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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)Department of the Treasury
Internal Revenue Service

Open to Public Inspection

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

For the 2008 calendar year, or tax year beginning 9/01, 2008, and ending 8/31, 2009

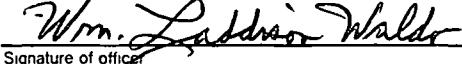
B Check if applicable.	Please use IRS label or print or type. See specific instructions.	EASTER SEALS SOUTHWEST FLORIDA FOUNDATION INC 350 BRADEN AVENUE SARASOTA, FL 34243	D Employer Identification Number 65-0611186
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	F Name and address of principal officer WM. LADDISON WALDO SAME AS C ABOVE	E Telephone number 941-355-7637	
		G Gross receipts \$ 1,803,019.	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list (see instructions)	
J Website: ► N/A		H(c) Group exemption number ►	
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of Formation 1995	M State of legal domicile FL

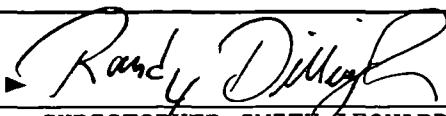
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SUPPORTING AND ADVANCING THE ACTIVITIES AND PROGRAMS OF EASTER SEALS SOUTHWEST FLORIDA, INC.</u>
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets
Revenue	3 Number of voting members of the governing body (Part VI, line 1a) 3 9
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 9
Expenses	5 Total number of employees (Part V, line 2a) 5 0
	6 Total number of volunteers (estimate if necessary) 6 0
SCANNED MAR 30 2010	7a Total gross unrelated business revenue from Part VIII, line 12, column (C) 7a 0
	b Net unrelated business taxable income from Form 990-T, line 34 7b 0
Net Assets or Fund Balances	8 Contributions and grants (Part VIII, line 1h) 11,895.
	9 Program service revenue (Part VIII, line 2g) .
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 748,557. 238,373.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 748,557. 250,268.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 1,579,663. 1,146,323.
	14 Benefits paid to or for members (Part IX, column (A), line 4) .
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .
	16a Professional fundraising fees (Part IX, column (A), line 11e) .
	b Total fundraising expenses (Part IX, column (D), line 25) ► .
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 132,013. 242,164.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 1,711,676. 1,388,487.	
19 Revenue less expenses. Subtract line 18 from line 12 -963,119. -1,138,219.	
Beginning of Year 11,320,314.	End of Year 9,060,019.
20 Total assets (Part X, line 16) 105,000.	0.
21 Total liabilities (Part X, line 26) .	.
22 Net assets or fund balances Subtract line 21 from line 20 11,215,314.	9,060,019.

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	► 	Date 3-9-10
	► WM. LADDISON WALDO Type or print name and title CFO	

Paid Preparer's Use Only	Preparer's signature 	Date 3/02/10	Check if self employed <input type="checkbox"/> N/A	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed, address, and ZIP + 4) ► CHRISTOPHER, SMITH, LEONARD ET AL	EIN ► N/A	Phone no ► (941) 748-1040	
	► 1001 3RD AVE W, SUITE 700 BRADENTON, FL 34205			

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0112L 12/22/08 Form 990 (2008)

G16 24

Part III Statement of Program Service Accomplishments (see instructions)1 Briefly describe the organization's mission:

SUPPORTING AND ADVANCING THE ACTIVITIES AND PROGRAMS OF EASTER SEALS SOUTHWEST FLORIDA, 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 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 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 \$ 1,146,323. including grants of \$) (Revenue \$)
THE ORGANIZATION'S PURPOSE IS TO PROVIDE SUPPORT TO EASTER SEALS SOUTHWEST FLORIDA, INC, WHICH IS A NON-PROFIT ORGANIZATION.

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 ► \$ 1,146,323. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

5 Section 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

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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III

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

10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V

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..

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.

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

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

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

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

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H

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

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

23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J

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, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

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?

d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?

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

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

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

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.

	Yes	No
1	X	
2	X	
3		X
4	X	
5		
6	X	
7	X	
8	X	
9		X
10	X	
11	X	
12	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20	X	
21	X	
22	X	
23	X	
24a	X	
24b		
24c		
24d		
25a	X	
25b	X	
26	X	
27	X	

Part IV Checklist of Required Schedules (continued)

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

b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV

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

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

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

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

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

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

	Yes	No
28a	X	
28b		X
28c	X	
29		X
30		X
31		X
32		X
33		X
34	X	
35		X
36		X
37		X

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Form 990 (2008)

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	0	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
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	0	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b		
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 Q	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.	4b		
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 deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7c	X	
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	X	
h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X	
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.	9a		
a Did the organization make any taxable distributions under section 4966?	9b		
b Did the organization make any distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter:	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter:	11a		
a Gross income from other members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)			
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		

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Form 990 (2008)

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, processes, or changes in Schedule O. See instructions.

1a Enter the number of voting members of the governing body

1b Enter the number of voting members that are independent

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?

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?

4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a material diversion of the organization's assets?

6 Does the organization have members or stockholders?

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?

b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

b Each committee with authority to act on behalf of the governing body?

9a Does the organization have local chapters, branches, or affiliates?

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?

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 SEE SCHEDULE O

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

	Yes	No
1a	9	
1b	9	
2		X
3		X
4		X
5		X
6		X
7a		X
7b		X
8a	X	
8b		X
9a		X
9b		
10	X	
11		X

Section B. Policies

12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13

b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done SEE SCHEDULE O

13 Does the organization have a written whistleblower policy?

14 Does the organization have a written document retention and destruction policy?

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?

b Other officers of key employees of the organization?

Describe the process in Schedule O. (see instructions)

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?

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?

	Yes	No
12a	X	
12b	X	
12c	X	
13	X	
14	X	
15a		X
15b		X
16a		X
16b		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► NONE

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.

Own website Another's website 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. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
► LADD WALDO 350 BRADEN AVENUE SARASOTA FL 34243 941-355-7637

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) or 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)					(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
		or director	Individual trustee	Institutional trustee	Officer	Key employee			
GREG BRADSHAW DIRECTOR	0	X					0.	0.	0.
ALAN CICORA DIRECTOR	0	X					0.	0.	0.
PAUL GESKO SECT/TREAS	0	X					0.	0.	0.
ROSE-ANNE FRANO DIRECTOR	0	X					0.	0.	0.
F. JOHN LACIVITA DIRECTOR	0	X					0.	0.	0.
LISA MEAD DIRECTOR	0	X					0.	0.	0.
ROBERT MITCHELL DIRECTOR	0	X					0.	0.	0.
JOSEPH NAJMY DIRECTOR	0	X					0.	0.	0.
JOSEPH SEGARS DIRECTOR	0	X					0.	0.	0.
WM. LADDISON WALDO CFO	0		X				0.	93,832.	15,725.
KATHY MCKOWN CHAIR	0	X					0.	0.	0.
MARY LYNN DESJARLAIS DIRECTOR	0	X					0.	0.	0.
HARVEY SMALL DIRECTOR	0	X					0.	0.	0.
WILLIAM LLOYD PRESIDENT	0		X				0.	125,008.	18,145.

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

1 b Total

0.

218,840.

33,870.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ► 0

	Yes	No
3		X
4		X
5		X

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.

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

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 .

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.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

		(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	11,895.			
	g Noncash contribns included in lns 1a-1f..		\$			
	h Total. Add lines 1a-1f			11,895.		
PROGRAM SERVICE REVENUE	2a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
	3 Investment income (including dividends, interest and other similar amounts)		537,903.			537,903.
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross Rents	(i) Real	(ii) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
1,250,198.		3,023.				
b Less. cost or other basis and sales expenses						
1,552,751.						
c Gain or (loss)	-302,553.	3,023.				
d Net gain or (loss)			-299,530.		-299,530.	
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						
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						
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						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		250,268.	0.	0.	238,373.	

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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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	1,146,323.	1,146,323.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other	19,750.	19,750.		
12 Advertising and promotion				
13 Office expenses	24,372.	24,372.		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
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 CONTRACT LABOR	145,194.	145,194.		
b BANK AND TRUSTEE FEES	39,354.	39,354.		
c OTHER	13,494.	13,494.		
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,388,487.	1,146,323.	242,164.	0.
26 Joint Costs. Check here <input type="checkbox"/> 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	10,913	2	152,066
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	8,348	4	9,303
	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 sale 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	4,979,721	11	4,685,816
	12 Investments – other securities. See Part IV, line 11	6,321,332	12	4,212,834
	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)	11,320,314	16	9,060,019
LIABILITIES	17 Accounts payable and accrued expenses	105,000	17	
	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	105,000	26	0
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	3,180,627	27	1,948,414
	28 Temporarily restricted net assets	159,098	28	155,697
	29 Permanently restricted net assets	7,875,589	29	6,955,908
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	11,215,314	33	9,060,019
	34 Total liabilities and net assets/fund balances	11,320,314	34	9,060,019

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to 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?

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?

b If 'Yes,' did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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Form 990 (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.

2008Open to Public
Inspection

Name of the organization

**EASTER SEALS SOUTHWEST FLORIDA
FOUNDATION INC**Employer Identification number
65-0611186**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 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 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 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
11g (i)	X	
11g (ii)	X	
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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
EASTER SEALS SOUTHWEST FLORIDA, INC	59-0638490	LINE 9	X		X		X		1,146,323.
Total									1,146,323.

BAA 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 "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public 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 section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

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 for 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 the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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 '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	<input type="checkbox"/>	
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	<input type="checkbox"/>	
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	<input type="checkbox"/>	

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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 yr beginning in) ►

1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants.') .

2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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, 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)

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1						
2						
3						
4						
5						
6 Total.						
7a						
b						
c						
8 Public support						
7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►

9 Amounts from line 6 .

10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income form 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 Ins 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 ►

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9						
10a						
b						
c						
11						
12						
13 Total support.						
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 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**

OMB No 1545-0047

2008**Open to Public
Inspection**

Name of the organization

EASTER SEALS SOUTHWEST FLORIDAEmployer identification number
65-0611186**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) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

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 easement 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.

1 a 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, 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 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 d Loan or exchange programs
 b Scholarly research e Other _____
 c Preservation for future generations

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
1c	
1d	
1e	
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	2,845,687.				
b Contributions					
c Investment earnings or losses	16,324.				
d Grants or scholarships					
e Other expenditures for facilities and programs	97,722.				
f Administrative expenses	21,217.				
g End of year balance	2,743,072.				

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

a Board designated or quasi-endowment > _____ %

b Permanent endowment > 100.00 %

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
3a(i)		X
3a(ii)		X
3b		X

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

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

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).)

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Schedule D (Form 990) 2008

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 <u>INTEREST IN RETTER TRUST</u>	562,850.	END OF YEAR MARKET VALUE
<u>INTEREST IN LABELLE TRUST</u>	282,048.	END OF YEAR MARKET VALUE
<u>INTEREST IN CADY TRUST</u>	52,280.	END OF YEAR MARKET VALUE
<u>INTEREST IN KOENIG TRUST</u>	454,554.	END OF YEAR MARKET VALUE
<u>INTEREST IN VIRGINIA CLARK TRUST</u>	2,861,102.	END OF YEAR MARKET VALUE

Part VIII Investments—Program Related (See Form 990, Part X, line 13) **N/A**

Total. Column (b)(should equal Form 990, Part X, Col. (B) line 13)

Part IX Other Assets (See Form 990, Part X, line 15) N/A

Total. Column (b) Total (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) Total (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)	250,268.
2 Total expenses (Form 990, Part IX, column (A), line 25)	1,388,487.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	-1,138,219.
4 Net unrealized gains (losses) on investments	1,012,474.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV)	
9 Total adjustments (net). Add lines 4-8	1,012,474.
10 Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	-125,745.

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	-762,206.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	-1,012,474.
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	-1,012,474.
3 Subtract line 2e from line 1	3	250,268.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a Investments 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	250,268.

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

1 Total expenses and losses per audited financial statements	1	1,388,487.
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	1,388,487.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investments 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	1,388,487.

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 - INTENDED USES OF ENDOWMENT FUND --

-- TO SUPPORT EASTER SEALS SOUTHWEST FLORIDA, INC. --

Part XIV | Supplemental Information (continued)

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Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

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 GRANTMAKER'S DESCRIPTION OF HOW GRANTS ARE USED

EASTER_SEALS_SOUTHWEST_FLORIDA_FOUNDATION,_INC. ONLY SUPPORTS EASTER_SEALS_SOUTHWEST_FLORIDA,_INC. THE MAJORITY OF THE BOARD MEMBERS ALSO SERVE ON THE BOARD OF EASTER_SEALS_SOUTHWEST_FLORIDA,_INC.

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

► Attach to Form 990 or Form 990-EZ.

► To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

Name of the organization **EASTER SEALS SOUTHWEST FLORIDA
FOUNDATION INC**

Employer identification number
65-0611186

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

Total

18

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 27.

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
PAUL GESKO	OFFICER	10,000.	COMPUTER DATABASE SVC		X

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

Schedule L (Form 990 or 990-EZ) 2008

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

Name of the organization

Employee _____
Name of the organization _____

EASTER SEALS SOUTHWEST FLORIDA FOUNDATION INC

Part I Identification of Disregarded Entities

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
EASTER SEALS SW FLORIDA, INC.	DAY PROGRAM & EMPLOYMENT SVC				
350 BRADEN AVENUE					
SARASOTA, FL 34243	FOR ADULTS WITH DISABILITIES	FL	501 (C) (3)	7	N/A
59-0638490					

Part III Identification of Related Organizations Taxable as a Partnership

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

Part V] Transactions With Related Organizations**Note** Complete line 1 if any entity is listed in Parts II, III, or IV.

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
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s).
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s).

f Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets...**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s).**r** Other transfer of cash or property from other organization(s)

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	(B) Transaction type (a-r)	(C) Amount involved
(1) EASTER SEALS SW FLORIDA, INC.	B	1,146,323.
(2) EASTER SEALS SW FLORIDA, INC.	0	169,566.
(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 asset or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization **EASTER SEALS SOUTHWEST FLORIDA
FOUNDATION INC**

Employer identification number
65-0611186

PART VI, LINES 15A & 15B

NO INDIVIDUAL RECEIVES COMPENSATION FROM THE ORGANIZATION.

FORM 990, PART V, LINES 7G & 7H

WE HAVE ANSWERED NO TO BOTH OF THESE QUESTIONS AS WE HAVE NOT RECEIVED ANY OF THESE
TYPES ON CONTRIBUTIONS. AS SUCH, WE WERE NOT REQUIRED TO FILE A FORM 8899 OR A
1098-C.

FORM 990, PART VI, LINE 10 - FORM 990 REVIEW PROCESS

A DRAFT OF THE FORM 990 IS PROVIDED TO THE BOARD MEMBERS FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

BOARD MEMBERS ARE REQUIRED TO SIGN A NEW CONFLICT OF INTEREST STATEMENT ANNUALLY.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

ALL REQUIRED DISCLOSURES ARE MADE AVAILABLE UPON REQUEST OR AT WWW.GUIDESTAR.ORG.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 5, 2003

EASTER SEALS SOUTHWEST FLORIDA FOUNDATION, INC.
350 BRADEN AVENUE
SARASOTA, FL 34243

Re: Document Number N95000002948

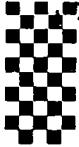
The Articles of Amendment to the Articles of Incorporation of HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC. which changed its name to EASTER SEALS SOUTHWEST FLORIDA FOUNDATION, INC., a Florida corporation, were filed on November 5, 2003.

This document was electronically received and filed under FAX audit number H03000310547.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Teresa Brown
Document Specialist
Division of Corporations

Letter Number: 603A00060298



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 5, 2003

EASTER SEALS SOUTHWEST FLORIDA FOUNDATION, INC.
350 BRADEN AVENUE
SARASOTA, FL 34243

Re: Document Number N95000002948

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Teresa Brown
Document Specialist
Division of Corporations

Letter Number: 603A00060298

BY-LAWS
OF
EASTER SEALS SOUTHWEST FLORIDA FOUNDATION, INC.
A NOT-FOR-PROFIT CORPORATION
ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA

ADOPTED 06/10/03

BY-LAWS
OF
EASTER SEALS SOUTHWEST FLORIDA FOUNDATION, INC.

**A NOT-FOR-PROFIT CORPORATION
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA**

ARTICLE I

NAME

The name of this corporation is the "Easter Seals Southwest Florida Foundation, Inc." (hereinafter referred to as "this or the Foundation").

ARTICLE II

PHILOSOPHY, OBJECTIVES AND PROGRAM

SECTION 1. PHILOSOPHY.

The following statements express the philosophy of this Foundation:

- A. This Foundation is organized and shall be operated exclusively for the purposes described in Sections 501 (c) (3) and 509 (a) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of future United States Internal Revenue Law).
- B. This Foundation is a voluntary entity designed to provide support to Easter Seals Southwest Florida, Inc. established as Happiness House Rehabilitation Center, a Florida not-for-profit corporation, which is a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986.
- C. This Foundation believes that persons with disabilities need to be part of their community life, and be accepted by their communities as individuals with rights and responsibilities.
- D. To meet this need, the Foundation believes that services should be provided to help persons with disabilities reach the maximum of their capabilities and secure opportunities for their education, training and employment.

SECTION 2. OBJECTIVES.

The objectives of this Foundation shall be to assist Easter Seals Southwest Florida in carrying out its objectives as described in its By-Laws and other instruments of Organization.

SECTION 3. PROGRAM.

In harmony with its stated objective, this Foundation shall:

- A. Benefit Easter Seals Southwest Florida by providing, as a way of example, but not by way of limitation, financial resources to Easter Seals Southwest Florida and other support services to Easter Seals Southwest Florida, financial as well as non-financial, and to assist Easter Seals Southwest Florida, directly or indirectly, in carrying out its function and purpose of operation.
- B. In carrying out such purpose, the Foundation shall have the power to distribute to Easter Seals Southwest Florida any or all unrestricted principal and/or income.
- C. The Foundation shall not discriminate on the basis of age, sex, race, color, creed, national origin or disability with regard to appointment or election to voluntary office.

ARTICLE III

MEMBERSHIP

There shall be no members of the Foundation.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE OF DIRECTOR.

The Board of Directors of the Foundation shall consist of at least six (6) directors; 50% from Easter Seals Southwest Florida, Inc. Board of Directors and 50% from the community; elected by vote of the Board at the annual meeting of the Board or at such other time as the Board may determine. Any director not elected at an annual meeting shall be elected for a term which will expire as of the date of the next annual meeting. There shall be one additional member from Easter Seals Southwest Florida, Inc. Board of Directors who shall be the person from time to time serving as the Chairman of the Board. At each annual meeting of the Board, the nominees for directors whose term has expired shall be elected for

a term of three (3) years. Subject to the provisions of Section 4 of this Article IV, additional directors shall be elected to fill existing vacancies.

The directors shall be elected by the voting directors from nominees submitted by the Nominating Committee (as defined below) or persons nominated from the floor at the meeting of voting directors, provided the consent of any such persons has been obtained in advance. If the number of nominees for director exceeds the number of vacancies to be filled, voting shall be by secret ballot, and those nominees receiving the greatest number of votes to the extent of the vacancies to be filled shall be deemed to be elected; provided, however, that if two (2) or more nominees shall receive the same number of votes for the last vacancies to be filled, then one or more new ballots shall be cast among such tying nominees until one of them shall receive a plurality of votes over those received by such other tying nominee or nominees.

SECTION 2. QUALIFICATIONS.

No salaried employee of Easter Seals, Easter Seals Southwest Florida, or any other Affiliate shall be eligible to serve as a director of the Foundation. No President/CEO of Easter Seals Southwest Florida, any other Affiliate or Easter Seals shall be eligible to serve as director for three (3) years after his or her employment as President/CEO has ended. A director who has served a full term of three (3) years shall be eligible to succeed himself or herself in office for one additional term of three (3) years. For the purpose of the foregoing limitation, time served by a director in filling a vacancy or as a director elected for a term of less than three (3) years shall be disregarded, whether such time was served before or after his or her first or second full term of three (3) years; nor shall this limitation preclude the Chairman of the Foundation from serving in the directorship conferred upon him or her by virtue of his or her office as Chairman of the Foundation. A former director who has not served as director for at least one (1) year shall again be eligible for election as a director.

SECTION 3. NOMINATING COMMITTEE.

- A. APPOINTMENT.** The Nominating Committee shall be appointed annually as a standing committee of the Foundation. The Chairman shall appoint at least three (3) members from among the members of the Board, one of whom shall be designated as chairman of the Nominating Committee. Neither the Chairman nor the President/CEO of Easter Seals Southwest Florida shall serve as a member of the Committee, as an appointee or ex-officio. The Nominating Committee shall meet on an as-needed basis.
- B. RESPONSIBILITIES.** The Nominating Committee shall have responsibility for preparing and submitting to the Board at its annual meeting, a list of nominees for: (i) those directorships on the Board required to be filled at its annual meeting and any additional vacancies then existing and (ii) for the various offices of the Board.

The Nominating Committee shall evaluate the participation of members of the Board who are eligible for re-election; analyze the composition of the Board and its future needs; solicit, evaluate, recruit, and select candidates to serve as directors; and nominate one candidate for each directorship to be filled for the coming year based on appropriate geographic distribution of candidates and their qualifications.

SECTION 4. MEETINGS.

- A. ANNUAL MEETINGS.** The annual meeting of the Foundation shall be held each year on a day determined by the Board.
- B. REGULAR MEETINGS.** At least three (3) regular meetings per year shall be held as determined by the Chairman of the Foundation at the place and date specified in the notice sent to the Board.
- C. SPECIAL MEETINGS.** Special meetings of the Foundation may be called by the Chairman of the Foundation, or upon the written request of one-third or more voting members of the Board.
- D. NOTICE.** Notice of the time, place, and, in the case of a special meeting, the purpose thereof, shall be given by the Secretary of the Foundation to each member of the Board not less than ten (10) days before the date specified for such meeting, except forty-eight (48) hours' notice of any meeting shall also satisfy the requirements hereunder (other than in cases where such notice is given for the removal of a director) if given personally or by phone. Such notice shall include a general description of information about action items on the agenda for the meeting, but if the notice does not include or describe an action item on the agenda the notice will not be invalid, cause the meeting to be unlawfully called or convened, or otherwise adversely affect any action taken at the meeting. Such notice shall be addressed to each member at his or her address last recorded with the Foundation. Any members may waive notice of a meeting.

SECTION 5. VACANCIES.

A vacancy in the office of Director may be temporarily filled by the Board until a successor shall be elected for the unexpired term by the membership of this Foundation at an election to be held at its next annual meeting following such vacancy. Any Director who fails to attend three regular or called meetings of the Board, beginning with the first meeting subsequent to the Director's election, during a twelve (12) month period shall, within the Board's sole discretion, be considered as having resigned and the vacancy may be filled by the Board as herein provided. In the event a person already serving as a Director shall become Chair of the Foundation, then, in order to maintain a full Board, a vacancy shall be deemed to exist, which may be filled by the Board for the period of such person's term of office as Chair.

SECTION 6. THE POWERS.

The Board, subject to these By-Laws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of this Foundation. It shall cause the books and financial statements of this Foundation to be audited annually by independent certified public accounts. It shall have power to receive, use, hold, invest, and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for this Foundation or any of its activities, or as specifically designated.

SECTION 7. QUORUM AND VOTING.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting communicate with one another. Participating in a meeting pursuant to the foregoing sentence constitutes presence in person at such meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or by these By-Laws. Each Director shall be entitled to one vote, to be cast in person and not by proxy. Unless a greater vote is required by these By-Laws, any proposal to come before the Board shall be deemed to be adopted upon the affirmative vote of the majority of the Directors at a meeting in which a quorum is present.

SECTION 8. CONFLICTS OF INTEREST.

Business relationships should not exist between this Foundation and its Directors, the officers of the Board, its staff or members of the immediate families of any of the foregoing. In instances where a business relationship exists between any of the foregoing, (a) the facts and circumstances of each such business relationship shall be disclosed annually to the Board and (b) the affected director or officer shall remove himself from any vote or use of his authority as a director or officer that could further any such business relationship.

SECTION 9. COMPENSATION.

Directors as such shall not receive any stated compensation or salaries for their services provided as a Director to the Foundation.

SECTION 10. REMOVAL, TERMINATION OF OFFICE.

Any Director may be removed from office at any time, upon the affirmative vote of not less than a majority of the entire Board.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS.

The officers of the Foundation shall be a Chair, one or more Vice-Chairs (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, such officers to have the authority to perform the duties prescribed from time to time by these By-Laws or by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of the Foundation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Except in the event of his or her death, resignation, removal or disqualification, each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. CHAIR.

The Chair shall: be the chief volunteer officer of the Foundation. He or she shall preside at all meetings of the Board of Directors. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE-CHAIR

In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair (or in the event there be more than one Vice-Chair, the Vice-Chairs in the order of their election) shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice-Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

SECTION 7. TREASURER.

The Board of Directors authorizes the preparation of an annual, independent audit prepared by an outside CPA firm. The Treasurer shall oversee the preparation and distribution of said audit. The Treasurer shall: review internally prepared financial statements, documents and reports together with CPA-prepared audit reports and interpret and comment on same at Board meetings and committee meetings; give regular reports to the Board as to the financial condition of the Foundation; and in general perform all 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 Chair or by the Board of Directors.

SECTION 8. SECRETARY.

The Secretary shall: oversee the preparation of minutes of the meetings of the members and of the Board of Directors; oversee the preparation and sending of all notices for meetings of the Board of Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

ARTICLE VI

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the officers of the Foundation, shall have and may exercise all the authority of the Board of Directors, except that the Executive Committee shall not have the authority to:

1. Designate candidates for the office of Director.
2. Fill vacancies on the Board of Directors or any committee thereof.
3. Amend the By-Laws.

The Board may designate one or more Directors as alternate members of the Executive Committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

SECTION 2. COMMITTEES OF DIRECTORS.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors. No such committee shall have and exercise the authority of the Board of Directors in the management of the Foundation. Instead, any such committee will function as an advisory committee to study matters within the authority delegated to it, and make recommendations to the full Board for further action. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

SECTION 3. TERM OF OFFICE.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Foundation and until his or her successor is appointed, unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRPERSON.

One member of each committee shall be appointed chairperson in the resolution of the Board of Directors designating the committee.

SECTION 5. VACANCIES.

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

PRESIDENT

The President and CEO of Easter Seals Southwest Florida will be appointed President and CEO of the Foundation with all rights and responsibilities as mandated under the By-Laws of Easter Seals Southwest Florida.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Easter Seals Southwest Florida shall indemnify, to the fullest extent allowed by the laws of the State of Florida, any and all of its directors, officers or staff, or former directors, officers, or staff, against all judgments, fines and penalties and all costs and expenses reasonably incurred by them or any of them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors, officers, or staff (such expenses to include the cost of litigation) except in relation to matters as to which any such director, officer, or staff shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct or gross negligence in the performance of duty and/or when indemnification would not be available under Florida law. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement or otherwise. Easter Seals Southwest Florida shall have the power to indemnify other agents as set forth in the laws of the State of Florida.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Foundation shall coincide with the fiscal year of Easter Seals Southwest Florida.

ARTICLE X

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal".

ARTICLE XI

RULES AND PROCEDURES

Unless otherwise provided in these bylaws, "Roberts Rules of Order newly revised" shall be observed. As rules of procedure for all meetings of the Board of Directors and committees provided for in these by laws.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Nonprofit Foundation Act or under the provisions of the Articles of Incorporation or the By-Laws 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 deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO THE BY-LAWS

The By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Directors of the Foundation at any regular or special business meeting called for that purpose, provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt or amend By-Laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Foundation.

FD

PBC
1/9/10/49

ARTICLES OF INCORPORATION

OF

HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC.

A Florida Not for Profit Corporation

ARTICLE I. NAME

The name of this corporation shall be HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal office of the Corporation is 350 Braden Avenue, Sarasota, Florida 34243.

ARTICLE III. CORPORATE EXISTENCE AND DURATION

The Corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE IV. PURPOSES AND POWERS

The general purposes for which the Corporation is organized are the following:

A. This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to benefit the Easter Seal Society of Southwest Florida, Inc. ("Easter Seals"), by providing, as a way of example but not by way of limitation, financial resources to Easter Seals and other support services to Easter Seals, financial as well as non-financial, and to assist Easter Seals, directly or indirectly, in carrying out its function and purpose of operation. In carrying out such purpose, the Corporation shall have the power to exercise

all rights conferred by the laws of the State of Florida upon
nonprofit corporations.

B. The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE V. QUALIFICATION OF MEMBERS

The terms, conditions and qualifications with respect to the membership (if any) of this corporation shall be as provided for by the Bylaws of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT

The name and address of the individual who is currently serving as this Corporation's registered agent is: Dennis J. Celorie, 350 Braden Avenue, Sarasota, Florida 34243.

ARTICLE VII. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors on this Corporation's Board of Directors shall initially be thirteen (13) provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's Bylaws, but shall never be less than three (3).

Such Directors are to be elected or appointed in the manner provided for by the Corporation's Bylaws.

ARTICLE VIII. - INCORPORATORS

The name and address of the incorporator of this Corporation is Dennis J. Celorie, 350 Braden Avenue, Sarasota, Florida 34243.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13th day of June, 1995.

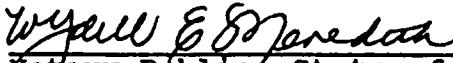

Dennis J. Celorie, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 13th day of June, 1995, by Dennis J. Celorie, designated above as the individual who shall serve as this corporation's initial Registered Agent and Incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of the HAPPINESS HOUSE EASTER SEAL FOUNDATION INC. He is personally known to me or has produced (type of identification).



WYDELL E. MEREDITH
MY COMMISSION # CG374728 EXPIRES
JUNE 21, 1998
BONDED THRU TROY FARM INSURANCE, INC.


Wydell E. Meredith
Notary Public, State of Florida
Wydell E. Meredith
(Type or Print Notary Name Here)

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned hereby acknowledges that, as set forth in the foregoing Articles of Incorporation, he/she is presently serving as Registered Agent of HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC. Pursuant to Section 617.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and will continue to perform the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 13th day of June, 1995.


Dennis J. Celorie, Registered Agent

(2) To sell (at public or private sale, for cash or on terms), improve, lease (without restriction or limitation as to term), borrow money, mortgage, convey in trust, pledge, hypothecate, transfer, exchange, subdivide, partition, compromise, surrender or otherwise deal with the whole or any part of the trust property upon such terms and conditions as said TRUSTEE in its discretion may deem advisable.

(3) To consent to the extension, refunding or renewal of any such securities; and to the extension or renewal of any mortgage or lien securing the same; and to exercise any right or option of subscription or otherwise which may attach, belong to or be given to the holders of any securities.

(4) To make, execute and deliver all proper receipts, bills of sale, conveyances, assignments, transfers, proxies, powers of attorney and agreements as it shall deem best in the management and control of the securities and property constituting said FUNDS.

(5) To apportion any losses and gains to principal or income as it shall deem best, without being limited by any statutory restrictions with respect thereto.

(6) To make or join in any plan or plans of reorganization or of readjustment in respect of any corporation of which any of the shares of stocks, bonds, or other securities or obligations at any time constitute part of the principal of the FUND, and to accept and hold any property or new securities in exchange for any securities surrendered in accordance with any such plan in place of the securities so surrendered.

(7) To refrain from setting aside any part of the income received by it from securities taken or purchased as part of said FUND at a premium, as a sinking fund to retire or amortize such premium.

(8) To vote all stocks held by it; to unite with other owners of the securities of any corporation in carrying out any plan for

the reorganization thereof; to exchange the securities of any corporation for others issued by the same or by any other corporation upon such terms as said TRUSTEE shall deem proper; to assent to the consolidation or merger of any corporation whose securities are held by it with any other corporation; to assent to the lease by such corporation of its property or any portion thereof, or to the lease of property to such corporation; and upon such consolidation, merger, lease or similar arrangement to exchange the securities held by the TRUSTEE for other securities issued in substitution therefore; to pay all assessments, expenses and sums of money as it may deem expedient for the protection of the interests of the FUND as a holder of the stocks, bonds, or other securities of any corporation or company.

(9) To perform any power or duty hereunder whether discretionary or not, by or through, and to select and employ in and about the execution thereof, attorneys, agents, or servants and to retain reasonable and proper compensation for the services and expenses of such attorneys, agents or servants.

(10) To receive reasonable compensation for its services hereunder for its counsel and reasonable expenses in the administration of the ENDOWMENT FUND.

(11) To treat as a general deposit until invested, or reinvested, or paid out conformably herewith, without any liability for interest, any monies received by the TRUSTEE under the provisions of any gifts.

(12) The TRUSTEE shall not be responsible for the validity of any gift at any time made to it for the uses and purposes and upon the conditions expressed in this DECLARATION OF TRUST.

(13) The TRUSTEE shall certify with fifteen (15) days after the expiration of each quarter in every calendar year, by certificate in writing signed by its President, any Vice President or any Trust Officer and delivered to the Secretary of the Advisory

Committee, the amount of the net income available for distribution from all gifts during the preceding quarter.

(14) The TRUSTEE shall furnish the Advisory Committee quarterly, in duplicate, a statement showing details of all changes in assets, i.e. items sold and price received and items purchased and price paid, which it is holding and administering for the benefit of the ENDOWMENT FUND.

(15) The TRUSTEE shall pay and disburse quarterly to THE SOCIETY such portions of the net income available for distribution from the property held by it for the ENDOWMENT FUND.

(16) Any written recommendation, order or direction to the TRUSTEE for the payment of monies insofar as are authorized by the terms of this agreement and made with the written assent of a majority of the Advisory Committee, signed by the Chairman and attested by the Secretary of the Advisory Committee, shall be deemed sufficiently made and the TRUSTEE shall be protected in acting upon such written order or direction and shall not be responsible for any act or omission of said Committee.

(17) Whenever there is a change, for any cause whatsoever, in the TRUSTEE for the ENDOWMENT FUND an accounting or audit shall be furnished by the retiring TRUSTEE to the successor TRUSTEE with copy of such audit, in duplicate, to the ADVISORY COMMITTEE. The successor TRUSTEE shall not be responsible for any acts or omissions of any prior TRUSTEE.

(18) The accounts of the TRUSTEE held for the ENDOWMENT FUND may be audited, if so directed by the Board of Directors of THE SOCIETY by an independent auditor to be appointed by the Advisory Committee and paid for out of the income of the trusts forming the MANATEE COUNTY SOCIETY FOR CRIPPLED CHILDREN AND ADULTS, INC. ENDOWMENT FUND.

(19) The TRUSTEE at all times shall have a lien upon the entire Trust property held by it hereunder and income therefrom