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POSTMARK DATE MAY 15 2010

SCANNED JUN 30 2010 Revenue

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

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 ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions	C Name of organization <u>ANIMAL CANCER FOUNDATION</u>		D Employer identification number <u>94-3342838</u>
		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite <u>252 SEVENTH AVENUE</u> <u>8-S</u>		E Telephone number <u>(877) 448-3223</u>
		City or town, state or country, and ZIP + 4 <u>NEW YORK, NY 10011</u>		F Group Exemption Number . . . ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method ☒ Cash ☐ Accrual
Other (specify) ▶

H Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ WWW.ACFOUNDATION.ORG

J Organization type (check only one) - ☒ 501(c) (03) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$1,000,000 or more, file Form 990 instead of Form 990-EZ . . . ▶ \$ 117,959.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	<u>113,980.</u>	
	2	Program service revenue including government fees and contracts	2		
	3	Membership dues and assessments	3		
	4	Investment income	4	<u>3,320.</u>	
	5 a	Gross amount from sale of assets other than inventory	5 c		
	b	Less: cost or other basis and sales expenses			
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)			
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶	6 c	<u>-20,484.</u>	
	a	Gross revenue (not including \$ <u>61,836.</u> of contributions reported on line 1)			
	b	Less: direct expenses other than fundraising expenses			
	7 a	Gross sales of inventory, less returns and allowances	7 c		
	b	Less: cost of goods sold			
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)			
	8	Other revenue (describe ▶)	8		
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ▶	9	<u>96,816.</u>	
	Expenses	10	Grants and similar amounts paid (attach schedule) <u>STMT 1.</u>	10	<u>7,000.</u>
		11	Benefits paid to or for members	11	
12		Salaries, other compensation, and employee benefits	12	<u>NONE</u>	
13		Professional fees and other payments to independent contractors	13	<u>19,700.</u>	
14		Occupancy, rent, utilities, and maintenance	14	<u>3,703.</u>	
15		Printing, publications, postage, and shipping	15	<u>4,301.</u>	
16		Other expenses (describe ▶ <u>STMT 2</u>)	16	<u>28,339.</u>	
17	Total expenses. Add lines 10 through 16 ▶	17	<u>63,043.</u>		
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<u>33,773.</u>	
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<u>89,287.</u>	
	20	Other changes in net assets or fund balances (attach explanation) <u>STMT 3.</u>	20	<u>-1,969.</u>	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	21	<u>121,091.</u>	

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	<u>89,287.</u>	22 <u>121,091.</u>
23	Land and buildings		23
24	Other assets (describe ▶)		24
25	Total assets	<u>89,287.</u>	25 <u>121,091.</u>
26	Total liabilities (describe ▶)		26
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	<u>89,287.</u>	27 <u>121,091.</u>

29 MNE

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

What is the organization's primary exempt purpose? STMT 4

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

Expenses

(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, optional for others)

28 SEE STATEMENT 5

(Grants \$ 7,000.) If this amount includes foreign grants, check here ►

28a

38,552.

29

(Grants \$ _____) If this amount includes foreign grants, check here ►

29a

30

(Grants \$) If this amount includes foreign grants, check here ►

30a

31 Other program services (attach schedule)

(Grants \$) If this amount includes foreign grants, check here ☐

31a

32 Total program service expenses (add lines 28a through 31a) ▶

32

38.552.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part VI)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ 37a NONE		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations Enter:		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ , section 4912 ▶ , section 4955 ▶		
b Section 501(c)(3) and (4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		X
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
d Enter amount of tax on line 40c reimbursed by the organization ▶		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed ▶ NEW YORK		
42a The books are in care of ▶ THE FOUNDATION Telephone no ▶ 877-448-3223 Located at ▶ 252 SEVENTH AVENUE, SUITE 8-S, NEW YORK, NY ZIP + 4 ▶ 10001		
b 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)?		X
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.		
c At any time during the calendar year, did the organization maintain an office outside of the U S ?		X
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here, and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Form 990-EZ (2008)

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51

- 46 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. **46** ☐ Yes ☒ No
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II. **47** ☐ Yes ☒ No
- 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . **48** ☐ Yes ☒ No
- 49a Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ Yes ☒ No
- b If "Yes," was the related organization(s) a section 527 organization? **49b** ☐ Yes ☒ No
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$100,000 ▶	NONE			

- 51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		
Total number of other independent contractors receiving over \$100,000 ▶	NONE	

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 *David Levine MD* Date *5/13/10*

Type or print name and title *DAVID C LEVINE MD PRES*

Paid Preparer's Use Only Preparer's signature *[Signature]* Date *MAY 11 2010* Check if self-employed ☐ Preparer's Identifying Number (See instructions) *P00183769*

Firm's name (or yours if self-employed), address, and ZIP + 4 *CONDON O'MEARA MCGINTY & DONNELLY L* EIN *13-3628255*

ONE BATTERY PARK PLAZA NEW YORK NY 10004-1405 Phone no *212-661-7777*

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Form 990-EZ (2008)

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

ANIMAL CANCER FOUNDATION

Employer identification number

94-3342838

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?

- (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?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the US?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2008

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")	83,652.	108,693.	88,463.	134,864.	113,980.	529,652.
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	83,652.	108,693.	88,463.	134,864.	113,980.	529,652.
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)						155,551.
6 Public support. Subtract line 5 from line 4						374,101.

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	83,652.	108,693.	88,463.	134,864.	113,980.	529,652.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	215.	947.	2,577.	2,436.	3,320.	9,495.
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						539,147.
12 Gross receipts from related activities, etc. (See instructions)					12	659.
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	69.39 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	64.00 %
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 organization 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)

Area with horizontal dashed lines for supplemental information.

Department of the Treasury
Internal Revenue Service

ANIMAL CANCER FOUNDATION

► **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

2008

**Open To Public
Inspection**

94-3342838

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising activities? ☐ Yes ☐ No

- | (i) Name of individual
or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have
custody or control of
contributions? | | (iv) Gross receipts
from activity | (v) Amount paid to
(or retained by)
fundraiser listed in
col. (i) | (vi) Amount paid to
(or retained by)
organization |
|--|---------------|--|----|--------------------------------------|--|---|
| | | Yes | No | | | |
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| Total ▶ | | | | | | |

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		SMOKEY'S DAY (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	62,495.			62,495.
	2 Less Charitable contributions	61,836.			61,836.
	3 Gross revenue (line 1 minus line 2)	659.			659.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	21,143.			21,143.
	8 Direct expense summary Add lines 4 through 7 in column (d)				(21,143.)
	9 Net income summary Combine lines 3 and 8 in column (d)				-20,484.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No	
	7 Direct expense summary Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary Combine lines 1 and 7 in column (d)				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

13 Indicate the percentage of gaming activity operated in

- | | | |
|--|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

14 Provide the name and address of the person who prepares the organization's gaming/special event books and records:

Name ► _____

Address ► _____

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

- b**
- If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

- c**
- If "Yes," enter name and address

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions

- a**
- Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?
- 17a**

- b**
- Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

FORM 990EZ, PART 1 - GRANTS AND SIMILAR AMOUNTS PAID
IN EXCESS OF \$5000

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

GRANTS PAID

GERALD P. MURPHY CANCER FOUNDATION
3000 KENT AVENUE, SUITE E2-100
WEST LAFAYETTE, IN 47906

NONE
PUBLIC

CANCER RESEARCH

7,000.

TOTAL CONTRIBUTIONS PAID

7,000.

FORM 990EZ, PART I - OTHER EXPENSES

=====

SUPPLIES	244.
TRAVEL	1,487.
INSURANCE	600.
WEB DESIGN	1,331.
COMPUTER	2,737.
OTHER EXPENSES	14,136.
FUNDRAISING FEES	2,959.
NON PERSONNEL EXPENSES	2,300.
BANK SERVICE CHARGES	462.
ORGANIZATIONAL EXPENSE	2,000.
STAFF DEVELOPMENT	83.

TOTAL	28,339.
	=====

FORM 990EZ, PART I - OTHER CHANGES IN FUND BALANCES
=====

DECREASES IN FUND BALANCES

UNREALIZED LOSS ON INVESTMENTS

1,969.

TOTAL

1,969.
=====

FORM 990EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
=====

TO STUDY AND FUND NOVEL THERAPIES AIMED AT ELIMINATING CANCER AS A
HEALTH PROBLEM IN PETS AND PEOPLE THROUGH EDUCATION, PREVENTION AND
RESEARCH.

FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS
=====

PROGRAM SERVICE ACCOMPLISHMENT 1

PUBLIC INFORMATION AND SUPPORT -
THE FOUNDATION PROVIDED PHONE AND E-MAIL SUPPORT TO THE
PUBLIC WHO HAVE QUESTIONS ABOUT THE AVAILABILITY OF
ONCOLOGISTS, TREATMENTS & USEFUL RESOURCES.

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
DAVID LEVINE, MD 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	PRESIDENT 3.	NONE	NONE	NONE
JASON LIBBY TREASURER 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	TREASURER 3.	NONE	NONE	NONE
ANNE MARIE FRANCIS 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	SECRETARY 3.	NONE	NONE	NONE
KELLY POSNER GERSTENHABER 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	BOARD MEMBER 3.	NONE	NONE	NONE
BETSY FITZGIBBONS 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	BOARD MEMBER 3.	NONE	NONE	NONE

FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT. AND OTHER ALLOWANCES
MARY ANNE HENRY 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	BOARD MEMBER 3.	NONE	NONE	NONE
KIM WILLIAMS 252 SEVENTH AVENUE 8-S NEW YORK, NY 10011	BOARD MEMBER 3.	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- 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 Form 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	Employer identification number
	ANIMAL CANCER FOUNDATION	94-3342838
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	252 SEVENTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10011	

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

☒ 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 ► DR. GERALD POST

Telephone No ► 877 448-3223 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
 ► ☒ 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)

• 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 File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	ANIMAL CANCER FOUNDATION	94-3342838
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	252 SEVENTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10011	

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

☒ 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 **DR. GERALD POST**

Telephone No. **877 448-3223**

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 **05/15/2010**
- 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 **ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE 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

ACCOUNTANTS AUTHORIZED TO SIGN RETURNS

Signature ▶

Title ▶

Date ▶

FEB 12 2010

CONDON O'MEARA MCGINTY & DONNELLY L
ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405

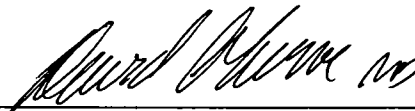
Form 8868 (Rev 4-2009)

ANIMAL CANCER FOUNDATION

EIN: 94-3342838

CONFORMITY STATEMENT

I CERTIFY THAT THE ATTACHED IS AN ACCURATE COPY OF THE AMENDED BY-LAWS.

 5/13/10

SIGNATURE OF OFFICER OR TRUSTEE DATE
DAVID C LEVINE MD president

TYPE OR PRINT NAME AND TITLE

Bylaws of the Animal Cancer Foundation

**BYLAWS
OF
ANIMAL CANCER FOUNDATION,
a California nonprofit public benefit corporation**

**ARTICLE I
PURPOSE**

The purpose of the Corporation is to engage in charitable activities.

**ARTICLE II
OFFICES**

Section 1. PRINCIPAL OFFICES. The Corporation's principal office shall be located at such place in Los Angeles County, California, or elsewhere as the Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the location of the Corporation's principal office.

Section 2. OTHER OFFICES. The Board of Directors or the Chief Executive Officer may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members. Therefore, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of the corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS. The authorized number of Directors shall be eight (8) until changed by a duly adopted amendment to these Bylaws.

Section 2. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected by the Board of Directors at each annual meeting to hold office until the next annual meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, or until such Director's term is reduced by a vote of all the Directors. The Board shall designate a Chairman of the Board, a Vice Chairman of the Board and a Secretary.

Section 3. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum.

In the event there shall be a vacancy in the Board of Directors, leaving no Directors on the Board to elect a new Board of Directors, then a majority vote of the officers of the Corporation shall designate a new Board of Directors.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation or removal of any Director(s), or if the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of Directors is increased.

Any Director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

A Director may be removed from the Board by a vote of the majority of the Board of Directors, with or without cause.

Section 4. POWERS. Subject to the provisions of the California Non-Profit Corporation Law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to this general grant of power, and subject to the same limitations, the Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with

the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Approve indemnification of Directors, officers, and agents;

(c) Amend the Articles of Incorporation;

(d) Establish a Board of Advisors to advise the Board of Directors as to furthering and communicating the purpose of the Corporation, but not to participate in the governance of the Corporation; such Board of Advisors to be selected from time to time to serve at the discretion of the Board of Directors; such Board of Advisors to be selected based on criteria established by the Board of Directors in its discretion; such Board of Advisors to be indemnified for any liabilities to the same extent as Directors, officers and agents;

(e) Change the principal executive office or the principal business office in the State of California from one location to another, cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any members' meeting, or meetings, including annual meetings;

(f) Adopt, make, and use a corporate seal and alter the form of the seal;

(g) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(h) Delegate the management of the activities of the Corporation to a Committee of the Board or to any person or persons, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5. PLACE OF MEETINGS AND MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of California designated from time to time by resolution of the Board. In the absence of any such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at the meeting.

Section 6. ANNUAL MEETING. The Board of Directors shall hold an annual meeting each year for the purpose of organization, election of officers and transaction of business. The annual meeting shall be held on a date and time specified by the Board of Directors. Any date so designated by the Board of Directors shall be within five (5) months after the end of the fiscal year of the corporation and within fifteen (15) months after the last annual meeting. If the day of the scheduled meeting falls on a legal holiday, then the meeting shall be held at the same time and place on the next succeeding business day.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held at such times and places as shall be fixed by the Board of Directors.

Section 8. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or any Vice President or the Secretary or any two Directors. Notice of the time and place of special meetings shall be delivered personally, by telephone, first-class mail, telegram, facsimile or electronic mail, charges prepaid, to each director. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, by telephone, telegram, facsimile or electronic mail, it shall be given at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

Section 9. NOTICE OF MEETINGS. Unless otherwise specified in the Articles of Incorporation or these Bylaws, all notices of meetings shall be sent or otherwise given in accordance with Section 10 of this Article III not less than ten (10) nor more than sixty (60) days before the date of the meeting, except, however, for special meetings as provided in Section 8 above. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

Section 10. MANNER OF GIVING NOTICE; AFFIDAVIT OF NOTICE. Notice of any meeting requiring a notice shall be given either personally, by first-class mail, telephone, telegram, facsimile or electronic mail, charges prepaid, addressed to the Directors at the address, facsimile number or electronic mail address of each Director appearing on the books of the Corporation or given by the Director to the Corporation for

the purpose of notice. If no such information appears on the Corporation's books or is given, notice shall be deemed to have been given if sent to that Director by first-class mail, telephone, telegram, facsimile or electronic mail, to the Corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram, facsimile or electronic mail.

If any notice addressed to a Director at the address of that Director appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the Director at that address, all future notices or reports shall be deemed to have been duly given without further mailing if these shall be available to the Director on written demand of the Director at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice.

An affidavit of the mailing or other means of giving any notice of any Directors' meeting shall be executed by the secretary or assistant secretary of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation.

Section 11. WAIVER OF NOTICE OF MEETING. Notice of a meeting need not be given to a Director who signs a waiver of notice or a written consent to hold the meeting, or who signs an approval of the minutes of such meeting. Notice need not be given to a Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 12. QUORUM. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors subject to the provisions of Section 5233 of the Corporations Code of California (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 5212 of that Code (as to appointment of committees), and Section 5238 of that Code (as to indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 13. ACTION BY BOARD WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 14. ADJOURNMENT. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 15. FEES AND COMPENSATION OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 15 shall not be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for those services.

Section 16. CHAIRMAN OF THE BOARD. The Chairman of the Board shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. The Chairman may also be an officer of the Corporation. If there is no President, the Chairman of the Board shall, in addition, be the chief executive officer of the Corporation and shall have the powers and duties prescribed in Section 6 of Article VI.

Section 17. VICE CHAIRMAN OF THE BOARD. In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or the Bylaws.

Section 18. SECRETARY OF THE BOARD. The Secretary of the Board shall maintain, or cause to be maintained, accurate records and minutes of all meetings and actions of the Board of Directors.

ARTICLE V COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any

committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) The filling of vacancies in any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) The appointment of any other committees of the Board of Directors or the members of these committees.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the committee and the committee members for the Board of Directors, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternate committee members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 3. EXECUTIVE COMMITTEE.

(a) The Board may establish an Executive Committee which shall consist of the President (who shall be the Chairman of the Executive Committee), all of the officers of the Corporation who are also Directors and such additional Directors as may be appointed by the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of its business. In the absence of any member of the Executive Committee from a meeting of the Committee, the Board may appoint any Director to participate in that meeting as an alternate member thereof with power to vote in place of the absent member, and such alternate member may be counted in determining the presence of a quorum at the meeting.

(b) The Executive Committee shall formulate, supervise and implement the policies of the Corporation under the direction of the Board and between the meetings of the Board and while the Board is not in session and shall have all the power and exercise all the duties of the Board in the management of the business of the Corporation.

Section 4. FINANCE COMMITTEE.

(a) The Board may establish a Finance Committee which shall consist of the Treasurer of the Corporation (who shall be the Chairman of the Finance Committee) and such additional persons as may be appointed by the Board. A majority of the members of the Finance Committee shall constitute a quorum for the transaction of its business.

(b) The Finance Committee shall formulate and supervise the financial policies of the Corporation, including those relating to the investments of the Corporation.

Section 5. DEVELOPMENT COMMITTEE.

(a) The Board may establish a Development Committee which shall consist of such persons as may be appointed by the Board. A majority of the members of the Development Committee shall constitute a quorum for the transaction of its business.

(b) The Development Committee is primarily responsible for fund raising, planned giving and capital giving to the Corporation. The Board may appoint any number of subcommittees to assist the Development Committee in its discharge of these responsibilities.

ARTICLE VI OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as President or Chairman of the Board.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 6. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, and/or the Executive Committee, have general supervision, direction, and control of the business and the affairs of the Corporation. He or she shall have the general

powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, and the President, or the Chairman of the Board.

Section 8. SECRETARY. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and/or committees of Directors, with the time and place of holding such meeting, whether regular or special, and, if special, how authorized, the notice given, and the names of those present.

The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets,

liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES

AND OTHER AGENTS

The Corporation shall, and hereby does, to the maximum extent permitted by the California Non-Profit Corporation Law, indemnify, hold harmless and defend each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation if such person was found by the Board to be acting in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. For purposes of this Section, an "agent" of the Corporation includes any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee,

or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE VIII RECORDS AND REPORTS

Section 1. MAINTENANCE AND INSPECTION OF DOCUMENTS. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Bylaws and Articles of Incorporation as amended to date. The Corporation's annual tax returns shall also be available for public inspection at the Corporation's principal office during regular business hours.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the members of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 3. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. FINANCIAL STATEMENTS. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation.

ARTICLE IX GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. The Corporation shall, however, be governed by a Board of Directors and any reference in said

laws to "Directors" or to the "Board of Directors" shall be deemed to refer to said Board of Directors. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

ARTICLE X AMENDMENTS

Section 1. AMENDMENT BY DIRECTORS. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of the Directors.