the general public, foundations, and government agencies. It should therefore be classified as a Section 509(a)(1) organization.

IV. Part VIII, Question 2a: 501(h) Election

Pursuant to Section 501(h) of the Code, a Section 501(c)(3) organization may elect to engage in some amount of lobbying if it limits its lobbying expenditures. Under 501(h) of the Code, an organization can spend up to 20% of its first \$500,000³ exempt purpose budget on direct lobbying. In addition, an organization that has made the 501(h) election can never spend more than 25% of their overall lobbying limit on grassroots lobbying.

Based on Z STREET's proposed budget and plans to engage in both direct and grassroots lobbying, Z STREET plans to and anticipates that it will be compliant with 501(h) of the Code. Therefore, Z STREET is making a 501(h) election, see attached IRS Form 5768.

³ Organizations with budget expenditures over \$500,000 should apply the following scale for its lobbying expenditures: 20% of the first \$500,000; 15% of the next \$500,000; 10% of the next \$500,000; and 5% of the remaining budget.

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V. Responses to Additional Questions

Response to Part V, Questions 1a-1c, 3a, 4, and 5.

Questions 1a-1c and 3a. For a list of Officers and Directors, please see Exhibit D.

Questions 4 and 5. Please see Z STREET's Conflicts of Interest Policy and Annual Disclosure Policy, attached as Exhibit F.

Response to Part VI, Questions 1a-1b.

Question 1a. Z STREET will provide web-based educational tools and resources to the general public.

For more information regarding Z STREET's activities, please see Narrative Description in response to Part IV of the Application.

Question 1b. Z STREET will provide web-based educational tools and resources to the general public, including nonprofit organizations, government agencies, and other institutions.

For more information regarding Z STREET's activities, please see Narrative Description in response to Part IV of the Application.

Response to Part VIII, Questions 4a-4d and 10.

Question 4a-4d. Z STREET currently conducts its fundraising primarily in Pennsylvania, New York, Florida, California, Massachusetts, Connecticut, Illinois, Ohio, New Jersey, and Delaware. Donors currently make tax-deductible charitable contributions to Z STREET's fiscal sponsor, National Council of Young Israel, which complies with state charitable solicitation regulations. At such time as Z STREET receives its tax-exemption determination and begins soliciting and receiving contributions in its own name, it will comply with the charitable solicitation regulations of the states in which it solicits. Z STREET does not currently plan to hire any professional fundraisers or to fundraise for other organizations.

For a description of Z STREET's fundraising activities, please see Narrative Description in response to Part IV of the Application.

Question 10. Z STREET plans to submit an application to the United States Patent and Trademark Office to trademark its name and logo.

Z STREET plans to file copyright and trademark registrations to protect any intellectual property created with its charitable assets.

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EXHIBIT D
LIST OF DIRECTORS AND OFFICERS

<u><i>Name and Address</i></u>	<u><i>Title</i></u>	<u><i>Term</i></u>	<u><i>Hrs/Week</i></u>	<u><i>Compensation</i></u>
Lori Lowenthal Marcus 742 Righters Mill Road Penn Valley, PA 19072	President/Secretary/ Director	2009-2012	20-25	\$0
Adrienne A. Price 4 Herkimer Road Scarsdale, NY 10583	Treasurer/ Director	2009-2012	5-10	\$0
Sarah N. Stern 700 Stonington Road Silver Spring, MD 20902	Director	2009-2012	2-5	\$0
Richard Baehr 1813 N. Lincoln Park West Chicago, IL 60614	Director	2009-2011	2-5	\$0
Jeffrey Wiesenfeld 80 Beach Road Great Neck, NY 11023	Director	2009-2011	2-5	\$0
Yisrael Medad, Esq. Shiloh Mobile Post 44830 Israel	Director	2009-2011	2-5	\$0
Allyson Rowen Taylor 5835 Varna Avenue Valley Glen, CA 91401	Director	2009-2010	2-5	\$0
Jerome B. Gordon 615 Bayshore Drive, Unit 705 Pensacola, FL 32507	Director	2009-2010	2-5	\$0

Qualifications.

Lori Lowenthal Marcus has been a grass roots activist, a Middle East news radio show co-host, and a journalist whose work has been published in local, national, and international media outlets. Marcus is a member of many organizations devoted to Israel activities, and is on the board of directors of several of them. She was a founding board member of MediaCentral, a unique organization that works with foreign journalists in Israel to improve the accuracy of their Middle East reporting. She is also the past president of the Philadelphia area Zionist Organization of America. In addition to her writing and on-air interviews and commentary, Marcus frequently speaks to groups about the current situation in the Middle East.

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Marcus earned a J.D. from Harvard University, a Masters in Law and Social Policy and a Masters in Policy and Program Development from Bryn Mawr College, and a B.A. in American Studies, magna cum laude, from Brandeis University. Prior to her Israel activism Marcus was a litigator in a major Philadelphia law firm with a First Amendment law practice. She has taught at area law schools and graduate schools.

Adrienne A. Price has been a leader in Jewish educational initiatives and Jewish organizational life, including as a Wexner Fellow, as the founding chair of the Center for Adult Jewish Learning, which includes the Florence Melton Adult Mini-School of Westchester, and by serving on the Board of Governors of the American Jewish Committee.

In 1978, Price received three degrees simultaneously from the University of Pennsylvania: a B.S. in Economics from the Wharton School, a B.A. in Political Science from the Faculty of Arts and Sciences and an M.A. in Public Policy from the Graduate Faculty (Fels Institute). She also earned an M.M. in Finance, Accounting and Management Policy from the Kellogg Graduate School of Business at Northwestern University. She was a vice president in the Investment Banking Department of Goldman, Sachs & Co., and prior to that was associated with Dean Witter Reynolds, Inc. and E.F. Hutton and Company in their Investment Banking Departments. For the past 15 years Price was the managing member of a private real estate company and a private investor after that company was sold.

Sarah Stern is a well-known Israel advocate who works with both the United States and Israeli governments on issues relating to Israel. She has provided expert testimony on the issue of anti-Semitism on college campuses, and has written articles that have appeared in national and international publications.

Stem found and heads the D.C.-based Middle East policy think tank Emet. Emet is devoted to opposing obstacles to the peace process and also seeks to illuminate the dangers of Islamic fundamentalism not only to Israel but also to the United States. Emet works with Muslims who have renounced Islam in order to further this goal.

Richard A. Baehr is the co-founder and chief political correspondent for the American Thinker. He is a visiting fellow at the Jewish Policy Center and a frequent commentator on Middle East affairs at universities, civic groups, and synagogues across the country. Baehr is the president of Richard A. Baehr & Associates, a health care consulting company in Chicago, and is a graduate of the Massachusetts Institute of Technology and Kenyon College.

Jeffrey Wiesenfeld is a money manager and principal of Bernstein Investment Research and Management. He is a Trustee of the Board of the City University of New York and is on the board of the United Nations Development Corporation. Previously Wiesenfeld was the New York City Regional Director of the Empire State Development Corporation and prior to that he served as the New York Metropolitan Region executive assistant to the Governor of New York and played many other roles in New York politics. Wiesenfeld began his career in the foreign counterintelligence division of the FBI. Wiesenfeld attended Queens College, where he also pursued graduate studies.

Yisrael Medad lives in Israel. He is currently the Director of Educational Resources and Content of the Menachem Begin Heritage Centre. Medad has lived in Israel since 1970, and served in the IDF. In addition to serving in assistant positions to Members of Knesset and Deputy Minister for

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Science, Medad has lectured and written about Israel's social and political history. Medad is an expert on the history and development of Israel's settlement policy.

Allyson Rowen Taylor was one of the original co-founders in 2001 of the Israel advocacy organization "Standwithus." She was with the organization for four years, taking it to college campuses and speaking for them until 2009. As Associate Director for the American Jewish Congress West Coast Region, she was responsible for college campus outreach. When the office closed its campus division, Taylor worked for the Center for Security Policy.

Taylor has spoken at the British Board of Deputies in London and the Magenta Conference in Amsterdam for the OSCE. She currently speaks about Shariah terrorism and anti-Israel activities and has received several awards for her work on behalf of Israel.

Jerry Gordon is a former Army Intelligence officer who served during the Vietnam era. Gordon has published widely on such topics as terrorism, the Arab-Israeli conflict, Homeland Security and Sharia. He has been a frequent guest discussing Middle East issues on radio in both the United States and Canada. Gordon is a graduate of both Boston and Columbia Universities.

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EXHIBIT E
RESPONSE TO PART IX
FINANCIAL DATA

PART A.

	<u>2009</u>	<u>2010</u>	<u>2011</u>
<u>Line 9. Gross Receipts</u>			
Sale of CD's, Advocacy training	\$ -	\$ 1,500.00	\$ 2,500.00

Line 23. Other Expenses

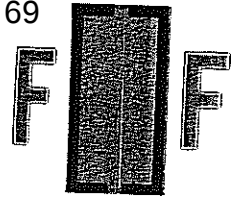
Computer and Telecommunications	\$ -	\$ 3,500.00	\$ 1,000.00
Website design and maintenance	\$ -	15,000.00	5,000.00
Publicity, direct mail	\$ -	40,000.00	45,000.00
Travel Expenses	\$ -	10,000.00	20,000.00
Printing	\$ -	5,000.00	5,000.00
Special Projects (see breakdown below)	\$ -	115,000.00	200,000.00
<u>Total Other Expenses</u>	<u>\$ -</u>	<u>\$ 188,500.00</u>	<u>\$ 276,000.00</u>

Breakdown-Special Projects

National Poll	\$ -	\$ 29,000.00	\$ -
Poll Launch			
Event Mgmt	\$ -	8,000.00	\$ -
Room Rental, coffee, lunches	\$ -	9,000.00	\$ -
Press Kits and Publicity	\$ -	4,000.00	\$ -
Videography and Post-Production editing	\$ -	2,500.00	\$ -
Audio PA Rental	\$ -	1,500.00	\$ -
Speaker Fees and Trans.	\$ -	21,000.00	\$ -
Security	\$ -	15,000.00	\$ -
<u>Total Poll Expenses</u>	<u>\$ -</u>	<u>\$ 90,000.00</u>	<u>\$ -</u>
Comedy Project	\$ -	\$ 25,000.00	\$ 50,000.00
Regional Conferences	\$ -	\$ -	\$ 150,000.00
<u>Total Special Project Expenses</u>	<u>\$ -</u>	<u>\$ 115,000.00</u>	<u>\$ 200,000.00</u>

PART B.**Line 15. Other Liabilities**

Ms. Marcus provided a \$50,000 interest-free draw-down loan to Z STREET to assist with start-up legal and accounting expenses. To date, Z STREET has drawn down \$40,000 of this loan.



Z STREET

CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of Z STREET when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, Committee member, or key manager of Z STREET or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Policy

It is the policy of Z STREET, as a tax-exempt organization, to operate to further its mission rather than to benefit private interests. To achieve and maintain the maximum degree of integrity in Z STREET's operations and to ensure product procurement, facilities, supplies, and services at the lowest price commensurate with quality standards, it is Z STREET's policy to ensure that all Interested Persons (as defined below), particularly those involved in influencing or making decisions, conduct themselves at all times in a manner which will avoid any actual or potential conflict of interest to the disadvantage of Z STREET

Article III Definitions

1. Board - the Board of Directors of Z STREET.
2. Committee - a duly appointed committee of the Board.
3. Compensation - includes direct and indirect remuneration and gifts or favors that are substantial in nature.
4. Controlling Interest - a direct or indirect ownership or beneficial interest, individually or in conjunction with members of an Interested Person's Family, which permits election or selection of a majority of the governing body of an Organization and/or which permits the exercise of control over the affairs of such Organization. A Controlling Interest is not necessarily a conflict of interest. Pursuant to this Policy's procedures, a person who has a Controlling Interest may have a conflict of interest only if the Board or Committee decides that a conflict of interest exists.
5. Family - a spouse, children (irrespective of age), parents, or any relative of an Interested Person or of such person's spouse by blood or marriage with whom the individual has regular contact and about whom the Interested Person has knowledge, information, or belief regarding items included within this Policy.

6. Financial Interest - a person has a Financial Interest if the person has, directly or indirectly, through business, investment or Family:

- a. an Ownership Interest or investment interest in any Organization;
- b. a Compensation arrangement with Z STREET or with any Organization or individual with which Z STREET has a transaction or arrangement; or
- c. a potential Ownership Interest or investment interest in, or Compensation arrangement with, Z STREET or any Organization or individual with which Z STREET is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Pursuant to the Procedures of this Policy, a person who has a Financial Interest may have a conflict of interest only if the Board or Committee decides that a conflict of interest exists.

7. Interested Person - a Board member, principal officer, member of a Committee, or key management personnel who has a direct or indirect Controlling Interest, Financial Interest, or Ownership Interest.

8. Organization - shall include a person, firm, partnership, corporation, or any business entity doing business with or seeking to do business with Z STREET.

9. Ownership Interest - where the Interested Person owns or controls directly, indirectly, or beneficially through such person's Family, in excess of five percent (5%) of the total value of all securities of an Organization. An Ownership Interest is not necessarily a conflict of interest. Pursuant to the Procedures of this Policy, a person who has an Ownership Interest may have a conflict of interest only if the Board or Committee decides that a conflict of interest exists.

10. Significant Relationship - exists where an Interested Person or a member of such person's Family serves as an officer, general or limited partner, board member, employee, or consultant to an Organization.

Article IV Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Controlling Interest, Financial Interest, Ownership Interest, or Significant Relationship and be given the opportunity to disclose all material facts to the directors and members of Committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Controlling Interest, Financial Interest, Ownership Interest, or Significant Relationship and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An Interested Person may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Committee shall determine whether Z STREET can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Z STREET's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article V
Records of Proceedings

The minutes of the Board and all Committees with Board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Controlling Interest, Financial Interest, Ownership Interest, or Significant Relationship in connection with an actual or possible conflict of interest, the nature of the Controlling Interest, Financial Interest, Ownership Interest, or Significant Relationship, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article VI
Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from Z STREET for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Z STREET for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Z STREET is prohibited from providing information to any Committee regarding compensation.

Article VII
Annual Statements

Each Interested Person with Board-delegated powers shall annually sign a Disclosure Statement which affirms such person:

- a. has received a copy of the Conflict of Interest Policy;
- b. has read and understands the Policy;
- c. has agreed to comply with the Policy; and
- d. understands Z STREET is charitable and, in order to maintain its Federal tax-exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Disclosure Statement must disclose the existence and nature of any Controlling Interest, Financial Interest, Ownership Interest, or Significant Relationship, and a signed Disclosure Statement must be returned even if the disclosure merely states that no significant potential conflict of interest exists.

Article VIII
Periodic Reviews

To ensure Z STREET operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Z STREET's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article IX
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, the Board may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Article X
Standards of Conduct

1. No Interested Person or any member of such person's Family shall:

a. have a Financial Interest, Controlling Interest, Ownership Interest, or a Significant Relationship with an Organization or have an interest in any transaction with the Foundation which would result in any benefit to the Interested Person, his or her immediate Family, or an Organization in which the Interested Person has a Financial Interest, Controlling Interest, or Ownership Interest, or with which the Interested Person has a Significant Relationship, without first following the procedures set forth in this Policy; or

b. accept services or products at reduced prices or receive discounts or rebates for such person's benefit from an Organization.

2. No Interested Person shall be an officer, director, or employee of an Organization during his or her tenure as a Board member, principal officer, member of a Committee, or key management personnel, unless such Interested Person has provided notice of such position to and received approval of the Board or a Committee.

3. No Interested Person shall divulge to any other person, firm, corporation, municipal body, or any other entity, any confidential information received in the performance of such Interested Person's duties or use any such confidential information for such Interested Person's direct or indirect personal profit or benefit.

4. No Interested Person shall transmit any knowledge of Z STREET or other information which might be prejudicial to the interests of Z STREET to any person, firm, corporation, municipal body, or any other person or organization other than in connection with discharging such Interested Person's responsibilities.

5. No Interested Person shall enter into any transaction or relationship, or permit any situation or condition to exist which presents any doubt in the Interested Person's mind as to a potential, possible, or actual conflict of interest between such person and Z STREET's interests, without first following the procedures set forth in this Policy.

Adopted: 12/12/2009

Z STREET

CONFLICT OF INTEREST DISCLOSURE STATEMENT

This Conflict of Interest Disclosure Statement has been prepared to carry out the policy and procedures set forth in the Z STREET Conflict of Interest Policy (the "Policy"). All terms used below are as defined in the Policy.

I, _____, acknowledge that, in carrying out my duties for Z STREET's Board, I am charged with a duty of fiduciary trust with respect to Z STREET. To this end, I acknowledge my responsibility to act in the course of my duties solely in the best interests of Z STREET, without consideration of the interests of any other person or entity, and to refrain from taking part in any transaction or other activity in the context of which I do not believe in good faith I can act with undivided loyalty to Z STREET.

I hereby agree to comply with all the terms of the Policy, including the Standards of Conduct and Procedures. In an effort to comply with the Policy, I have listed below all interests and activities in which I or a member of my Family is engaged, which may constitute a potential conflict of interest under the Policy. If neither I nor a member of my Family has an interest or activity to be listed, I have indicated this by writing the word "none." This list is presented for disclosure to and evaluation by Z STREET.

1. Listed below are the Controlling Interests that I or members of my Family have.
2. Listed below are the Financial Interests that I or members of my Family have.
3. Listed below are the Ownership Interests that I or members of my Family have.
4. Listed below are the Significant Relationships, including contractual compensation relationships, that I or members of my Family have, and the names of the relevant Organizations.
5. Identified below are the Organizations from which I or my Family members receive services or products at reduced prices, a discount or subject to rebates, and descriptions of the price reductions, discounts, or rebates.

Except as disclosed in this Disclosure Statement, I hereby certify that neither I nor any member of my Family has a Financial Interest, Controlling Interest, or Ownership Interest in, Significant Relationship with, or receives services or products at reduced prices, discounts, or subject to rebates from, an Organization which may, or which may appear to, conflict with the interests of Z STREET. I further certify that, except as disclosed in this Disclosure Statement, I am not an officer, director, or employee of an Organization.

If a potential conflict of interest arises after my submission of this Disclosure Statement, I agree to disclose the existence and nature of such potential conflict of interest to the Board of Directors and, in the case of a proposed transaction or arrangement which may give rise to a conflict of interest, to the members of Committees considering and voting upon such proposed transaction or arrangement. I hereby assume the duty of notifying the Board and Committee members, in writing, of any additions to, deletions from, or modifications of the information I have provided in this Disclosure Statement.

I acknowledge that I have received a copy of the Policy, that I have read and understand the Policy, and that I agree to comply with the Policy. I understand that Z STREET is a charitable organization and that, in order to maintain its Federal tax-exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I hereby certify that all of the information I have supplied in this Disclosure Statement is true and correct to the best of my knowledge, information, and belief.

Date: _____

Name:



Z STREET

DOCUMENT RETENTION POLICY AND PROCEDURE

I. OPERATING POLICY

It is the Policy of Z STREET, as a tax-exempt organization, to comply with all applicable state and Federal laws, including the Sarbanes-Oxley Act (the "Act"). The Act addresses the destruction of business records and documents and turns intentional document destruction into a process that must be carefully monitored.

This Policy is therefore intended as a written, mandatory document retention and periodic destruction policy, to: (a) eliminate accidental or innocent destruction; and (b) serve as a guide for administrative personnel, so that records will be retained in compliance with the Act.

It is the general Policy of Z STREET that records be safeguarded and retained only during the period of their immediate use, unless longer retention is required by applicable law or management and operational needs. Z STREET is adopting this Document Retention Policy and Procedure (the "Policy") to: (1) eliminate the onerous expense of storage of irrelevant and obsolete documents; (2) reduce the time and cost expended retrieving documents in response to business requests and management needs; (3) prevent the improper alteration, destruction, mutilation or concealment of its records; and (4) improve the efficiency of its operations.

This Policy includes requirements regarding the retention of records related to various aspects of Z STREET's operations, including, without limitation, corporate records, human resources/labor relations, tax records and accounting and finance matters.

II. RETENTION AND DISPOSAL PROCEDURE

The Records Retention Schedule included in this Policy sets forth the length of time during which records will be retained and safeguarded. Individuals throughout Z STREET will be responsible for the implementation of this Policy.

At a minimum, at the end of each year all records other than those to be permanently retained should be reviewed. There is no restriction on any department or personnel discarding out-dated records not required to be retained by this Policy throughout the year. The Records Retention Schedule is the guide for determining which documents are retained.

It is important to locate all copies of documents to be destroyed pursuant to this Policy. Included are all forms of the document, whether present in hard copy or in any other media, electronic or otherwise. Copies may be stored in different places within a single location.

If a legal claim, legal action, other proceeding or investigation has arisen or commenced, the President or Executive Director (the "Records Retention Officer") will provide written notice to individuals in possession of potentially relevant documents. No record may be altered, destroyed, mutilated, concealed or falsified where a legal claim, legal action, other proceeding or investigation has been threatened or commenced. See Section IV, "Suspension of Records Retention Schedule in the Event of a Legal Proceeding," below.

Adherence to and consistent application of this Policy are critical to its utility and defensibility. While there may be occasions when deviations from this Policy are appropriate, requests to deviate should be forwarded to the Records Retention Officer. In no event should early destruction of documents take place without written authorization from the Records Retention Officer.

III. PROCEDURE FOR AMENDING THE RECORDS RETENTION SCHEDULE

Any employee who feels that the retention period governing certain records should be changed because of changes in legal or contractual requirements or management needs, or who feels that a new item should be added to the schedule, should submit the following information to the Records Retention Officer:

- (i) Departments and locations maintaining the record;
- (ii) Name of record, or simply a brief description if it is a proposed new item on the schedule;
- (iii) Proposed retention period; and
- (iv) Reason for the proposed retention, including an explanation of the need for the record, who uses it, and for what purposes.

IV. SUSPENSION OF RECORDS RETENTION SCHEDULE IN THE EVENT OF A LEGAL PROCEEDING

Upon receipt of service of legal process requiring production of documents, or upon learning of a potential legal proceeding or government inquiry or investigation, the Records Retention Schedule established by this Policy shall be suspended to the extent that any Z STREET records, including backup tapes, that are related to a legal proceeding, government inquiry or investigation, or any legal summons requiring production of documents might be destroyed or discarded. Records that are related, or could be construed to be related, in any way to any of the foregoing are not to be altered, recorded over, destroyed, mutilated, concealed or falsified, and any exceptions to this rule require the express written approval of the Records Retention Officer.

V. RECORDS RETAINED IN ELECTRONIC FORM

To ensure uniformity and manageability, all records retention policies set out in the Records Retention Schedule will be applied with equal measure to documents retained in electronic or digital form. These records (for example, e-mails) should be retained for the same period as the equivalent materials in printed form. Generally, records may be stored electronically provided that each such record (i) accurately reflects the information set forth in the original record, and (ii) can be obtained/produced easily during the required retention period. Records in an electronic format must be maintained using a process or system capable of reproducing all records on paper. Such records when displayed on a viewer, monitor, or reproduced on paper, must exhibit a high degree of legibility and readability. (For the purpose of this Section V, "legibility" means the quality of a letter or numeral that enables the observer to identify it positively and quickly, and "readability" means the quality of a group of letters or numerals being recognized as complete words or numbers). This information must be stored in such a manner that none of it may be altered once it is initially recorded without recording all changes, who made them, and when they were made. For processes or systems based on the storage of digital images, the process or system must afford accessibility to all digital images in the records being maintained.

VI. UNAUTHORIZED FILES

To ensure Z STREET's control of record keeping, all employees are prohibited from maintaining unauthorized files. An unauthorized file is a personal file containing records relating to operations which is maintained outside the ordinary and necessary course of operations.

VII. SCOPE OF POLICY

This Policy applies to all locations and departments of Z STREET, subject to changes necessary to comply with applicable law. The attached Records Retention Schedule does not list every single document which may be found in Z STREET's files. This Policy will be supplemented and amended based on experience gained in its implementation, and on changes in business practices and legal requirements including, without limitation, requirements of: (i) all applicable Federal and state laws, rules and regulations and/or (ii) court judgments and decrees, consent orders, settlement agreements, licenses and permits, writs and injunctions.

In the case of conflicting policies, the Records Retention Officer should be consulted; generally, the longer retention period will be applied. To the extent that any record retained in files is not specifically included in the Records Retention Schedule, it is the intent and purpose of this Policy to provide general guidelines for the length of time records are to be retained. Z STREET personnel are to consult with the Records Retention Officer when it is unclear as to the length of time a document is to be retained.

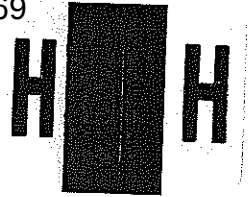
VIII. DATE OF ADOPTION

This Policy shall be effective beginning December 12, 2009.

IX. RECORDS RETENTION SCHEDULE

Type of Document	Retention Period
Accounts payable ledgers and schedules	7 years
Audit reports and workpapers	Permanently
Bank statements and reconciliations	7 years and/or until all federal and state audit requirements have been met
Checks (for important payments and purchases)	20 years
Contracts and leases (expired)	7 years after expiration
Contracts (still in effect)	Permanently
Correspondence (general)	3 years
Correspondence (legal and important matters)	Permanently
Trust documents and records, e.g., Trust Indenture, policies	Permanently
Deeds, mortgages, notes, and bills of sale	Permanently
Depreciation schedules	While active plus 7 years
Employment applications	3 years
Expense-related items (account payable invoices, vouchers, cash disbursements, expense reports, etc.)	7 years
Insurance policies (expired)	Permanently for "occurrence" policies and 3 years for "claims-made" policies

Insurance policies (current)	Permanently
Injury claims and accident reports	10 years
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices	7 years
Litigation and related matters	10 years after completion or close of matter
Intellectual Property documents, including patents, trademarks, copyrights, and related documentation	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years after termination
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Tax records; e.g. sales/use, unemployment, property, social security, worker's compensation, state income taxes paid	7 years
Timesheets	7 years
Union collective bargaining agreements	10 years after termination
Year-end financial statements	Permanently



Z STREET

WHISTLEBLOWER POLICY

Introduction:

The Sarbanes-Oxley Act amended the Federal criminal code to create or enhance penalties for retaliating against Whistleblowers while a Federal investigation is underway. These changes to the criminal code apply to all business entities, including nonprofit organizations, their board members, and employees.

Policy:

Z STREET is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. Z STREET requires Directors, volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of Z STREET must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy (the "Policy") reflects the practices and principles of behavior that support this commitment. It is important that Z STREET be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting which is fraudulent, intentionally misleading, or negligent in any manner;
- improper or undocumented financial transactions;
- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- improper destruction of records;
- improper use of Z STREET's assets, including, but not limited to its funds, supplies, intellectual property and other assets;
- improper access and/or use of confidential donor information;
- authorizing or receiving compensation for goods not received or services not performed;
- violations of Z STREET's Conflict of Interest Policy;
- any other improper occurrence regarding cash, financial procedures, or reporting;
- any abuse of or discrimination against a Foundation employee, client, vendor, or person connected with Z STREET; and
- a failure by Z STREET to provide reasonable accommodation for disability or religious belief.

Z STREET requests the assistance of every director, other volunteer, and employee who has a reasonable belief or suspicion about any improper transaction. Z STREET values this input and each director, volunteer, and employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Directors, volunteers, and employees will not be disciplined, demoted, terminated, or be retaliated against for asking questions or voicing concerns about conduct of this sort. While Z

STREET may have separate policies which cover harassment and employment discrimination, this Policy applies to these situations to encourage the reporting of such wrongful actions against Z STREET's interest. Employees and other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation.

Z STREET will investigate any possible fraudulent or dishonest use or misuse of Z STREET's resources, or abuse, discrimination, or a failure to provide reasonable accommodation, by its Board, management, staff, or volunteers. Z STREET will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive, or discriminatory conduct, including disciplinary action by Z STREET, or civil or criminal prosecution when warranted.

Therefore, all members of Z STREET's Directors, staff, and volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct, pursuant to the procedures set forth below.

Reporting Responsibility:

Each director, volunteer, and employee of Z STREET has an obligation to report in accordance with this Policy (a) questionable or improper accounting, financial or auditing matters, and (b) violations and suspected violations of Z STREET's policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as "Concerns").

Authority of Board:

All reported Concerns will be forwarded to the Board in accordance with the procedures set forth herein. The Board shall be responsible for investigating and taking appropriate action with respect to all reported Concerns.

No Retaliation:

This Policy is intended to encourage and enable Directors, volunteers, and employees to raise Concerns for investigation and appropriate action (*i.e.*, to act as a "Whistleblower"). With this goal in mind, no Whistleblower who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against a Whistleblower who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Procedures for Reporting Concerns:

Employees

Whistleblowers who are employees of Z STREET should first discuss their Concern with the Executive Director, if any. If there is no Executive Director, if the Whistleblower is uncomfortable speaking with the Executive Director or the Executive Director is a subject of the Concern, the Whistleblower should report his or her Concern directly to the President of the Board of Directors.

If the Concern was reported orally to the Executive Director, the Whistleblower, with assistance from the Executive Director, shall reduce the Concern to writing. The Executive Director is required to promptly report the Concern to the President of the Board, who has specific responsibility to investigate all Concerns. If the Executive Director, for any reason, does not promptly forward the Concern to the Board, the Whistleblower should directly report the Concern to the President of the Board of Directors. Contact information for the President of the Board of Directors may be obtained through the Executive Director. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the President of the Board.

Directors and Other Volunteers

Whistleblowers who are Directors or other volunteers of Z STREET should submit Concerns in writing directly to the President of the Board. Contact information for the President of the Board may be obtained from the Executive Director.

Handling of Reported Violations:

The Board shall address all reported Concerns. The President of the Board shall immediately notify the full Board and the Executive Director of any such Whistleblower report. The President of the Board will notify the Whistleblower and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All Whistleblower reports will be promptly investigated by the Board, or any other appropriate Committee of the Board, and appropriate corrective action will be recommended to the Board of Directors if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the Whistleblower for resolution of the Concern.

The Board has the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, as deemed necessary to conduct a full and complete investigation of the allegations.

Acting in Good Faith:

All Whistleblowers must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of Z STREET's policies. The act of making allegations that prove to be unfounded, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Whistleblower Protection:

Z STREET will protect Whistleblowers as follows:

- Z STREET will use its best efforts to protect Whistleblowers against retaliation. All complaints by Whistleblowers will be handled with sensitivity, discretion, and confidentiality to the extent allowed by the circumstances and the law. Generally, this practice means that Whistleblower concerns will only be shared with those who have a need to know in order to conduct an effective investigation. (Should disciplinary or legal action be taken against a person or persons as a result of a Whistleblower complaint, such persons may also have a right to know the identity of the Whistleblower.)
- A Whistleblower shall not be subject to retaliation. No punishment for reporting Concerns will be allowed, even if the claims are unsubstantiated; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the Whistleblower. No action can be taken against a Whistleblower who is an employee with the intent or effect of adversely affecting the terms or conditions of the Whistleblower's employment, including but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages.

Whistleblowers who believe that they have been retaliated against may file a written complaint with the Board President. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation does not prohibit managers or supervisors from taking action against employees who are Whistleblowers, including disciplinary action, in the usual scope of their managerial duties and based on valid performance-related factors.

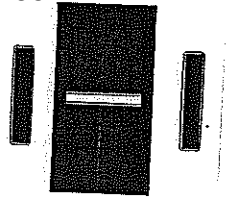
Posting and Notification:

This Policy is to be posted in Z STREET's office(s), included in the Employee Manual, if any, posted on Z STREET's website, and communicated to all new staff and Board members as part of their orientation. In addition, each year, after the President of the Board has been selected, the Executive Director, if any, or the Board Secretary will have the responsibility of updating the contact information below for both of those individuals and then sending the Policy with the updated contact information to all staff and the Board of Directors. This Policy shall also be available to volunteers upon request.

CONTACT INFORMATION:

Ms. Lori Lowenthal Marcus
742 Righters Mill Road
Penn Valley, PA 19078

Adopted: 12/12/2009



Z STREET CHARITY POLICY

I. POLICY STATEMENT:

It is the Policy of Z STREET to provide its programs and services to individuals without regard to their ability to pay. Z STREET therefore offers financial assistance in the form of decreased fees, based upon a sliding fee scale to persons where limited or no income is available ("Financial Assistance"). Eligibility for Financial Assistance will be determined based on the United States Department of Health and Human Services ("HHS") Federal Poverty Guidelines, which are attached as Exhibit A (the "Poverty Guidelines").

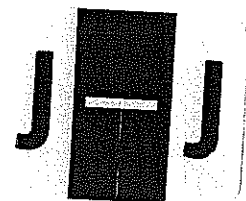
II. PROCEDURES

Financial Assistance will be extended to low income individuals and families, using the Poverty Guidelines. The Poverty Guidelines will be updated annually or as frequently as revised by HHS.

Eligibility for Financial Assistance is determined by measuring family income against the Poverty Guidelines. To be eligible for Financial Assistance, family income must be at or below the Poverty Guidelines.

The provision of Financial Assistance requires significant disclosures on the part of the individuals and their families regarding their financial status. All such disclosures will be kept in strict confidence.

Adopted: 12/12/2009



Z STREET Charter

Z STREET is an organization of Zionists who join together at this time of great danger to the Jewish State of Israel and, increasingly, to world Jewry.

I. Z STREET proudly asserts the right of the Jewish people to a state.

II. Z STREET proudly reclaims the words "Zionist" and "Jewish State" as ones to wear with pride, and completely rejects their recent branding as shameful or impolite terms.

III. Z STREET maintains that Jews have the right to live anywhere in the world, including, and especially, within all parts of Israel.

IV. Z STREET is dedicated to maintaining and strengthening the Jewish State of Israel and firmly believes that there can be no compromises or agreements with, and no concessions to, any Terrorist Entity or any individual Terrorists.

V. Z STREET is dedicated to rejecting and refuting the condemnation of any actions taken by Israel or Israelis that are not similarly condemned when taken by any other individuals or political entities.

VI. Z STREET is dedicated to constantly and consistently declaring and affirming the facts which fully support the legal, moral and historical right of the Jewish State to exist in peace and security without physical or verbal assault against its sovereignty or legitimacy as well as revealing the fallacious narratives which undermine those rights. This necessarily entails adamantly opposing the dismantling of and/or handing over territory to any other entity or entities.

VII. Z STREET insists that terrorist or other threats against Israel be unequivocally condemned and that those members of the world community failing to do so be identified as supporters of a second genocide against the Jewish people.

VIII. Z STREET declares that Israel's respect for women's, religious and other minorities' rights, provides a welcome example of civilized behavior – particularly in the Middle East – to be acknowledged and respected by all people of good will.

IX. Z STREET, recognizes that the world does not challenge the religious status of 22 officially Muslim countries and 19 officially Christian countries, while only Israel, the Jewish State, is demonized for asserting its legitimate right to be a religion-affiliated State, and which religion, Judaism, is the world's oldest monotheistic faith.

X. Z STREET recognizes the value of other Zionist organizations whose activities include lobbying, producing publications, sponsoring scholars, honoring generous donors and/or other important programs. Z STREET is not intended to supersede those other Zionist organizations. Z STREET *is intended* to serve as an alternative to many mainstream and other Jewish organizations that, to meet donors' requirements or for ideological reasons, cannot affirm the principles set out in the Z STREET Charter.

XI. Z STREET has no need to, and will not negotiate with, nor seek to gain the approval from, any governments, Israeli or Diaspora organizations, or individuals supporting the diminution or weakening of Israel either because of ideological conviction, animosity towards a strong, Jewish State, cowardice, or the misguided belief that compromise with Terrorist Entities can lead to peace in the Middle East or global peace.

XII. Z STREET is a new organization of and for individuals who affirm the foregoing and are dedicated to upholding and ensuring respect for those principles.

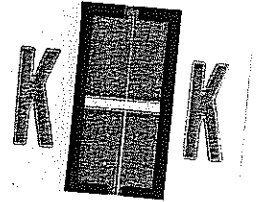
Definitions for Purposes of this Document

Zionist: a person who affirms that Israel is the homeland of the Jewish people and is and must remain a Jewish State. A Zionist believes that the government of Israel must not make concessions to, or engage in negotiations with, terrorists, terrorist entities or terror-sponsoring states which either implicitly or explicitly, seek to destroy the Jewish State of Israel.

Jewish State of Israel: the Jewish homeland recognized in 1948 by a majority of the organized nations of the world, and which was subsequently enlarged as the result of defensive wars waged against it.

Terrorist Entity: A group which may include a country, that supports, either actively or passively, the use of violence in order to destroy the Jewish State of Israel.

Terrorist: an individual who, either alone or in concert with others, physically attacks or endorses the physical attack on Israelis or on non-Israeli supporters of Israel.



Promissory Note

Borrower: Z STREET

Lender: Ms. Lori Lowenthal Marcus

Principal Amount: \$50,000	Due Date: December 31, 2014
No. of Payments: 1	Payment Amount: \$50,000

1. FOR VALUE RECEIVED, the Borrower promises to pay the Lender the aggregate principal sum up to \$50,000, in the manner set forth herein.
2. Borrower may, in its sole discretion, make draw downs ("Draw Down") up to the stated principal amount above from time to time in an aggregate amount not to exceed the stated principal amount above, which Draw Down requires at least two business days notice by Borrower to Lender. Such Draw Downs and related disbursement dates shall be recorded by the Lender.
2. The Note shall be repaid in one lump sum on or before December 31, 2014.
3. Payment of this Note shall be mailed or delivered to:

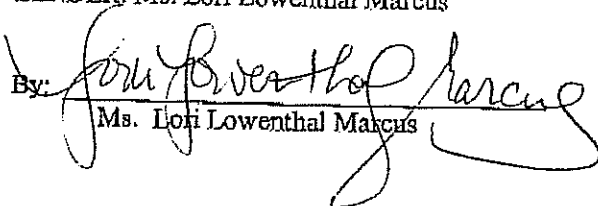
Ms. Lori Lowenthal Marcus
742 Righters Mill Road
Penn Valley, PA 19078
4. The purpose of this Note is to provide start-up funds for the Borrower, including legal and accounting costs.
5. It is not the intention of the Lender to put undue strain on the cash flow of the Borrower's nonprofit corporation. The repayment date may be adjusted at any time based upon mutual agreement of the Lender and the Borrower. Any changes in the repayment date must be approved by the Lender and accepted by the President and two members of the Board of Directors of the Borrower.
6. All terms and conditions of this Note shall be interpreted under the laws of the Commonwealth of Pennsylvania.
7. This Note may be executed in counterparts, each of which shall constitute an original and both of which shall constitute one and the same instrument.

Signed Under Penalty of Perjury, this 12 day of December 2009.

BORROWER: Z STREET

LENDER: Ms. Lori Lowenthal Marcus

By: _____
Ms. Adrienne Price, Treasurer

By: 
Ms. Lori Lowenthal Marcus