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

What is the organization's primary exempt purpose? Financial aid, Counseling, Education
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
Required for section
11(c)(3) and 501(c)(4)
organizations and section
47(a)(1) trusts, optional
for others)

28	CRISIS management, emergency financial aid, domestic violence assistance, medicine, food, bereavement costs, utilities, housing -200-		
	(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	28a	391 81
29	Women + Family Services - Summer camp, parenting classes, Christmas gifts, food, clothing, school supplies -750-		
	(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	29a	25406
30	Welcome to the Farm - ESL + SSL CLASSES, farm safety classes 300		
	(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	30a	25348
31	Other program services (attach schedule)		
	(Grants \$) If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	31a	
32	Total program service expenses (add lines 28a through 31a)		89935

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Fritz Widaman	Pres. 5 hrs	-	-	-
880 Corporate Dr #400 Lexington	V. Pres. 8 hrs	-	-	-
Lisa Sheehy	Treas. 4 hrs	-	-	-
348 Main St. Versailles KY	Secy 3 hrs	-	-	-
David Foley	Director 1 hr	-	-	-
Kelly Carter	Director 1 hr	-	-	-
1213 Jaggie Fox Way Lexington	Director 2 hrs	-	-	-
Jackie Duke	Director 1 hr	-	-	-
P.O. Box 919003 Lexington KY	Director 1 hr	-	-	-
Wendi Keeffe	Director 1 hr	-	-	-
456 Georgetown St. Lexington KY	Director 1 hr	-	-	-
Toni F. L. Gillis	Director 2 hrs	-	-	-
P.O. Box 20000 Lexington KY	Director 5 hrs	-	-	-
Nicole F. Gillis	Director 5 hrs	-	-	-
1333B Lexington KY	CEO. 40 hrs \$5,000	-	-	-
Mary Lee Gouze				
3406 3rd St. Lexington KY				

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

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes <u>attached</u>	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T	35a	✓
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35b	✓
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ► 37a - 0 -	37b	✓
b Did the organization file Form 1120-POL for this year?	38a	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38b	—
b If "Yes," complete Schedule L, Part II and enter the total amount involved	39a	—
39 Section 501(c)(7) organizations. Enter:	39b	—
a Initiation fees and capital contributions included on line 9	40a	—
b Gross receipts, included on line 9, for public use of club facilities	40b	—
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ► - - - ; section 4912 ► - - - ; section 4955 ► - - -	40c	—
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40d	—
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	40e	✓
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization	41	List the states with which a copy of this return is filed. ►
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	42a	The organization's books are in care of ► <u>Blue Grass Financial Services</u> Telephone no. ► <u>859 419 0414</u> Located at ► <u>340 Legion Lane</u> ZIP + 4 ►
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	If "Yes," enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ►	42c	—
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ► 43 - 0 -	44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I Yes No
46

47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
47

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
48

49a Did the organization make any transfers to an exempt non-charitable related organization?
49a

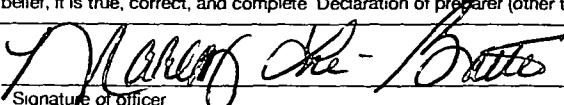
b If "Yes," was the related organization a section 527 organization?
49b

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<i>N/A</i>				
f Total number of other employees paid over \$100,000 ► <i>N/A</i>				

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

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
<i>N/A</i>		
d Total number of other independent contractors each receiving over \$100,000 ► <i>N/A</i>		

Sign Here	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			
	 Signature of officer	<i>5-13-10</i> Date		
	 Type or print name and title	<i>MARY LEE-BUTTE C.E.O.</i>		
Paid Preparer's Use Only	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 		EIN 	
			Phone no 	
May the IRS discuss this return with the preparer shown above? See instructions ► <input type="checkbox"/> Yes <input type="checkbox"/> No				

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")			N/A			
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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		N/A				
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 checked="" type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33½% support test—2009. If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33½% support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33½% 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—2009. 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—2008. 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"/>		

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

Employer identification number

Blue Grass Farms Charles 20.0314962

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

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

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

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

KY

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

	(a) Event #1 <i>dinner/Auction</i> (event type)	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	61755		61755
	2 Less: Charitable contributions	11300		11300
	3 Gross income (line 1 minus line 2)	50455		50455
	4 Cash prizes	-0-		-0-
	5 Noncash prizes	-0-		-0-
	6 Rent/facility costs	-0-		-0-
Direct Expenses	7 Food and beverages	10335		10355
	8 Entertainment	500		500
	9 Other direct expenses	2500		2500
	10 Direct expense summary. Add lines 4 through 9 in column (d)			(13355)
	11 Net income summary. Combine line 3, column (d), and line 10			37100

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

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming <i>Raffle</i>	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue	N/A	N/A	2875
	2 Cash prizes		-0-	-0-
	3 Noncash prizes		1000	1000
Direct Expenses	4 Rent/facility costs		-0-	-0-
	5 Other direct expenses		-0-	-0-
	6 Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes % <input type="checkbox"/> No
	7 Direct expense summary. Add lines 2 through 5 in column (d)			(1000)
	8 Net gaming income summary. Combine line 1, column d, and line 7			1875

9 Enter the state(s) in which the organization operates gaming activities: *KY*

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain:

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

9a	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
10a		
11	<i>N/A</i>	
12	<input checked="" type="checkbox"/>	

	Yes	No
13 Indicate the percentage of gaming activity operated in:	<input type="text" value="13a"/> -0- <input type="text" value="13b"/> 100	% %
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:	<p>Name ► Mary Lee-Burke</p> <p>Address ► 340 Long St. 20 Lex L 40504</p>	
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?	<input type="checkbox"/> 15a	
b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.		
c If "Yes," enter name and address of the third party:		
Name ►		
Address ►		
16 Gaming manager information:		
Name ► Mary Lee-Burke		
Gaming manager compensation ► \$ -0-		
Description of services provided ► organization of volunteers		
<input checked="" type="checkbox"/> Director/officer	<input type="checkbox"/> Employee	<input type="checkbox"/> Independent contractor
17 Mandatory distributions:		
a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		
b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ 100.00		



0598055.09
mstratton
AMD
Trey Grayson, Secretary of State
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12/1/2009 3:14 PM
Fee Receipt \$8.00

COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE

Division of Corporations
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Amendment
(Domestic Nonprofit Corporation)

NPA

Pursuant to the provisions of KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is:

Blue Grass Farms Charinity, Inc.
(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted. The name of the corporation
shall be changed to Blue Grass Farms
Charities, Inc.

3. The date of adoption of each amendment was 11-23-09

4. Check either a, b or c (whichever is applicable):

- a. The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
- b. The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto
- c. The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote.

5. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is

(Delayed effective date
and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

Mary Lee Blatte
Signature of Officer or Chairman of the Board

Mary Lee Blatte, C.E.O.

Printed Name & Title

11-30-09
Date