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Form **990-EZ**

# Short Form 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)

OMB No 1545-1150

**2009****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

- ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

<b>A</b> For the 2009 calendar year, or tax year beginning , and ending		<b>C</b> Name of organization <b>OLD TOWN ASSOCIATION</b>		<b>D</b> Employer identification number <b>20-4403270</b>
<b>B</b> Check if applicable: <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	Please use IRS label or print or type. See Specific Instructions	Number and street (or P O box, if mail is not delivered to street address) <b>P O BOX 11706</b>		<b>E</b> Telephone number <b>803-326-3827</b>
		Room/suite		<b>F</b> Group Exemption Number
		City or town, state or country, and ZIP + 4 <b>ROCK HILL SC 29731</b>		

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

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

**I** Website: ▶ **http://www.rockhillusa.com/default.asp**

**J** Tax-exempt status (check only one) — ☒ 501(c) ( **3** ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527

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

**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ **237,719**

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

<b>1</b>	Contributions, gifts, grants, and similar amounts received	<b>1</b>	<b>78,495</b>
<b>2</b>	Program service revenue including government fees and contracts	<b>2</b>	<b>87,265</b>
<b>3</b>	Membership dues and assessments	<b>3</b>	
<b>4</b>	Investment income	<b>4</b>	
<b>5a</b>	Gross amount from sale of assets other than inventory	<b>5a</b>	
<b>b</b>	Less cost or other basis and sales expenses	<b>5b</b>	
<b>c</b>	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	<b>5c</b>	
<b>6</b>	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>		
<b>a</b>	Gross revenue (not including \$ of contributions reported on line 1)	<b>6a</b>	
<b>b</b>	Less direct expenses other than fundraising expenses	<b>6b</b>	
<b>c</b>	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	<b>6c</b>	
<b>7a</b>	Gross sales of inventory, less returns and allowances	<b>7a</b>	
<b>b</b>	Less cost of goods sold	<b>7b</b>	
<b>c</b>	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	<b>7c</b>	
<b>8</b>	Other revenue (describe ▶ <b>See Statement 1</b> )	<b>8</b>	<b>71,959</b>
<b>9</b>	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, and 8	<b>9</b>	<b>237,719</b>
<b>10</b>	Grants and similar amounts paid (attach schedule)	<b>10</b>	
<b>11</b>	Benefits paid to or for members	<b>11</b>	
<b>12</b>	Salaries, other compensation, and employee benefits	<b>12</b>	
<b>13</b>	Professional fees and other payments to independent contractors	<b>13</b>	<b>2,115</b>
<b>14</b>	Occupancy, rent, utilities, and maintenance	<b>14</b>	
<b>15</b>	Printing, publications, postage, and shipping	<b>15</b>	
<b>16</b>	Other expenses (describe ▶ <b>See Statement 2</b> )	<b>16</b>	<b>208,788</b>
<b>17</b>	<b>Total expenses.</b> Add lines 10 through 16	<b>17</b>	<b>210,903</b>
<b>18</b>	Excess or (deficit) for the year (Subtract line 17 from line 9)	<b>18</b>	<b>26,816</b>
<b>19</b>	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	<b>19</b>	<b>3,929</b>
<b>20</b>	Other changes in net assets or fund balances (attach explanation)	<b>20</b>	
<b>21</b>	Net assets or fund balances at end of year. Combine lines 18 through 20	<b>21</b>	<b>30,745</b>

## Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)		(A) Beginning of year	(B) End of year
<b>22</b>	Cash, savings, and investments	<b>3,929</b>	<b>30,745</b>
<b>23</b>	Land and buildings		
<b>24</b>	Other assets (describe ▶ )		
<b>25</b>	<b>Total assets</b>	<b>3,929</b>	<b>30,745</b>
<b>26</b>	<b>Total liabilities</b> (describe ▶ )	<b>0</b>	<b>0</b>
<b>27</b>	<b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21)	<b>3,929</b>	<b>30,745</b>

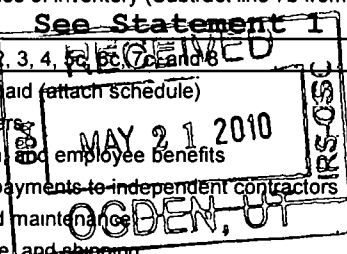
For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2009)

SCANNED JUL 15 2010

EXPENSES

NET ASSETS



Form 990-EZ (2009)

OLD TOWN ASSOCIATION

20-4403270

Page 2

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

What is the organization's primary exempt purpose?

See Statement 3

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

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

28 See Statement 4

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

28a

204,678

29

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

29a

30

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

30a

31 Other program services (attach schedule)

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

31a

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

32

204,678

**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
Eddie-Boulware	Rock Hill	Director			
111 Caldwell Street	SC 29730	5.00	0	0	0
Butch-Brindel	Rock Hill	Director			
147 E. Main Street	SC 29730	5.00	0	0	0
John-Rinehart	Rock Hill	Director			
1339 Ebenezer Road	SC 29732	5.00	0	0	0
Kinch-Edwards	Rock Hill	Director			
123 Elk Avenue	SC 29730	5.00	0	0	0
Margaret-Wallace	Rock Hill	Secretary/Tr			
PO Box 11377	SC 29730	5.00	0	0	0
Harriet-Goode	Rock Hill	Director			
131 E. Main Street #506	SC 29730	5.00	0	0	0
Bill-McGinnis	Rock Hill	Director			
Office of the President	SC 29733	5.00	0	0	0
Brendan-Kuhlkin	Rock Hill	Director			
122 East Main Street	SC 29730	5.00	0	0	0
John-Misskelley	Rock Hill	Director			
131 North Confederate Avenue	SC 29730	5.00	0	0	0
Jason-Broadwater	Rock Hill	Director			
125 Caldwell Street, Suite 102	SC 29730	5.00	0	0	0
David-Williams	Rock Hill	Director			
775 Addison Avenue	SC 29730	5.00	0	0	0
Tracy-Reynolds	Rock Hill	Chairperson			
134 St Johns Ct	SC 29730	5.00	0	0	0
Jim-Paolone	Rock Hill	Vice-Chairperson			
135 East Main Street - Suite 102	SC 29730	5.00	0	0	0
John-Black	Rock Hill	Director			
155 Johnston St.	SC 29730	5.00	0	0	0
Herb-Crump	Rock Hill	Director			
215 East Main Street	SC 29730	5.00	0	0	0
Debra-Heintz	Rock Hill	Director			
PO Box 2797	SC 29730	5.00	0	0	0
Jeannie-Marion	Rock Hill	Director			
4621 Mt. Gallant Blvd.	SC 29732	5.00	0	0	0

Form 990-EZ (2009)

OLD TOWN ASSOCIATION

20-4403270

Page 3

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

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		<b>X</b>
<b>34</b> Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes		<b>X</b>
<b>35</b> 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.		
<b>a</b> 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?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		
<b>36</b> 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		<b>X</b>
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instr <span style="float:right">▶ <b>37a</b></span>		
<b>b</b> Did the organization file Form 1120-POL for this year?		<b>X</b>
<b>38a</b> 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?		<b>X</b>
<b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved <span style="float:right"><b>38b</b></span>		
<b>39</b> Section 501(c)(7) organizations Enter		
<b>a</b> Initiation fees and capital contributions included on line 9 <span style="float:right"><b>39a</b></span>		
<b>b</b> Gross receipts, included on line 9, for public use of club facilities <span style="float:right"><b>39b</b></span>		
<b>40a</b> Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____, section 4912 ▶ _____; section 4955 ▶ _____		
<b>b</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		<b>X</b>
<b>c</b> 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 <span style="float:right">▶ _____</span>		
<b>d</b> Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization <span style="float:right">▶ _____</span>		
<b>e</b> 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		<b>X</b>
<b>41</b> List the states with which a copy of this return is filed <span style="float:right">▶ <b>SC</b></span>		
<b>42a</b> The organization's books are in care of <span style="float:right">▶ <b>DAVID LAWRENCE</b></span> Telephone no <span style="float:right">▶ <b>803-329-7090</b></span> <span style="float:right"><b>155 JOHNSTON STREET</b></span> Located at <span style="float:right">▶ <b>ROCK HILL, SC</b></span> ZIP + 4 <span style="float:right">▶ <b>29730</b></span>		
<b>b</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)?		<b>X</b>
If "Yes," enter the name of the foreign country <span style="float:right">▶ _____</span> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>c</b> 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 <span style="float:right">▶ _____</span>		<b>X</b>
<b>43</b> 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 <span style="float:right">▶ <input type="checkbox"/> <b>43</b></span>		
<b>44</b> Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		<b>X</b>
<b>45</b> 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		<b>X</b>

Form 990-EZ (2009)

Form 990-EZ (2009)

**OLD TOWN ASSOCIATION****20-4403270**Page **4**

**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.

	Yes	No
<b>46</b> 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		<b>X</b>
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<b>X</b>
<b>48</b> Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<b>X</b>
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization?		<b>X</b>
<b>b</b> If "Yes," was the related organization a section 527 organization?		

**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."

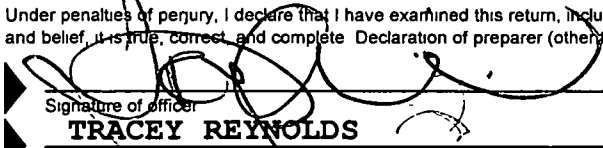
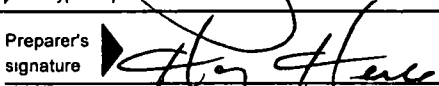
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

**f** Total number of other employees paid over \$100,000 ▶

**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
None		

**d** Total number of other independent contractors each receiving over \$100,000 ▶

<b>Sign Here</b>	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 <b>TRACEY REYNOLDS</b> Type or print name and title		Date <b>CHAIRMAN</b>	
<b>Paid Preparer's Use Only</b>	Preparer's signature 	Date <b>05/14/10</b>	Check if self-employed <input type="checkbox"/>	Preparer's Identifying Number (See instr.) <b>P00135631</b>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <b>BURKETT BURKETT &amp; BURKETT CPAs PA</b> <b>128 E. Main Street, Suite 201</b> <b>Rock Hill, SC 29730-4540</b>			EIN ▶ <b>57-0692602</b> Phone no ▶ <b>803-325-1660</b>

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

Form **990-EZ** (2009)



**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
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4</b> <b>Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6</b> <b>Public support.</b> 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
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11</b> <b>Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	
<b>13</b> <b>First five years.</b> 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 <b>stop here</b> ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a</b> <b>33 1/3 % support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b</b> <b>33 1/3 % support test—2008.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>17a</b> <b>10%-facts-and-circumstances test—2009.</b> 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 <b>stop here.</b> 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>b</b> <b>10%-facts-and-circumstances test—2008.</b> 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 <b>stop here.</b> 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>18</b> <b>Private foundation.</b> 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"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			93,380	94,115	78,495	265,990
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose					159,224	159,224
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6</b> <b>Total.</b> Add lines 1 through 5			93,380	94,115	237,719	425,214
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8</b> <b>Public support</b> (Subtract line 7c from line 6.)						425,214

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6			93,380	94,115	237,719	425,214
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					0	
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			22,445	4,532		26,977
<b>13</b> <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)			115,825	98,647	237,719	452,191
<b>14</b> <b>First five years.</b> 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 <b>stop here</b> <input checked="" type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17	<b>18</b>	%

**19a** **33 1/3 % support tests—2009.** 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—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.**Part III, Line 12 - Other Income Detail**

<b>OTHER INCOME</b>	<b>\$</b>	<b>26,977</b>
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**Federal Statements****Statement 1 - Form 990-EZ, Part I, Line 8 - Other Revenue**

<u>Description</u>	<u>Amount</u>
MISCELLANEOUS REVENUE	\$ 71,959
Total	\$ 71,959

**Statement 2 - Form 990-EZ, Part I, Line 16 - Other Expenses**

<u>Description</u>	<u>Amount</u>
Expenses	\$
MARKETING	50,174
PROMOTIONS	540
POSTAGE	62
SUPPLIES	5,613
TRAVEL	1,196
INSURANCE	9,245
MEMBERSHIP & DUES	50
SCHOLARSHIPS	500
COSTUMES	2,027
DECORATIONS	994
BOOKING FEES	55,415
EVENT SERVICES	77,261
GIFTS/PRIZES	1,860
MISCELLANEOUS	14
BANK FEES	1,152
DOCUMENTATION	75
MERCHANDISE	2,510
TAXES & LICENSES	100
Total	\$ 208,788

**Federal Statements****Statement 3 - Form 990-EZ, Part III - Organization's Primary Exempt Purpose****Description**

THE ORGANIZATION IS A CITIZENS-BASED GROUP COMMITTED TO THE SUSTAINED REDEVELOPMENT OF THE CITY OF ROCK HILL'S DOWNTOWN AREA. THE PRIMARY PURPOSES OF THE ORGANIZATION ARE:  
PROMOTE DOWNTOWN THROUGH MARKETING, PROMOTIONS AND SPECIAL EVENTS  
PROMOTE COMMUNICATION AND COOPERATION BETWEEN PARTIES HAVING AN INTEREST IN DOWNTOWN.  
FOSTER A SENSE OF COMMUNITY INTEREST IN DOWNTOWN.  
PROVIDE A FORUM WHERE PEOPLE CAN BRING SPECIFIC CONCERNS FOR DISCUSSION, RECEIVE RELIABLE INFORMATION, AND SUPPORT FOR LEGITIMATE CAUSES.  
FURNISH A CONNECTING LINK BETWEEN THE DOWNTOWN MASTER PLAN AND LOCAL GOVERNMENT, BUSINESSES, CITIZENS AND NON-PROFIT GROUPS WHO HAVE A STAKE IN THE SUCCESS OF THE AREA.  
IMPLEMENT THE GOALS AND STRATEGIES OUTLINED IN THE DOWNTOWN MASTER PLAN.

**Statement 4 - Form 990-EZ, Part III, Line 28 - Statement of Program Service Accomplishments****Description**

PROMOTE DOWNTOWN THROUGH MARKETING, PROMOTIONS AND SPECIAL EVENTS. PROMOTE COMMUNICATION AND COOPERATION BETWEEN PARTIES HAVING AN INTEREST IN DOWNTOWN. FOSTER A SENSE OF COMMUNITY INTEREST IN DOWNTOWN. PROVIDE A FORUM WHERE PEOPLE CAN BRING SPECIFIC CONCERNS FOR DISCUSSION, RECEIVE RELIABLE INFORMATION, AND SUPPORT FOR LEGITIMATE CAUSES. FURNISH A CONNECTING LINK BETWEEN THE DOWNTOWN MASTER PLAN AND LOCAL GOVERNMENT, BUSINESSES, CITIZENS AND NON-PROFIT GROUPS WHO HAVE A STAKE IN THE SUCCESS OF THE AREA. IMPLEMENT THE GOALS AND STRATEGIES OUTLINED IN THE DOWNTOWN MASTER PLAN.

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

CERTIFIED TO BE A TRUE AND CORRECT COPY  
AS TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

**NONPROFIT CORPORATION  
ARTICLES OF AMENDMENT**

JUN 15 2009

TYPE OR PRINT CLEARLY WITH BLACK INK

Mark Hammond  
SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to the provisions of Section 33-31-1005 of the 1976 South Carolina Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment.

1. The name of the nonprofit corporation is Main Streets of Old Town Association

2. Date incorporated MAY 2, 2006

3. Specify (a) the text of every amendment adopted, and (b) list when each amendment was adopted.

A) CHANGE THE NAME OF THE ORGANIZATION  
TO OLD TOWN ASSOCIATION

B) ADOPTED MARCH 18, 2009

4. ☒ By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, (b) the amendment was approved by a sufficient vote of the board or directors or the incorporators. (Do not check this paragraph #4 if member vote was required or if the required vote of directors or incorporators was not obtained.)

5. If the approval of the members was required to adopt the amendment(s), provide the following information:

(a) Designation (Classes of Membership)  
\_\_\_\_\_

(b) Number of memberships outstanding  
\_\_\_\_\_

(c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment  
\_\_\_\_\_  
\_\_\_\_\_

(d) Number of votes of each class indisputably voting on the amendment  
\_\_\_\_\_  
\_\_\_\_\_

(e) Complete one of the following as appropriate

(i) Total number of votes cast for and against the amendment by each class entitled to vote separately \_\_\_\_\_  
\_\_\_\_\_

(ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class \_\_\_\_\_  
\_\_\_\_\_

090616-0083

OLD TOWN ASSOCIATION

FILED: 06/15/2009

Filing Fee: \$10.00 ORIG



Mark Hammond

South Carolina Secretary of State

MAIN STREETS of Old Town Association  
Name of Corporation

6. ☐ By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 South Carolina Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)
7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself \_\_\_\_\_
8. ☐ If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

Date JUNE 4, 2009

MAIN STREETS of Old Town Association  
Name of Corporation

[Signature]  
Signature of Officer

JASON BROADWATER, CHAIRMAN  
Type or Print Name and Office

### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk which will allow for expansion of space on the form.
3. This form must be accompanied by the filing fee of \$10.00 payable to the Secretary of State.

Return to: Secretary of State  
P.O. Box 11350  
Columbia, SC 29211

**MAIN STREETS OF OLD TOWN ASSOCIATION**  
**Board of Directors Meeting**  
**March 18, 2009 – 8:30 AM Augello's Coffeehouse and Delicatessen**

**Present:** Butch Brindel, John Rinehart, Kinch Edwards, Joe Sherrill, John Misskelley, Brendan Kuhlkin, Jason Broadwater, Margaret Wallace, Harriet Goode, David Williams, Tracey Reynolds, Jim Paolone, Barbara Augello

**Absent:** Bill McGinnis, Eddie Boulware, Jim Reno, Jeff Whittle

**Guest:** Pete Esposito, Tamara LaValla

**Staff:** Jami Wilson, David Lawrence

**Call To Order** – Jason Broadwater called the meeting to order. Comments were made by several people regarding the successful St. Paddy's Day on Main event. D. Lawrence expressed Candy Randall's appreciation to the sponsors of St. Paddy's Day on Main: Williams and Fudge, McHale's on Main, O'Darby's, and Comer Distributing.

**Old Business** – J. Broadwater reviewed the Master Plan update prior to D. Lawrence's presentation on the Employment goal. Three tasks came from the work invested in the downtown residential development goal. A video was made to be used when the bias against residential rental properties is addressed with decision-makers. A database of people interested in downtown will be developed for ongoing communications. Lastly, the developer of Renaissance Square spoke to the Board about his experience developing an urban residential project in Rock Hill.

J. Broadwater turned the floor over D. Lawrence. J. Broadwater explained that the Employment topic would be covered with background first, strategy development second, and task creation third.

D. Lawrence gave a brief presentation on the Employment goal. The goal states: "Downtown will be Rock Hill's largest and most diverse concentration of jobs and businesses". The goal is primarily met through the attraction and retention of office uses and jobs. A list of sixteen office tenants that have been attracted to downtown since 2004 was shared. D. Lawrence shared market data pulled from the Downtown Parking Management System. The data shows that there is approximately 300,000 sq. ft. of office space in downtown with a 15%-20% vacancy. A 2004 Office Space Study completed by the City's Planning Department showed 316,500 sq. ft. of office space in "area 2" (includes downtown) with 23% available. A number of sites available for new development were identified and discussed, including the TownCenter Sites, the Good Motor Company property, and the former Woolworths property. Several advantages of locating an office in downtown were discussed, including: availability of incentives, networking opportunities, opportunity to have Main Street address, ability to access a diverse workforce, available development sites, shared public parking resources, lower occupancy costs versus some other locations, a unique setting and amenities, easily accessible, a developed market. Several impediments related to the development of office uses in downtown were discussed, including: cost – sometimes it is more expensive to build in downtown, it is more difficult (codes, density, parking, etc.) in some aspects to build in downtown, financing is difficult to secure in the current economic environment, lack of tenant and developer awareness of downtown's advantages and opportunities. In a broader, more long-term sense, we are not sure of our targets – what businesses, what size, etc. to direct our marketing at. We acknowledge that we are not marketing our assets and opportunities well enough – we need to communicate our advantages better and more often.

Next time this topic is discussed, D. Lawrence will review a strategy to attract office uses. This strategy has been designed in conjunction with City Management and with the support of the Mayor. A few key points regarding this office recruitment strategy are: involves key business leaders in the community, has a market research component, involves the creation of marketing materials/messages, improves the marketing of available real estate.

Discussion took place with J. Broadwater noting the growing presence of creative service businesses in downtown. He referred to Insignia Design, his business, Barry Grant, Springs Creative, and others. The

unique setting in downtown is a draw, as is its affordability. Incentives were noted as a good approach to attracting businesses. Barbara Augello discussed a partnership between Winthrop University and Piedmont Medical Center. She suggested that MSOTA and Winthrop work together and that Winthrop should be assisted and encouraged to have a presence in downtown. J. Broadwater indicated that a temporary gallery will likely operate in the vacant portion of his building on Caldwell Street soon. Jim Paolone indicated that downtown is cheaper than several other business locations around Rock Hill. Three targets were identified during the discussion: creative services, financial services, and legal services. D. Lawrence was asked to add the City Club membership incentives offered by RHEDC to the list of advantages found in downtown. J. Broadwater reported that John Barnes and Comporium Communications have donated a key marketing staff person and financial support to a new marketing effort to build the City Club's membership.

**New Business** – Jami Wilson presented the financial report. She noted the small number of expenses shown related to either the Super Bowl event held in February or the St. Patrick's Day event. The checking account balances at the beginning and end of February were \$6,099 and \$4,742, respectively. Unanimous motion to approve the financial report.

J. Broadwater asked for a motion to approve the minutes of the February Board Meeting. Motion made by John Rinehart, second by Harriet Goode. All in favor, motion carried.

J. Wilson gave a brief presentation describing the process and progress made on the Old Town Marketing Implementation Plan. History was reviewed regarding the 1.5-mile radius of Old Town and the Old Town Master Planning effort. Lyerly Agency was hired in 2007 to perform market research tasks to create a Strategic Marketing Plan. Lyerly identified the need to "Connect the Dots" regarding the numerous successes and efforts going on to improve Old Town. J. Wilson explained that the RHEDC Marketing Committee has created the Old Town Marketing Implementation Plan, which was approved by the RHEDC Board in March. A full presentation of the Plan will likely occur at the April Board Meeting.

The Board was asked to assist in the clean up of a great deal of confusion between the various brands that have been used. Tamara LaValla of Lavalla Maddox presented information regarding the use of the Main Streets of Old Town logo and nomenclature and the Old Town logo and nomenclature. T. LaValla indicated that amongst her tasks is a streamlining of the logos and nomenclature in use, plus the restructuring of a brand identity. She spoke about the confusion that exists between the use of the terms Old Town and Main Streets of Old Town. She pointed out that staff has four choices at present when sending out a letter; they can choose between City letterhead, RHEDC letterhead, MSOTA letterhead, or Old Town letterhead depending on the topic. T. LaValla indicated that no organizational chart showing the relationship between the various organizations existed when she asked

Old Town is downtown. With a 1.5-mile radius, Old Town is too large to market, so we will focus our efforts on downtown where the most important assets (at this time) exist. A proposed organizational chart was presented. At the top is the City of Rock Hill. RHEDC is below the City of Rock Hill. Below RHEDC is Old Town in the form of three organizations – RHEDC Marketing Committee, Old Town Association (formerly MSOTA), and a downtown merchants association. The merchants association is an organization that can be created in the future to address specific downtown concerns while the Old Town Association can give attention to more long-term development.

A request was made to change the name of the Main Streets of Old Town Association. The organization's focus, by-laws (except for the organization's name), mission, and projects would stay the same. The request was made solely to clean-up the confusion between all the names and logos in use. H. Goode asked if "core" or "nucleus" could be used to identify that the focus of the organization's work remains on downtown. J. Rinehart commented that we need to incorporate Old Town with Downtown. Brendan Kuhlkin suggested that we just use "downtown"; asking, "why fight uphill?" versus long-standing terminology. T. LaValla explained that the core of Rock Hill has been established as Old Town. She noted that we need to include many things in the marketing, such as downtown, Winthrop University, the Textile Corridor, and other prominent places. J. Rinehart stated that we need to reprogram people to say/think "Downtown in Old Town". B. Augello referred to Uptown Charlotte; she asked how long the stakeholders in

Charlotte worked at branding "Uptown". She suggested bringing folks from Charlotte here; T. LaValla noted that the Lyerly Agency is based in Charlotte. B. Brindel stated that we are not sure what we are marketing. He recommended that we decide what we are marketing and then unify our messages and methods.

T. LaValla recommended that we work at bringing everything back to "Old Town" and that we work to make people understand what and where Old Town is. Tracy Reynolds explained her thoughts on this discussion. She explained that MSOTA's name is causing confusion and that this organization can help significantly to make things simpler and reduce the confusion. She explained that the organization would continue to operate in the same fashion as today. There was wide support for Tracey's thoughts. Motion made by B. Brindel, second by T. Reynolds to change the organization's name from Main Streets of Old Town Association to Old Town Association. On the question, there was discussion about making the change legal with the IRS and Secretary of State. D. Lawrence will make the appropriate DBA changes. All in favor, motion carried.

John Misskelley showed a sample marker that will be installed at twelve locations throughout the East Town Neighborhood. The markers are a source of pride and identification.

Unanimous motion to adjourn.

**Next Meeting: Wednesday, April 15, 2009, 8:30 AM at  
Piedmont Regional Association of Realtors, 146 East White Street (enter on E. White St. side)**