Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 07/01, 2008, and ending 06/30, 2009

B Check if applicable: Address change [ ]; Name change [X]; Initial return [ ]; Termination [ ]; Amended return [ ]; Application pending [ ]

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: BOYS & GIRLS CLUBS OF GREATER

Doing Business As

Number and street (or P O box if mail is not delivered to street address) / Room/suite: 10515 EAST LAKEVIEW DRIVE

City or town, state or country, and ZIP + 4: SCOTTSDALE, AZ 85258

D Employer identification number: 86-0767778

E Telephone number: (480)860-5520

G Gross receipts $ 3,884,657.

F Name and address of principal officer: STEVE DAVIDSON
10515 E. LAKEVIEW DR. SCOTTSDALE, AZ 85258

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.BGCS.ORG

K Type of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1994 M State of legal domicile AZ

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
TO RECEIVE, HOLD, AND INVEST GIFTS AND CONTRIBUTIONS FOR THE BENEFIT OF THE BOYS & GIRLS CLUBS OF SCOTTSDALE, INC.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of employees (Part V, line 2a)	5	NONE
6	Total number of volunteers (estimate if necessary)	6	15
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

			Prior Year	Current Year
Revenue	8	Contribution and grants (Part VIII, line 1h)	1,481,873.	880,285.
	9	Program service revenue (Part VIII, line 2g)		NONE
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	316,454.	230,748.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		NONE
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,798,327.	1,111,033.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,396,030.	1,338,241.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		NONE
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	86,239.	87,638.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		NONE
	b	Total fundraising expenses, Part IX, column (D), line 25) ▶ 103,300.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	77,560.	132,846.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,559,829.	1,558,725.
	19	Revenue less expenses Subtract line 18 from line 12	-761,502.	-447,692.
			Beginning of Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	13,275,609.	11,126,790.
	21	Total liabilities (Part X, line 26)	NONE	169,810.
	22	Net assets or fund balances Subtract line 21 from line 20	13,275,609.	10,956,980.

RECEIVED
MAY 2 4 2010
OGDEN, UT
244 IRS-OSC

SCANNED JUL 21 2010

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 5/17/2010

▶ JAME C STRATTON EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 5/14/2010 — Check if self-employed ▶ [ ] — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CBIZ MHM, LLC
3101 N. CENTRAL AVE., STE 300 PHOENIX, AZ 85012

EIN ▶ 34-1884125

Phone no ▶ 602-264-6835

May the IRS discuss this return with the preparer shown above? (See instructions) [X] Yes [ ] No

Part III **Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission

TO RECEIVE, HOLD, AND INVEST GIFTS AND CONTRIBUTIONS FOR THE BENEFIT OF THE BOYS & GIRLS CLUBS OF SCOTTSDALE, INC.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . [ ] Yes [X] No

If "Yes" describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . [ ] Yes [X] No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ______) (Expenses $ 1,338,241. including grants of $ 1,338,241.) (Revenue $ ______)

TO SUPPORT THE PROGRAMS OF THE BOYS AND GIRLS CLUBS OF SCOTTSDALE, INC. WHICH PROVIDES RECREATIONAL AND EDUCATIONAL ACTIVITIES TO BOYS AND GIRLS.

4b (Code ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4c (Code ______) (Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4d Other program services (Describe in Schedule O)

(Expenses $ ______ including grants of $ ______) (Revenue $ ______)

4e Total program service expenses ▶ $ 1,338,241. *(Must equal Part IX, Line 25, column (B))*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11		X
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5,? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b-24d and complete Schedule K If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	NONE		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	NONE		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	NONE		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
6a	Did the organization solicit any contributions that were not tax deductible?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h		
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

Part VI **Governance, Management, and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.

			Yes	No
1a	Enter the number of voting members of the governing body . . . **1a** 15			
b	Enter the number of voting members that are independent . . . **1b** 14			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X	
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a	X	
b	Other officers or key employees of the organization? Describe the process in Schedule O (see instructions)	15b		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ ARIZONA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

[X] Own website [ ] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ THERESA PERKINS 10515 E. LAKEVIEW DR. SCOTTSDALE, AZ 85258 (480)860-5520

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
PETER STESIAK VICE CHAIRMAN	1.	X		X						
MARY ELLEN MCKEE SECRETARY	1.	X		X						
TED STUMP DIRECTOR	1.	X								
BILL ANIXTER DIRECTOR	1.	X								
JOHN HEITEL DIRECTOR	1.	X								
FRANK VERDERAME DIRECTOR	1.	X								
DON LINDNER CHAIRMAN	1.	X		X						
PAUL GERBER TREASURER	1.	X		X						
JIM STRATTON CEO	32.	X		X				NONE	65,000.	17,690.
MICHAEL FISHER DIRECTOR	1.	X								
STEVE HAWS DIRECTOR	1.	X								
KAREN MEYER DIRECTOR	1.	X								
ROBERT TURPIN DIRECTOR	1.	X								
THERESA PERKINS CFO	1.			X						

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								NONE	65,000.	17,690.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ NONE

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ NONE

Part VIII Statement of Revenue

86-0767778

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	880,285.				
	g Noncash contributions included in lines 1a-1f $						
	h **Total.** Add lines 1a-1f ▶			880,285.			
Program Service Revenue		Business Code					
	2a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f ▶			NONE			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			232,121.			232,121.
	4 Income from investment of tax-exempt bond proceeds ▶			NONE			
	5 Royalties ▶			NONE			
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶			NONE			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	2,772,251.					
	b Less cost or other basis and sales expenses	2,773,624.					
	c Gain or (loss)	-1,373.					
	d Net gain or (loss) ▶			-1,373.			-1,373.
	8a Gross income from fundraising events (not including $ ______ of contributions reported on line 1c) See Part IV, line 18 . . . a						
	b Less direct expenses . . . b						
	c Net income or (loss) from fundraising events ▶			NONE			
	9a Gross income from gaming activities See Part IV, line 19 . . . a						
	b Less direct expenses . . . b						
	c Net income or (loss) from gaming activities ▶			NONE			
	10a Gross sales of inventory, less returns and allowances . . . a						
	b Less cost of goods sold . . . b						
	c Net income or (loss) from sales of inventory ▶			NONE			
	Miscellaneous Revenue	Business Code					
	11a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d ▶			NONE			
	12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶			1,111,033.			230,748.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,338,241.	1,338,241.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	82,691.	NONE	62,018.	20,673.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	NONE			
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	NONE			
9 Other employee benefits	NONE			
10 Payroll taxes	4,947.		3,710.	1,237.
11 Fees for services (non-employees)				
a Management	NONE			
b Legal	3,156.		3,156.	
c Accounting	NONE			
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	46,243.		46,243.	
g Other	NONE			
12 Advertising and promotion	NONE			
13 Office expenses	811.		811.	
14 Information technology	NONE			
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	NONE			
23 Insurance	NONE			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a BAD DEBT EXPENSE	76,158.			76,158.
b DONOR RELATIONS	4,099.			4,099.
c MISCELLANEOUS EXPENSE	2,379.		1,246.	1,133.
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	1,558,725.	1,338,241.	117,184.	103,300.
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	2,473,653.	2	965,463.
	3	Pledges and grants receivable, net	3,393,927.	3	2,731,487.
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost basis 10a			
	b	Less accumulated depreciation Complete Part VI of Schedule D 10b		10c	
	11	Investments - publicly traded securities	7,408,029.	11	7,429,840.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	13,275,609.	16	11,126,790.
Liabilities	17	Accounts payable and accrued expenses	NONE	17	169,810.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	NONE	26	169,810.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	8,270,008.	27	6,324,464.
	28	Temporarily restricted net assets	5,005,601.	28	4,632,516.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	13,275,609.	33	10,956,980.
	34	Total liabilities and net assets/fund balances	13,275,609.	34	11,126,790.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [ ] Cash [X] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits?	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION

Employer identification number: 86-0767778

Part I **Reason for Public Charity Status** (All organizations must complete this part) (see instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state ____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally Integrated d ☐ Type III - Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		X

h Provide the following information about the organizations the organization supports

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the US? Yes	(vi) No	(vii) Amount of support
BGCS	86-0133718	7	X		X		X		1,338,241.
Total									1,338,241.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule A (Form 990 or 990-EZ) 2008**

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Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1-3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (See instructions.) . . . 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . 15 %

16a **33 1/3% support test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

b **33 1/3% support test - 2007.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization . . . ▶ ☐

b **10%-facts-and-circumstances test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organzation meets the "facts-and-circumstances"" test The organization qualifies as a publicly supported organization . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	%

19a **33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION

Employer identification number: 86-0767778

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

- ☐ Preservation of land for public use (e g , recreation or pleasure)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically importantly land area
- ☐ Preservation of certified historic structure

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ ________

4 Number of states where property subject to conservation easement is located ▶ ________

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ ________

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $ ________

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

(ii) Assets included in Form 990, Part X ▶ $ ________

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ________

b Assets included in Form 990, Part X ▶ $ ________

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,000,000.				
b Contributions	290,000.				
c Investment earnings or losses	-290,000.				
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	2,000,000.				

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ 100.0000 %

b Permanent endowment ▶ ______ %

c Term endowment ▶ ______ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Amount
Federal income taxes	
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4-8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

PART V, LINE 4

THE INTENDED USE OF THE INCOME OF THE ENDOWMENT FUND IS TO SUPPORT

CONSTRUCTION PROJECTS WITHIN THE CLUBS.

Part XIV Supplemental Information *(continued)*

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization: BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION

Employer identification number: 86-0767778

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000 Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS AND GIRLS CLUB OF SCOTTSDALE, INC. 10515 E. LAKEVIEW DR. SCOTTSDALE, AZ 85258	86-0133718	501(C)(3)	1,338,241.				OPERATIONS

2 Enter total number of section 501(c)(3) and government organizations . . . . ▶ 1

3 Enter total number of other organizations . . . . ▶ NONE

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information

PART I, LINE 2

THE FOUNDATION IS A SUPPORTING ORGANIZATION OF THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE AND ALL GRANTS TO THE CLUBS ARE MONITORED BY THE CLUBS.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION

Employer identification number 86-0767778

PART VI, GOVERNANCE, MANAGEMENT AND DISCLOSURE

SECTION A:

QUESTION 3

- THE ORGANIZATION IS MANAGED BY THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE.

QUESTION 4

- THE ORGANIZATION HAS CHANGED THEIR NAME TO THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION.

QUESTION 6

- THE SOLE MEMBER OF THE FOUNDATION IS THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE, AN ARIZONA NON-PROFIT CORPORATION.

QUESTION 7A:

- ALL DIRECTORS ARE ELECTED BY THE SOLE CORPORATE MEMBER OF THE FOUNDATION.

QUESTION 7B:

- AMENDMENTS TO THE ARTICLES OF INCORPORATION AND THE BYLAWS ARE SUBJECT TO THE APPROVAL OF THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE. AMENDMENTS TO ARTICLE VI PROHIBITING THE REDUCTION OF UNENCUMBERED PRINCIPAL OF THE ENDOWMENT FUND BELOW $2,000,000 MAY BE AMENDED WITHOUT THE CONSENT OF TWO-THIRDS (2/3) OF THE BOARD OF THE BOYS & GIRLS CLUBS OF

SCHEDULE O (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

Employer identification number

GREATER SCOTTSDALE.

QUESTION 10

- AN OUTSIDE ACCOUNTING FIRM PREPARED THE FORM 990. A DRAFT OF THE RETURN IS REVIEWED BY THE CEO AND CFO AND A COPY IS MADE AVAILABLE TO THE BOARD OF DIRECTORS ON THE BOARD WEBSITE, ALLOWING EACH BOARD MEMBER AND TRUSTEE ACCESS TO REVIEW AND COMMENT ON THE DRAFT.

SECTION B:

QUESTION 12C

- THE CONFLICT OF INTEREST POLICY IS SIGNED BY ALL NEW BOARD MEMBERS. THE POLICY IS REVIEWED BY ALL BOARD MEMBERS DURING THE ANNUAL BOARD RETREAT. IF THE ORGANIZATION DECIDES TO DO BUSINESS WITH A BOARD MEMBER DUE TO THEIR KNOWLEDGE OR EXPERTISE, THE ORGANIZATION REQUESTS PROPOSALS FROM OUTSIDE VENDORS IN ADDITION TO THE MEMBER'S PROPOSAL. ALL PROPOSALS AND BIDS ARE REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE.

QUESTION 15A

- THE FOUNDATION HAS NO EMPLOYEES. THE COMPENSATION OF THE CEO IS PAID BY THE BOYS AND GIRLS CLUBS OF GREATER SCOTTSDALE AND REIMBURSED BY THE FOUNDATION. THE CEO'S COMPENSATION IS REVIEWED BY THE FOUNDATION CHAIRMAN AND APPROVED BY ALL TRUSTEES DURING THE BUDGET PROCESS.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization | Employer identification number

SECTION C:

QUESTION 19

- ARTICLES OF INCORPORATION, BYLAWS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST. THE AUDITED FINANCIAL STATEMENTS OF THE FOUNDATION ARE COMBINED WITH THE BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE AND ARE AVAILABLE ON THE ORGANIZATION'S WEB SITE.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization: BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION

Employer identification number: 86-0767778

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE 86-0133718 10515 E. LAKEVIEW DR. SCOTTSDALE, AZ 85258	PUBLIC CHARIT	AZ	501(C)(3)	7	N/A

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

JSA
8E1307 1 000

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV

			Yes	No
1	During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c		X
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n	Sharing of paid employees	1n	X	
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(A) Name of other organization(s)	(B) Transaction type (a–r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See Instructions regarding exclusion for certain investment partnerships

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

AZ CORPORATION COMMISSION
FILED

MAR 24 2006

FILE NO. -0710041-1

ARTICLES OF AMENDMENT

OF

Boys & Girls Clubs of Scottsdale Foundation
[Name of Corporation]

1. The name of the corporation is Boys & Girls Clubs of Scottsdale Foundation
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. The amendment was adopted the 16th day of June, 2005.
4. The amendment was duly adopted by act ☐ of the members ☒ board of directors. ☒ And with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

DATED as of this 20th day of March, 2006.

Boys & Girls Clubs of Scottsdale Foundation
[name of corporation]

By Mary Ellen McKee

Mary Ellen McKee Secretary
[name] [title]

10515 E. Lakeview Drive
Scottsdale, AZ 85258

Exhibit A
Amended Articles:
Article I
Article III
Article V
Article VI
Article X

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

CF: 0038
Rev: 03/03

PAID
60.00
#098228

COPY

BYLAWS
OF
BOYS & GIRLS CLUBS OF GREATER SCOTTSDALE FOUNDATION
(An Arizona non-profit corporation)

ARTICLE I
Offices

Section 1. Organization. Boys & Girls Clubs of Greater Scottsdale Foundation (the "Foundation" is a non-profit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Foundation may maintain a principal office and other offices, either within or without the State of Arizona, as determined by the Board of Trustees or as the business of the Foundation may require from time to time where all business of the Foundation may be transacted. (All references to "Trustees" or "Board of Trustees" in these bylaws shall refer to the directors or the board of directors of this Foundation.)

Section 3. Known Place of Business. The known place of business of the Foundation, as required by A.R.S. § 10-1009.

ARTICLE II
Members

Section 1. Membership. The sole member of the Foundation shall be the Boys & Girls Clubs of Greater Scottsdale, an Arizona non-profit corporation (the "Sole Corporate Member") or its successor in interest.

ARTICLE III
Trustees

Section 1. Powers of Trustees. The business and affairs of the Foundation shall be managed by its Board of Trustees.

Section 2. Number, Tenure and Qualifications. The Board of Trustees of the Foundation shall consist of at least nine (9) persons but no more than fifteen (15) persons Subject to the foregoing limitations, the number of Trustees may be altered from time to time by the Sole Corporate Member, provided that no decrease shall have the effect of shortening the term of any incumbent Trustee. The Trustees shall be divided into three (3) classes, the number in each class to be fixed as nearly as equal in number as possible.

Section 3. Election of Trustees. All Trustees shall be elected by the Sole Corporate Member of the Foundation.

Section 4. Term of Office. The term of office of the first class of Trustees shall expire at the time of the annual meeting in 1995. The term of office of the second class of Trustees shall expire at the time of the annual meeting in 1996. The term of office of the third class of Trustees shall expire at the time of the annual meeting in 1997. At such annual meeting and at each annual meeting thereafter, a number of Trustees equal to the number in the class whose term then expires or such greater or lesser number in said class as may have been designed by a duly adopted resolution of the Sole Corporate Member shall be elected for terms of three (3) years.

Section 5. Resignation. Any Trustee of the Foundation may resign at any time, by giving written notice thereof to the Foundation. Such resignation shall take effect the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Any vacancy occurring in the Board of Trustees, including a vacancy created by an increase in the number of Trustees, may be filled by the sole corporate Member and any Trustee so chosen shall hold office until the next election of Trustees when his or her successor is elected and qualified

Section 7. Removal. A Trustee may be removed, with or without cause, at a meeting called expressly for that purpose, by the sole Corporate Member or vote of a majority of the Trustees in office.

Section 8. Quorum. A majority of the number of Trustees then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, the majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Section 10. Annual and Special Meetings. Meetings of the Board of Trustees, annual or special, shall be held at such time, on such day, and at such place as the Cochairman shall designate, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 11. Notice. Notice of any meeting shall be delivered at least two (2) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, telex or telecopier to each Trustee at his or her business address. If mailed, such notice shall be deemed to be delivered four business days after deposit in the United States mail, so addressed, by certified delivery with postage thereon prepaid.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting, may be taken without a meeting if all Trustees consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote

Section 13. Compensation and Expenses. Trustees shall serve as such without salary. Expenses incurred in connection with the performance of their official duties on behalf of the Foundation may be reimbursed to Trustees upon approval of the Board of Trustees.

Section 14. Presumption of Assent. A Trustee of the foundation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary of the Foundation within ten days after the adjournment f the meeting, or at the time of the next meeting, whichever is sooner. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

ARTICLE IV
Committees

Section 1. Committees. The Board of Trustees, by resolutions adopted by a majority of the full Board. may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more Trustees.

Section 2. Committee Changes. The Board of Trustees, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Trustees shall also have the power to fill vacancies in any committee.

ARTICLE V
Officers

Section 1. Number. The officers of the Foundation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the two offices of Chairman and Secretary. (All references to "Chairman" in these Bylaws shall refer to the president of the board of directors of this Foundation as provided by Arizona Revised Statues.)

Section 2. Election and Term of Office. The officers of the Foundation shall be elected annually by the Board of Trustees at the annual meeting of the board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal. The terms of the directors and officers of the corporation shall be based on a fiscal year of July 1 through June 30.

Section 3. Removal. Any officer or agent may be removed by a vote of the majority of the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other reason, may be filled by a majority vote of the Board of Trustees for the unexpired portion of the term.

Section 5. The Chairman. The Chairman shall be the chief volunteer officer of the Foundation and, subject to the direction of the Board of Trustees, shall have general charge of the business, affairs, and property of the Foundation and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of Chairman and shall see that all orders and resolutions of the Board of Trustees are carried into effect.

Unless otherwise prescribed by the Board of Trustees, the Chairman shall have full power and authority to attend, act, and vote on behalf of the Foundation at any meeting of the security holders of other corporations in which the Foundation may hold securities. At any such meeting, the Chairman shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the Foundation might have possessed and exercised if it had been present. The Chairman shall further possess the power to endorse such securities for transfer on behalf of the Foundation by signing the name of the Foundation in his or her capacity as Chairman. The Board of Trustees may from time to time confer like powers upon any other person or persons.

Section 6. Vice Chairman The vice chairman, in the absence of the chairman, the vice chairman shall assume all the duties and responsibilities of the chairman.

Section 7. Secretary. The Secretary shall (a) keep the minutes of all meetings and proceedings of the Board of Trustees, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer, (d) have charge of the seal of the Foundation, (e) see that the seal of the Foundation is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized, and (f) in general perform all of the duties as, from time to time, may be assigned to him or her by the Chairman or Board of Trustees.

Section 8. Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Foundation, and all financial books, records and accounts of the foundation, (b) receive and give receipts for monies due and payable to the foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees, and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Trustees. If required by the

Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Trustees shall determine.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Trustees, shall perform such duties as shall be assigned to them by the Chairman or the Board of Trustees.

Section 10. Compensation and Expenses. Officers shall serve without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Trustees.

Section 11. Executive Director. The Executive Director shall report to the designee of the sole corporate member and perform all duties and have such other powers as the Board of Trustees shall grant. The Executive Director shall, subject to, and in accordance with the directions of the sole corporate member, establish a budget of operating expenses for the foundation for the approval of the Board of Trustees and be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Trustees.

The Executive Director shall attend all meetings of the Board of Trustees, all committee meetings of the Foundation as directed by the Board of Trustees, and, when requested, meetings of the Board of Governors of the sole corporate member of the corporation. The Executive Director shall be an ex-officio member of all committees of the Foundation as provided by Article IV, Section I.

The Executive Director shall from time-to-time make reports of the work and affairs of the foundation to the Chairman of the Board of Trustees, to the Board of Trustees, and, when directed, the Executive Committee and Board of Governors of the sole corporate member. The Executive Director shall not legally bind the corporation to any contract or execute any legal document without the prior approval of the Board of Trustees, the Board of Governors, or if designated, the appropriate officer of the Foundation or Board of Governors.

ARTICLE VI
Endowment

It is the intention of the Foundation to create a permanent endowment fund and use the income thereof for the benefit of the Sole Corporate Member. The determination of principal and income for these purposes shall be made in accordance with the Arizona Revised Uniform Principal and Income Act as amended from time to time. Notwithstanding anything contained herein to the contrary, any income which is not distributed by the Foundation within seventy-five (75) days after the end of the Foundation's fiscal year shall be deemed to be principal. Notwithstanding any provision herein to the contrary, the Foundation shall not distribute, expend, transfer, pledge, encumber, assign, or otherwise transfer any of the funds of such endowment without the express consent of the Sole Corporate Member. In no event may any such action cause the unrestricted portion of the fund to be reduced below 50% of the approved operating budget of the sole corporate member for the year in which such business is being conducted.

ARTICLE VII
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by the Sole Corporate Member. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Foundation to its Trustees or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the foundation shall be signed by such officer or officers, agent or agents of the foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the Foundation not otherwise employed shall be deposited to the credit of the foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VIII
Corporate Seal

The Board of Trustees may provide a corporate seal which, in such event, shall be circular in form. shall have inscribed thereon the name of the Foundation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE IX
Waiver of Notice

Whenever any notice is required to be given to any Trustee of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X
Amendment of Bylaws

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested solely I the Sole Corporate Member. Notwithstanding anything herein to the contrary, neither this Article X nor the provisions in Article VI prohibiting the reduction of unrestricted funds of the endowment fund below 50% of the approved annual operating budget may be amended without the consent of two-thirds (2/3) of the Board of directors of the Sole Corporate Member.

ARTICLE XI
Nonprofit Operation

The Foundation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Foundation will be distributed to its Trustees or officers without full consideration. The Foundation may contract in due course with its Trustees and officers without violating this provision.

ARTICLE XII
Affiliated Transactions and Interested Trustees

Section 1. Affiliated Transactions. No contract or other transaction between the foundation and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Foundation or the payment o compensation by the Foundation for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between the Foundation and in the Interested Persons or because any Interested Person is present at the meeting of the Board of Trustees or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Trustees or committee which authorizes, approves or ratifies the contract Or transaction by a vote or consent sufficient for the purpose without counting The votes or consents of any Interested Peron(s); or

(b) The contract or transaction is fair and reasonable to the Foundation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any Trustee or officer of the Foundation, or any corporation, firm, association or other entity in which one or more of the Foundation's Trustees or officers are directors, trustees, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Trustees and Officers. Notwithstanding anything herein to the contrary, the Foundation shall not lend money to or use its credit to assist its Trustees, whether or not employees, or officers. Any Trustee or officer who assents to or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan until the repayment of the loan.

CERTIFICATE

I, Mary Ellen McKee, the duly elected, qualified and acting Secretary of Boys & Girls Clubs of Greater Scottsdale Foundation, an Arizona non-profit corporation, do hereby certify that the above and foregoing are the Bylaws of this Foundation as amended duly and regularly adopted by the Trustees thereof, effective June 2005

IN WITNESS WHEREOF, I have hereunto set my hand this 21 day of Feb. 2006

Mary Ellen McKee

Secretary of the Corporation

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

Important: USE A SEPARATE COVER sheet for each document.

Are you filing: ☐ New Entity ☑ Change to existing Entity ☐ Re submission/Correction

Please Select AND Complete all the Appropriate Sections 1 through 10:

Regarding (Name/Proposed name for Corp/LLC):

1. Type in Name: Boys + Girls Clubs of Scottsdale Foundation

2. Filing Type: (Select Only One)
   - ☐ Articles of Domestication $100.00
   - ☐ Articles of Incorporation (P)....................$ 60.00
   - ☐ Articles of Incorporation (NP)..................$ 40.00
   - ☐ Articles of Organization..........................$ 50.00
   - ☐ Application For Authority (Business).........$175.00
   - ☐ Application to Conduct Affairs (NP)..........$175.00
   - ☐ Application for New Authority $175.00
   - ☐ Application for Registration......................$150.00
   - ☒ Articles of Amendment...............................$ 25.00
   - ☐ Articles of Amendment & Restatement......$ 25.00
   - ☐ Articles of Correction...............................$ 25.00
   - ☐ Articles of Merger/Share Exchange...........$100.00
   - ☐ Affidavit of Publication ....No Fee
   - ☐ Other: ____________

3. Extras:
   - ☐ Certified Copies (   ) (Qty @ $5 each for Corps
   - ☐ Certified Copies (   ) (Qty @ $10 each for LLC's
   - ☐ Good Standing Certificate (   ) (Qty @ $10 ea.)
   - ☐ Expedite Good Standing ($35.00 extra)
   - ☐ Expedite Certified Copies ($35.00 extra)

4. Processing Type (Select One)
   - ☒ *Expedited* ($35.00) (Priority service, Additional Fee Per Document) Completed as soon as possible. View current processing times at www.azcc.gov/corp
   - ☐ *Regular* View current processing times at www.azcc.gov/corp

5. Select Payment type:
   - ☐ Check Amt 60.00 Check # 098228
   - ☐ Cash Amt ______
   - ☐ MOD Amt ______ MOD # ______
   - ☐ No fee required
   - ☐ See attached distribution of funds instructions

RECEIVED Total Payment Type: $ ~~$60~~ 60.00

MAR 24 2006

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

7. Other Special Instructions: ____________

8. SELECT ONE RETURN DELIVERY OPTION:
   ☐ Mail ☐ Pick Up ☒ Fax # 480-860-4708

9. The following individual should be called to pick up completed documents:

Pick-up by:	Date:
(FOR ACC USE ONLY. Do not fill in this box)	

Name/Service Co. ____________ Phone: ____________

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Firm Name: ____________ Attn: ____________

Address: ____________

City, State, Zip: ____________

Fax 4/3 CB

CFCVLR
REV 12/2005

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print		
Type or print	Name of Exempt Organization BOYS & GIRLS CLUBS OF SCOTTSDALE FOUNDATION	**Employer identification number** 86-0767778
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions 10515 EAST LAKEVIEW DRIVE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions SCOTTSDALE, AZ 85258	

Check type of return to be filed (File a separate application for each return)·

X Form 990	Form 990-PF	Form 1041-A	Form 6069
Form 990-BL	Form 990-T (sec 401(a) or 408(a) trust)	Form 4720	Form 8870
Form 990-EZ	Form 990-T (trust other than above)	Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ORGANIZATION

 Telephone No. ▶ 480 860-5520 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ ☐ If it is for part of the group, check this box . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 05/17/2010

5 For calendar year ______ , or other tax year beginning 07/01/2008 , and ending 06/30/2009

6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶ 2/12/2010

CBIZ MHM, LLC
3101 N. CENTRAL AVE., STE 300
PHOENIX, AZ 85012

Form **8868** (Rev 4-2009)

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [x]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization BOYS & GIRLS CLUBS OF SCOTTSDALE FOUNDATION	Employer identification number 86-0767778
	Number, street, and room or suite no If a P O box, see instructions 10515 EAST LAKEVIEW DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SCOTTSDALE, AZ 85258	

Check type of return to be filed (file a separate application for each return)

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE ORGANIZATION

Telephone No ▶ 480 860-5520 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15 ,2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ____ or
▶ [X] tax year beginning 07/01 , 2008 , and ending 06/30 , 2009

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

JSA
8F8054 3 000