Form **990** Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047 **2009** Open to Public Inspection

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable: Address change; Name change; Initial return; Terminated; Amended return; Application pending

C Name of organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 201 EAST MAIN — Room/suite: 1514

City or town, state or country, and ZIP + 4: EL PASO, TX 79901

D Employer identification number: 20-8314979

E Telephone number: 915-613-2478

G Gross receipts $ 219,095.

F Name and address of principal officer: EMMA SCHWARTZ 201 E. MAIN ST, STE #1514, ELP, TX 79901

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

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

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.MCAMERICAS.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ — L Year of formation: 2006 — M State of legal domicile: TX

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities. TO PROMOTE THE ESTABLISHMENT OF AN INTEGRATED MEDICAL CENTER IN THE GREATER EL PASO AREA.

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of employees (Part V, line 2a)	5	1
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue 8	Contributions and grants (Part VIII, line 1h)	310,930.	218,332.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	668.	763.
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)	311,598.	219,095.
Expenses 13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
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)		99,488.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 14,674.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	161,014.	47,257.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	161,014.	146,745.
19	Revenue less expenses Subtract line 18 from line 12	150,584.	72,350.
		Beginning of Current Year	**End of Year**
Net Assets or Fund Balances 20	Total assets (Part X, line 16)	188,165.	278,144.
21	Total liabilities (Part X, line 26)		2,628.
22	Net assets or fund balances Subtract line 21 from line 20	188,165.	275,516.

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Part II Signature Block

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

Sign Here ▶ Signature of officer — Date 11/9/10

▶ EMMA SCHWARTZ, PRESIDENT — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ — Date 11/9/10 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ WHITE + SAMANIEGO + CAMPBELL, LLP 416 N. STANTON, SUITE 600 EL PASO, TX 79901-1237 — EIN ▶ — Phone no. ▶ (915) 532-8400

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

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

TO PROMOTE THE ESTABLISHMENT OF AN INTEGRATED MEDICAL CENTER IN THE GREATER EL PASO AREA.

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 $ 5,137. including grants of $) (Revenue $)

THE MCA FOUNDATION IS NOW IN PHASE II OF THE MASTER PLANNING PHASE. THIS INCLUDES INFRASTRUCTURE PLANNING, DEVELOPMENT AND ARCHITECTURE STANDARDS. LEE, BURKHART, LIU, AIA CONTINUES AS THE MASTER PLANNER. THE MCA FOUNDATION WILL ALSO BE CONTRACTING WITH PLACEMAKERS, A SMARTCODE CONSULTING FIRM, TO PERFORM A PORTION OF THE PHASE II MASTER PLAN.

4b (Code) (Expenses $ 20,544. including grants of $) (Revenue $)

LAND ACQUISITION STRATEGY: THE ORGANIZATION HAS ACQUIRED 100% OF THE SHARES OF A RELATED TAX-EXEMPT ORGANIZATION FOR THE PURPOSE OF ACQUISITION, HOLDING, AND LEASING REAL ESTATE.

4c (Code) (Expenses $ 41,088. including grants of $) (Revenue $)

RESEARCH BUILDING DEVELOPMENT: THE ORGANIZATION IS CURRENTLY IN THE PLANNING STAGE OF BUILDING A RESEARCH FACILITY.

4d Other program services (Describe in Schedule O.)

(Expenses $ 35,952. including grants of $) (Revenue $)

4e **Total program service expenses** ▶ $ 102,721.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**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*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*			
	• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*			
	• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII.*	12	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — 12A Yes: X, No:			
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization 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*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36	X	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S Information Returns Enter -0- if not applicable	1a	8			
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	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			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 contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		X
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a 11			
b	Enter the number of voting members that are independent	1b 11			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, 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*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11		X
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, 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?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

EMMA W SCHWARTZ- EXEC. DIR. - 915-269-2569

201 E. MAIN, STE #1514, EL PASO, TX 79901

932006
02-04-10

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
WOODY L. HUNT BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT E. SKOV CHAIRMAN	1.00	X		X				0.	0.	0.
EDWARD ESCUDERO TREASURER	1.00	X		X				0.	0.	0.
RAFAEL ADAME BOARD MEMBER	1.00	X						0.	0.	0.
J. ROBERT BROWN BOARD MEMBER	1.00	X						0.	0.	0.
ROSEMARY CASTILLO BOARD MEMBER	1.00	X						0.	0.	0.
MARIA ELENA A. FLOOD SECRETARY	1.00	X		X				0.	0.	0.
L. FREDERICK FRANCIS BOARD MEMBER	1.00	X						0.	0.	0.
HECTOR GUTIERREZ BOARD MEMBER	1.00	X						0.	0.	0.
TOMAS CARDENAS BOARD MEMBER	1.00	X						0.	0.	0.
RODOLFO MATA VICE CHAIRMAN	1.00	X		X				0.	0.	0.
EMMA SCHWARTZ PRESIDENT	1.00			X				68,000.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total ▶								68,000.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 0

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization NONE

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

2 Total number of independent contractors (including but not limited to those listed above) 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	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 82,500.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 135,832.				
	g Noncash contributions included in lines 1a-1f $ 459.					
	h Total. Add lines 1a-1f ▶		218,332.			
Program Service Revenue		Business Code				
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		763.			763.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities / (ii) Other				
	b Less. cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶					
	8 a 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 ▶					
	9 a Gross income from gaming activities See Part IV, line 19 a					
	b Less: direct expenses b					
	c Net income or (loss) from gaming activities ▶					
	10 a 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				
	11 a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶					
	12 Total revenue. See instructions. ▶		219,095.	0.	0.	763.

Part IX Statement of Functional Expenses

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
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	68,000.	47,600.	13,600.	6,800.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	31,488.	22,041.	6,298.	3,149.
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	5,557.	3,890.	1,111.	556.
c Accounting	9,076.	6,353.	1,815.	908.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	10,882.	7,617.	2,176.	1,089.
12 Advertising and promotion				
13 Office expenses	5,574.	3,902.	1,115.	557.
14 Information technology				
15 Royalties				
16 Occupancy	10,053.	7,037.	2,011.	1,005.
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	254.	178.	51.	25.
23 Insurance	2,980.	2,086.	596.	298.
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 MISCELLANEOUS	2,423.	1,696.	485.	242.
b DONATED SUPPLIES	458.	321.	92.	45.
c				
d				
e				
f All other expenses				
25 **Total functional expenses.** Add lines 1 through 24f	146,745.	102,721.	29,350.	14,674.
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	186,483.	1	247,300.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	27,250.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees 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	1,682.	9	1,700.
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D — 10a: 2,148.			
	b	Less accumulated depreciation — 10b: 254.	0.	10c	1,894.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	188,165.	16	278,144.
Liabilities	17	Accounts payable and accrued expenses		17	2,628.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial 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 to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	0.	26	2,628.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	188,165.	27	260,516.
	28	Temporarily restricted net assets		28	15,000.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	188,165.	33	275,516.
	34	Total liabilities and net assets/fund balances	188,165.	34	278,144.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Employer identification number: 20-8314979

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 (For lines 1 through 11, check only one box.)

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

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

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

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).**

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

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

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

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

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

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

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of support
Total									

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 ")		53,000.	405,416.	313,527.	218,332.	990,275.
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		53,000.	405,416.	313,527.	218,332.	990,275.
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)						388,600.
6 **Public support.** Subtract line 5 from line 4						601,675.

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		53,000.	405,416.	313,527.	218,332.	990,275.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			276.	668.	763.	1,707.
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						991,982.

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** ▶ [X]

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 **33 1/3% support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [ ]

b **33 1/3% support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ [ ]

17a **10% -facts-and-circumstances test - 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 ▶ [ ]

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 ▶ [ ]

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 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.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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 ▶ ☐

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Employer identification number: 20-8314979

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring 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 a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 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 Tax 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 tax 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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part V Endowment Funds. Complete if the 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Term endowment ▶ ______ %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		2,148.	254.	1,894.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,894.

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		
Closely-held equity interests		
Other		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

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

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

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

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

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

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

2. FIN 48 Footnote. 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 Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	219,095.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	146,745.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	72,350.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	15,001.
9	Total adjustments (net) Add lines 4 through 8	9	15,001.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	87,351.

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	227,953.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	8,858.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	8,858.
3	Subtract line **2e** from line **1**			3	219,095.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total revenue Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*			5	219,095.

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

1	Total expenses and losses per audited financial statements			1	155,602.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	8,858.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	8,858.
3	Subtract line **2e** from line **1**			3	146,744.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*			5	146,744.

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, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information.

THE AMOUNT REPORTED ON LINE 8, PART XI OF SCHEDULE D, PAGE 4 IS

CONTRIBUTION INCOME THAT WAS A TEMPORARILY RESTRICTED NET ASSET.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Employer identification number: 20-8314979

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OUTREACH AND EDUCATION: THE ORGANIZATION HAS STARTED A NEW OUTREACH PROGRAM, THE PROGRAM IS STILL IN THE PLANNING AND DEVELOPMENT STAGE.
EXPENSES $ 35952. INCLUDING GRANTS OF $ 0. REVENUE $ 0.

FORM 990, PART VI, SECTION A, LINE 2: TOMAS CARDENAS WAS VOTED TO BE A NEW BOARD DIRECTOR IN NOVEMBER 2008. HE IS RELATED TO EMMA W. SCHWARTZ, WHO IS THE PRESIDENT OF THE FOUNDATION. LEGAL COUNSEL ADVISED THE FOUNDATION THAT THIS RELATIONSHIP IS NOT A CONFLICT OF INTEREST IF MR. CARDENAS RECUSES HIMSELF FROM ANY DISCUSSIONS RELATED TO THE CONTRACT, PERFORMANCE, OR COMPENSATION OF MS. SCHWARTZ. ALSO, MS SCHWARTZ CANNOT BENEFIT MR. CARDENAS BECAUSE THE ONLY NON-INCIDENTAL ASSET OF THE FOUNDATION IS ITS CASH WHICH IS HELD IN THE ORGANIZATION'S BANK ACCOUNT. MS. SCHWARTZ CANNOT, ON HER OWN, GAIN ACCESS TO THE FUNDS IN THIS ACCOUNT.

FORM 990, PART VI, SECTION A, LINE 4: DURING THE PAST YEAR, THE ORGANIZATION AMENDED AND RESTATED ITS BYLAWS. A COPY OF THE SIGNED AMENDED AND RESTATED BYLAWS HAS BEEN ATTACHED TO THE FORM 990.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS PROVIDED TO THE AUDIT COMMITTEE, WHICH THE TREASURER CHAIRS, FOR REVIEW PRIOR TO SUBMISSION TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE FOUNDATION HAS ALL BOARD DIRECTORS, EMPLOYEES, CONTRACTORS, AND VOLUNTEERS COMPLETE A "CONFLICT OF INTEREST" DISCLOSURE FORM ANNUALLY. THE GOVERNANCE COMMITTEE THEN REVIEWS

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Employer identification number 20-8314979

ANY POTENTIAL CONFLICTS THAT ARE DISCLOSED.

FORM 990, PART VI, SECTION B, LINE 15A: THE BOARD DISCUSSES COMPARABLE COMPENSATION AMOUNTS FOR THE SERVICES PROVIDED AND THE INDIVIDUAL'S CAPABILITIES AND QUALIFICATIONS WHEN DETERMINING COMPENSATION RATES.

FORM 990, PART VI, SECTION C, LINE 19: UPON REQUEST. THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST TO THE PUBLIC.

FORM 990, PART XI, LINE 2C:

THE FINANCIAL STATMENTS ARE PROVIDED TO THE AUDIT COMMITTEE, WHICH THE TREASURER CHAIRS, FOR REVIEW, THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

SCHEDULE R (Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION

Employer identification number: 20-8314979

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year)

(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
MCAMERICAS REALTY, INC. - 27-1643310	ACQUISITION, HOLDING, AND LEASING REAL ESTATE	TEXAS	Pending 501(C)(2)	N/A	MEDICAL CENTER OF THE AMERICAS FOUNDATION

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(d) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36)

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule			
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 or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b		X
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d	X	
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n Sharing of paid employees	1n		X
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		X

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

(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1) MCAMERICAS REALTY, INC.	D	7,500.
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

932164
02-04-10

SECOND AMENDED AND RESTATED

BYLAWS

OF

MEDICAL CENTER OF THE AMERICAS FOUNDATION

ARTICLE I

NAME, LOCATION & OFFICES

1.01. Name. The name of this corporation is **MEDICAL CENTER OF THE AMERICAS FOUNDATION** (the "Foundation").

1.02. Principal Office. The principal office of the Foundation is located in El Paso, Texas, with the registered office of the Foundation being 201 E. Main, Suite 1514, El Paso, Texas 79901. For the purpose of these Bylaws, any reference to the "principal office" of the Foundation shall be deemed to refer to such location as may be determined by the Board of Directors and set forth in a resolution duly adopted. The Foundation may have such other offices, either within or without the State of Texas, as the business of the Foundation may require and the Board of Directors may determine.

ARTICLE II

SEAL

No corporate seal shall be required.

ARTICLE III

BUSINESS OF THE FOUNDATION

3.01. Purpose. The purpose or purposes for which the Foundation is organized are to operate exclusively for charitable, educational, scientific, religious and literary purposes, and to conduct such other activities as may be permitted corporations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and that are operated pursuant to Chapter 22 (nonprofit corporations) of the Texas Business Organizations Code (the "Act"). Specific purpose or purposes for which the Foundation is organized are as follows:

(1) To encourage and assist in the establishment of a nonprofit medical center in El Paso, Texas;

(2) To facilitate and promote medical research and education to address health issues impacting the greater El Paso, Texas geographic area;

(3) To make grants, loans or other distributions to qualified organizations or individuals exclusively to address the health needs of the general population of the greater El Paso, Texas geographic area;

(4) To perform such other services, activities and functions as may be permitted corporations exempt from tax under Section 501(c)(3) of the Code, and incorporated under the Act; and

(5) At all times and within such purposes, to operate exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Code.

3.02. <u>Powers</u>. The Foundation shall possess all corporate powers provided by the Act, and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and permitted corporations exempt from tax under Section 501(c)(3) of the Code.

ARTICLE IV

HONORARY MEMBERS AND ADVISORY COUNCIL

4.01. <u>Rights of Honorary Members, Advisory Council and Members Thereof</u>. The Board of Directors may from time to time provide for Honorary Members and/or an Advisory Council. Honorary Members and members of the Advisory Council are not "members" as that term is defined in the Act and shall not have any of the rights given to members by the Act or by other applicable law. Honorary Members and members of the Advisory Council shall only have those rights and obligations specifically set forth in these Bylaws or in policy statements, rules and/or regulations promulgated by the Board of Directors provided that such policy statements, rules and/or regulations do not conflict with the provisions of these Bylaws. Honorary Members and members of the Advisory Council shall only be entitled to vote on such matters that are submitted to them by the Board of Directors. The Board of Directors retains the absolute right not to submit any matters to the vote of the Honorary Members, the Advisory Council or members thereof. In addition, the Board of Directors may only submit matters to the vote of the Honorary Members, the Advisory Council or members thereof for the sole purpose of seeking their recommendation or advisory opinion. Moreover, should the Board of Directors seek the recommendation or advisory opinion of the Honorary Members, the Advisory Council or members thereof, the Board of Directors may, nonetheless, in its absolute discretion determine not to follow or accept the recommendation or advisory opinion of the Honorary Members, the Advisory Council or members thereof.

4.02. <u>Admission of Honorary Members and Members of the Advisory Council/Renewal of Honorary Memberships and Membership on Advisory Council</u>. Natural persons, corporations, partnerships and all other types of organizations may be admitted to honorary or Advisory Council membership in the Foundation by the Board of Directors or by a committee designated by the Board to handle such matters. The Board of Directors or a Board-designated committee may adopt and amend application procedures and qualifications for honorary and/or Advisory Council membership in the Foundation. An affirmative vote of the majority of the Directors or an affirmative vote of a majority of the members of a Board-designated committee shall be required for admission of any applicant who meets the honorary or Advisory Council membership qualifications then in effect. An Honorary Member or member of the Advisory Council may renew a membership by following such procedures and paying such dues and fees as are determined by the Board of Directors or by a Board-designated committee authorized to handle such matters.

4.03. <u>Honorary and Advisory Council Membership Fees and Dues</u>. The Board of Directors or a committee designated by the Board of Directors may set and change the amount of an initiation fee, if any, and annual dues, if any, payable to the Foundation by Honorary Members and Advisory Council members. Such initiation fee and dues shall be payable at such times, and in such manner as the Board of Directors or a committee designated by the Board of Directors shall determine.

4.04. <u>Certificates of Honorary and Advisory Council Membership</u>. The Board of Directors or a committee designated by the Board of Directors may provide for the issuance of certificates evidencing honorary and/or Advisory Council membership in the Foundation. When a person or entity has been admitted as an Honorary Member or a member of the Advisory Council and has paid any required fees and dues, the Foundation may issue a certificate of honorary membership or a certificate of Advisory Council membership to such person or entity. Honorary membership certificates and Advisory Council membership certificates shall be signed by any officer of the Foundation. Honorary and Advisory Council membership certificates shall be numbered consecutively. If a certificate is lost, mutilated, or destroyed, a new certificate may be issued.

4.05. <u>Sanction, Suspension or Termination of Honorary Members and Advisory Council Members</u>. The Board of Directors may impose such sanctions on an Honorary Member and/or a member of the Advisory Council or suspend or expel an Honorary Member and/or a member of the Advisory Council from the Foundation for good cause or without good cause, provided, however, that if an Honorary Member or Advisory Council member is expelled without good cause, then in that event the annual dues paid by the Honorary Member or Advisory Council member shall be returned by the Foundation to the expelled Honorary Member or Advisory Council member. If an Honorary Member or Advisory Council member is expelled for good cause, the Honorary Member or Advisory Council member shall forfeit any right to the return of the annual dues or any fees paid by the Honorary Member or Advisory Council member. Good cause includes but is not limited to: (a) the default of an obligation to the Foundation to pay fees or dues within fifteen (15) days following delivery of a notice of default; and (b) a material violation of the Foundation's Certificate of Formation, Bylaws or rules. The Board of Directors may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors in regard to a matter involving the possible sanctioning, supervision, or expulsion of an Honorary Member or Advisory Council member. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may not take any action against an Honorary Member or Advisory Council member without giving the Honorary Member or Advisory Council member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least fourteen (14) days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion determines in its absolute discretion that the need for a timely hearing outweighs the prejudice caused to the Honorary Member or Advisory Council member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. An Honorary Member or Advisory Council member shall have the right to be represented by counsel at and before the hearing. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may impose a sanction, suspend an Honorary Member or Advisory Council member, or expel an Honorary Member or Advisory Council member upon the affirmative vote of a majority of the Directors or of the committee designated by the Board of Directors to handle the matter involving sanctioning, suspension, or expulsion.

4.06. Resignation. Any Honorary Member or Advisory Council member may resign from the Foundation by submitting a written resignation to the Secretary of the Foundation. The resignation need not be accepted by the Foundation to be effective. A resignation of an Honorary Member or of a member of the Advisory Council shall not relieve the Honorary Member or the member of the Advisory Council of any obligations to pay dues, fees or other charges that accrued and were unpaid prior to the effective date of the resignation.

4.07. Reinstatement. A former Honorary Member or former member of the Advisory Council may submit a written request for reinstatement of honorary membership or Advisory Council membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate honorary or Advisory Council membership on any reasonable terms that the Board of Directors or committee deems appropriate.

4.08. Transfer of Honorary Membership or Advisory Council Membership. Honorary and Advisory Council membership in the Foundation is not transferable or assignable. Honorary and Advisory Council membership terminates on the dissolution of the Foundation, dissolution of the Honorary Member or member of the Advisory Council, or death of the Honorary Member or member of the Advisory Council. Honorary and Advisory Council membership in the Foundation is not a property right.

4.09. Waiver of Interest in Foundation Property. All real and personal property, including all improvements located on the property, acquired by the Foundation shall be owned by the Foundation. An Honorary Member and a member of the Advisory Council shall have no interest in any property of the Foundation.

ARTICLE V

MEETINGS OF HONORARY MEMBERS AND ADVISORY COUNCIL

5.01. Meetings. The Board of Directors may, but shall not be obligated to, hold meetings of the Honorary Members and of the Advisory Council from time to time. At any such meeting, Honorary Members and the members of the Advisory Council shall transact whatever business is brought before them by the Board of Directors.

5.02. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any special meeting of the Honorary Members and Advisory Council called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Foundation in Texas.

5.03. Notice of Meetings. No notice of annual meetings need be given to Honorary Members or members of the Advisory Council. Written or printed notice of any meeting of Honorary Members or of the Advisory Council shall be delivered to each Honorary Member and each member of the Advisory Council, whichever the case may be, not less than ten (10) nor more than fifty (50) days before the date of the meeting. If the Foundation has more than three hundred (300) Honorary Members at the time the meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in El Paso, Texas. The notice shall state the place, day, and time of the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the Chairman or Secretary of the Foundation. If all of the Honorary Members or members of the Advisory Council meet and consent to the holding of a meeting, any action may be taken at the meeting regardless of a lack of proper notice.

5.04. Conduct of Meetings. The meetings of Honorary Members and of the Advisory Council shall be conducted in such a manner and pursuant to such procedures as is determined by the Board of Directors in the absolute exercise of its discretion including but not limited to: (a) the use of such meetings only to present such information or materials to the Honorary Members and to the Advisory Council as the Board of Directors considers appropriate; and (b) the use of such meetings to obtain the advisory opinion or recommendation of the Honorary Members and Advisory Council, whichever the case may be, on a matter or matters considered pertinent by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

6.01. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and management of the business and affairs of the Foundation as it may deem proper, not inconsistent with the laws of the State of Texas, the Certificate of Formation of this Foundation or these Bylaws. The Board of Directors shall cause an examination to be made annually of the books and records of the Foundation by an accountant or other qualified person to be selected by the Board of Directors.

6.02. Number, Type and Election of Directors.

(1) The number of Directors of the Foundation shall be no less than nine (9) nor more than seventeen (17).

(2) The Board of Directors shall have two types of Directors: (a) Institutional Directors that are described in Section 6.04 below; and (b) Directors other than Institutional Directors.

(3) Institutional Directors are appointed as described in Section 6.04 below. All other Directors shall be elected by the Board of Directors at its annual meeting.

(4) Any reference in these Bylaws to a "Director" or to "Directors" shall refer to both Institutional Directors and Directors other than Institutional Directors unless the applicable Bylaw language expressly sets forth a different meaning.

6.03. Term.

(1) Each Institutional Director shall hold office for a term commencing on the date he or she is appointed pursuant to Section 6.04 below and ending on the following December 31. An Institutional Director may be re-appointed pursuant to Section 6.04 below for no more than five (5) terms (in addition to his or her initial term).

(2) Each initial Director, other than an Institutional Director, shall hold office for a three (3), four (4) or five (5) year term so that the terms of such Directors will be staggered with the result that one-third of said Directors shall be re-elected each year. Thereafter, each Director, other than an Institutional Director (and each initial Director that may be re-elected, other than an Institutional Director), shall hold office for a three (3) year term. A Director, other than an Institutional Director, may be re-elected for no more than three (3) terms.

6.04. Institutional Directors.

(1) An Institutional Director: (a) is an individual designated pursuant to Section 6.04(4) below to serve on the Board of Directors by one of the Governmental Instrumentalities described in Section 6.04(2) below; and (b) is appointed to the Board of Directors as provided in Section 6.04(5) below.

(2) Subject to Section 6.04(3) below, governmental instrumentalities ("Government Instrumentality" in the singular; "Government Instrumentalities" in the plural) whose mission is education and/or life sciences research may designate an individual to serve on the Board of Directors.

(3) If a Governmental Instrumentality ceases for any reason to be exempt from federal income tax under Section 501(c)(3) or other section of the Code, then in that event, said Government Instrumentality shall cease to have the right to designate an individual to be an Institutional Director pursuant to this Section 6.04. If a Government Instrumentality ceases for any reason to be exempt from federal income tax under Section 501(c)(3) or other section of the Code, and if, on the date said Governmental Instrumentality ceases to be exempt from federal income tax as aforesaid, an Institutional Director is serving on the Board of Directors who was designated to so serve by said Government Instrumentality, then in that event, said Institutional Director shall be conclusively deemed to have resigned as an Institutional Director as of the date such Government Instrumentality ceased to be exempt from federal income tax.

(4) At any time on or after January 1 of a calendar year, a Government Instrumentality may designate an individual to serve on the Board of Directors for the remainder of such calendar year by: (a) giving written notice of such designation in writing to the Board of Directors (the "Designation Notice"); and (b) by paying to the Foundation the Instrumentality Contribution described below in this Section 6.04(4). For each calendar year, or portion thereof, during which an Institutional Director is designated to serve on the Board of Directors pursuant to the preceding sentence, the Government Instrumentality that so designated such Institutional

Director shall make a contribution (the "Instrumentality Contribution") to the Foundation. Each Instrumentality Contribution shall be an amount determined by the Board of Directors and the Government Instrumentality as agreed upon in writing in a Memorandum of Understanding. An Instrumentality Contribution is nonrefundable. Thus, by way of example, and not of limitation, no part of an Instrumentality Contribution shall be refunded to a Government Instrumentality upon the occurrence of either of the following events: (i) the Government Instrumentality ceases to be exempt from federal income tax; and/or (ii) the death, removal or resignation of an Institutional Director.

(5) An individual designated to serve on the Board of Directors pursuant to Section 6.04(4) above, shall not be a member thereof and shall not be an Institutional Director unless and until said individual is appointed to the Board of Directors pursuant to this Section 6.04(5). Notwithstanding any provision in this Section 6.04 to the contrary, an individual shall not be considered designated by a Government Instrumentality to serve on the Board of Directors unless requirements (a) and (b) of Section 6.04(4) above are both satisfied. The Board of Directors shall have thirty (30) days following its receipt of a Designation Notice or the applicable Instrumentality Contribution, whichever is received later, to either appoint, by a majority vote, the individual named in such Designation Notice as an Institutional Director or to issue a written notice to the Government Instrumentality that issued the Designation Notice that said individual is not acceptable to be appointed to the Board of Directors (the "Rejection Notice"). If the Board of Directors within said thirty (30) day period either fails to issue a Rejection Notice or fails to appoint the individual named in the applicable Designation Notice as an Institutional Director, then in that event, said individual shall be conclusively deemed to have been rejected as an Institutional Director effective upon the expiration of said thirty (30) day period. The Board of Directors may reject an individual named in a Designation Notice for cause or without cause. Within thirty (30) days following its receipt of a Rejection Notice or the presumptive rejection as the case may be, a Government Instrumentality may issue to the Board of Directors a new Designation Notice that names an individual to serve on the Board of Directors who was not previously rejected by it in a Rejection Notice or presumptive rejection. If, within the thirty (30) day period described in the preceding sentence, the Government Instrumentality fails or declines to issue a new Designation Notice to the Board of Directors in response to a Rejection Notice or presumptive rejection as aforesaid, then in that event the Government Instrumentality shall be conclusively presumed to have decided not to appoint an individual to serve on the Board of Directors. The conclusive presumption described in the preceding sentence in no way limits or impairs the ability of the applicable Government Instrumentality to designate an individual to serve on the Board of Directors pursuant to this Section 6.04 for the year following the year in which the conclusive presumption arose.

(6) After an Institutional Director is appointed, to the Board of Directors of the Foundation, then such Institutional Director may only be removed from the Board of Directors for good cause as more particularly described in Section 6.13 below. Any Institutional Director may resign from the Board of Directors pursuant to Section 6.12 below. Any vacancy occurring in the Board of Directors by reason of the resignation, death or removal of a Director shall be filled as described in Section 6.14 below.

6.05. <u>Annual Meeting</u>. The annual meeting of the Board of Directors shall be held during the month of February at such time and place as shall be determined by the Board. The purpose of such annual meeting shall be the election of Directors (other than Institutional

Directors) and officers, and the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings without other notice than such resolution.

6.06. **Special Meetings.** Special meetings of the Board of Directors may be called at the request of the Chairman or any four (4) members of the Board of Directors then in office. The person or persons calling the meeting may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board of Directors called by them.

6.07. **Notice.** Notice of the annual or any regular or special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each Director at his or her business address, by mail, by facsimile transmission or by telegram by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service so addressed, with postage thereon prepaid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

6.08. **Quorum.** A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.09. **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Institutional Director and each other Director shall each be entitled to one (1) vote in connection with any matter coming before the Board of Directors.

6.10. **Informal Action by Directors.** Unless specifically prohibited by the Certificate of Formation of this Foundation or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at such a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof as the case may be. Any such consent signed by all of the Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

6.11. **Presumption of Assent.** A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

6.12 Resignation of Directors.

(1) Any Director, other than an Institutional Director, may resign by giving written notice thereof (the "Resignation Notice") to the Board of Directors of the Foundation.

(2) An Institutional Director may resign by giving a Resignation Notice to the Board of Directors and to the Government Instrumentality that appointed said Institutional Director.

(3) A resignation shall take effect upon the date specified in the Resignation Notice.

6.13 Removal of Directors.

(1) Any Director, other than an Institutional Director, may be removed, with or without cause, at any meeting of the Board of Directors called expressly for the purpose of considering the removal of said Director.

(2) Any Institutional Director may be removed for good cause at any meeting of the Board of Directors called expressly for the purpose of considering the removal of said Institutional Director. Good cause includes, but is not limited to: (a) a material violation of the Foundation's Certificate of Formation, Bylaws or rules; and (b) a failure to comply with the policy established from time to time by the Board of Directors regarding attendance at meetings thereof. If an Institutional Director is removed from the Board of Directors pursuant to this Section 6.13, then in that event, the Foundation shall give written notice of such removal (the "Removal Notice") to the Government Instrumentality that appointed said Institutional Director whereupon the provisions of Section 6.14(2) below shall apply.

6.14. Vacancies.

(1) Any vacancy occurring in the Board of Directors by reason of the resignation, removal or death of a Director other than an Institutional Director shall be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

(2) Any vacancy occurring in the Board of Directors by reason of the resignation, removal or death of an Institutional Director shall be filled (or not filled) as provided in this Section 6.14(2). A Government Instrumentality will, pursuant to Section 6.12(2) above, receive a Resignation Notice if the Institutional Director it appointed resigns from the Board of Directors. Similarly, a Government Instrumentality will, pursuant to Section 6.13(2) above, receive a Removal Notice if the Institutional Director it appointed is removed from the Board of Directors. Within thirty (30) days following its receipt of such Resignation Notice or such Removal Notice, or following its receipt of notice of the death of an Institutional Director it appointed, the Government Instrumentality involved may issue to the Board of Directors a

Designation Notice designating a person to serve thereon in place of the individual that resigned, was removed or died, whichever the case may be. If the Government Instrumentality does issue a Designation Notice, as aforesaid, then in that event, the provisions of Section 6.04(5) above shall apply in regard to the procedures to be followed by, and the consequences to, the Board of Directors and a Government Instrumentality subsequent to the issuance of a Designation Notice. If a Government Instrumentality fails or declines to issue a Designation Notice within the thirty (30) day period described above in this Section 6.14(2), then the Government Instrumentality shall be conclusively presumed to have decided not to designate an individual to fill a vacancy caused by the resignation, removal or death of an Institutional Director it appointed. The conclusive presumption arising under the preceding sentence shall only be applicable to the unexpired term of the Institutional Director that resigned, was removed or died. Such conclusive presumption in no way limits or impairs the ability of the applicable Government Instrumentality to designate an individual to serve on the Board of Directors pursuant to Section 6.04 above for the calendar year following the year in which the aforesaid resignation, removal or death occurred. An Institutional Director appointed to fill a vacancy pursuant to this Section 6.14(2) shall complete the unexpired term of his or her predecessor in office.

6.15. Compensation. The Board of Directors, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Foundation as Directors, officers or otherwise. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the board.

ARTICLE VII

OFFICERS

7.01. Number. The officers of the Foundation shall be a Chairman, a Vice Chairman, a President / Chief Executive Officer, a Treasurer, and a Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

7.02. Election and Term of Office. The officers of the Foundation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of voting members. An officer may be elected for no more than two (2) terms, unless the Board of Directors expressly determines that unusual and special circumstances exist in which event an officer may be re-elected for one (1) additional one (1) year term. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter set forth for that purpose. Election or appointment of an officer or agent shall not of itself create contract rights.

7.03. Removal. Any officer or agent 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.

7.04. <u>Vacancies</u>. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

7.05. <u>Chairman</u>. Only a Director of the Foundation shall be elected to serve as Chairman. The Chairman shall be the principal executive officer of the Foundation and shall call and preside over meetings of the Board of Directors and shall exercise such powers as may be delegated to him or her by the Board of Directors and shall in general supervise and control all of the business and affairs of the Foundation. The Chairman may sign, with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time. The Chairman shall have authority to employ any person on behalf of the Foundation and to fix their compensation.

7.06. <u>Presidnet and Chief Executive Officer</u>. The President and Chief Executive Officer shall:

(1) manage the day to day affairs of the Foundation;

(2) supervise maintenance of the operating budget;

(3) provide for the staffing needs of the Foundation; and

(4) coordinate the implementation of all programs and agreements entered into by the Foundation with: (i) the El Paso school districts; (ii) the University of Texas at El Paso; and (iii) such other organizations and entities as may from time to time be designated by the Board of Directors. In the absence of the President/CEO or in the event of his or her inability or refusal to act, the Chairman shall perform the duties of the President/CEO.

7.07. <u>Vice-Chairman</u>. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall also perform such other duties as may be assigned by the Board of Directors.

7.08. <u>Treasurer</u>. The Treasurer shall:

(1) Have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws;

(2) 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 Chairman or by the Board of Directors.

7.09. Secretary. The Secretary shall:

(1) Keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;

(2) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;

(3) Be custodian of the Foundation records;

(4) 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 Chairman or by the Board of Directors.

7.10. Salaries. An Officer shall not be entitled to any salary unless such salary is specifically and expressly authorized by the Board of Directors. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the Foundation. Salaries of officers of the Foundation may be increased or decreased, having due regard to the income, assets and liabilities of the Foundation and in accordance with the services to be performed by such officers.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS & DEPOSITS

8.01. Contracts. Contracts entered into in the ordinary course of business may be signed by the Chairman of the Foundation; provided further, however, that any contract which is executed on behalf of the Foundation which is not in the ordinary course of business shall first be authorized by the Board of Directors and shall be signed by the Chairman of the Foundation. The Board of Directors may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument which is in the ordinary course of business in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Notwithstanding any provision in this Article VIII to the contrary, any contract which obligates the Foundation to pay an amount in excess of $2,500.00 or to provide goods or services of a value in excess of $2,500.00 must be: (a) authorized by the Board of Directors by written resolution; and (b) signed by the Chairman and at least one other officer of the Foundation.

8.02. Loans. No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.03. Checks and Drafts. All payments from corporate funds shall be made by check. Any such check shall be signed by any two of the following: the Chairman, Vice Chairman, President/CEO, Treasurer, Secretary or other individuals authorized by resolution of the Board of Directors.

8.04. **Deposits.** All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select. The Treasurer may invest and administer the funds of the Foundation in such manner as may be prudent under the circumstances.

ARTICLE IX

COMMITTEES

9.01. **Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors will establish qualifications for members of a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors or any individual Director of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

(1) amend the Certificate of Formation;

(2) adopt a plan of merger or a plan of consolidation with another corporation;

(3) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Foundation;

(4) authorize the voluntary dissolution of the Foundation;

(5) revoke proceedings for the voluntary dissolution of the Foundation;

(6) adopt a plan for the distribution of the assets of the Foundation;

(7) amend, alter, repeal the Bylaws:

(8) elect, appoint, or remove a member of a committee or a member, Director, or officer of the Foundation; or

(9) take any action outside the scope of authority delegated to it by the Board of Directors.

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

Chairman and each committee member shall serve a term of one (1) year and may be reappointed for one or more additional terms.

9.03. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

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

9.05. Quorum. Unless otherwise provided in the resolution of the Board of Directors creating 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.

9.06. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

9.07. Committees. The following committees are hereby constituted as permanent committees of the Board of Directors:

Nominating Committee
Planning Committee
Fundraising Committee
Administrative Committee
Programming Committee
Audit Committee
Grant/Loan Review Committee

Each of the above committees shall be organized in accordance with the provisions of these Bylaws or as the Board of Directors may direct by resolution duly adopted from time to time. A description of the duties of each of the permanent committees is as follows:

(1) Nominating Committee. Notwithstanding any provision in these Bylaws to the contrary, the Nominating Committee shall consist solely of three Directors appointed by the Chairman. The Chairman may not appoint himself or herself to serve on the Nominating Committee. The Chairman shall appoint one of the members of the Nominating Committee to act as Chairman of the committee. No later than thirty (30) days prior to the annual meeting of the Board of Directors, the Nominating Committee shall present to the Board a list of individuals recommended: (a) to fill open Director positions; and (b) to serve as officers for the year following the annual meeting. The Nominating Committee shall also recommend to the Board the names of individuals to fill Director and officer vacancies that may occur from time to time. In providing a list of individuals to fill Director and/or officer positions, the Nominating Committee shall, whenever possible, present the names of at least three (3) people to fill each open position. Upon receipt of the list of individuals submitted by the Nominating Committee, the Board of Directors may, in its absolute discretion, select or reject, in whole or in part, any of the individuals recommended by the Nominating Committee to fill any open position; and in the event the Board of Directors determines not to fill one or more open positions with the individual

or individuals recommended by the Nominating Committee, then the Board of Directors may select any individual it considers qualified to fill the open Director or officer position(s).

(2) Planning Committee. The Planning Committee shall: (a) develop long term strategic plans for the Foundation; (b) prepare the annual budgets for the Foundation; (c) monitor the financial performance of the Foundation; and (d) provide both short and long term financial planning for the Foundation.

(3) Fundraising Committee. The Fundraising Committee shall develop programs to encourage contributions to the Foundation by: (a) seeking grants for potential major supporters such as foundations and government agencies; (b) organizing fundraising events; (c) developing alternative means by which donors may make contributions to the Foundation such as deferred giving, matching grants and interest free loans and (d) preparing long range fundraising strategies for the Foundation.

(4) Administrative Committee. The Administrative Committee shall: (a) ensure that the books and records of the Foundation are properly maintained; (b) consult with legal counsel, whenever necessary, to maintain the tax exempt status of the Foundation; (c) monitor the performance of officers and employees of the Foundation; and (d) ensure that all equipment, supplies and other property required by the Foundation to carry out its activities are obtained in a timely and efficient manner.

(5) Programming Committee. The Programming Committee shall: (a) develop all programs of the Foundation; and (b) determine the staffing and material requirements necessary to carry out Foundation programs.

(6) Audit Committee. The Audit Committee shall consist of the Vice Chairman and two Directors of the Foundation. The Finance Committee shall: (a) oversee Foundation investments; (b) maintain all financial records; and (c) exercise audit controls.

(7) Grant/Loan Review Committee. The Grant/Loan Review Committee shall: (a) make recommendations to the Board of Directors regarding the procedures to be applied by the Foundation to process and evaluate requests for Foundation grants, loans and other distributions; and (b) review all requests received by the Foundation for grants, loans and other distributions and recommend to the Board of Directors the action or actions that should be taken in regard to each such request. The Grant/Loan Review Committee shall only recommend that a grant, loan or other distribution be made if: (i) the applicant therefor is eligible and qualified to receive same under applicable provisions of the Code; and (ii) the grant, loan or other distribution will further the charitable purposes of the Foundation as set forth in Article III of these Bylaws.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01. Right to Indemnification. The Foundation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that person is or was a Director, officer, employee, member of a committee or agent of the

Foundation, or was serving at the request of the Foundation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, settlements, penalties (including excise and similar taxes), and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Foundation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Foundation.

10.02. Limitations on Indemnification.

A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity, or from a proceeding in which the person is found liable to the Foundation.

B. Indemnification under this Bylaw shall be available only after a determination has been made that the person acted in good faith, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, and:

(1) In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Foundation, or

(2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Foundation.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by Paragraph (B) above, must be made:

(1) By majority vote of a quorum of Directors not named as defendants or respondents in the proceeding; or

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated by majority vote of all Directors, consisting solely of two (2) or more Directors not named defendants or respondents in the proceeding; or

(3) By special legal counsel selected by the Board of Directors or by a committee of the Board by vote as set forth in subparagraphs (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (3) above, for the selection of special legal counsel.

10.03. Indemnity for Successful Defense. In spite of any limitations set forth in Paragraphs 10.01 and 10.02 above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

10.04. Reimbursement of Expenses. Notwithstanding anything to the contrary contained herein, the Foundation shall pay or reimburse the expenses incurred by a Director in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

10.05. Advancement of Expenses. Reasonable expenses incurred by a Director, officer, employee, or agent of the Foundation who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Foundation in advance of the final disposition as authorized by the Board of Directors. Before authorizing the advance, the Board of Directors must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:

A. A written affirmation by the Director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

B. A written undertaking by or on behalf of the Director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

10.06. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the disinterested Directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Foundation or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

10.07. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or designated agent of the Foundation or who is or was serving at the request of the Foundation as a Director, officer, partner, venturer, proprietor, Director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred in such a capacity or arising out of his or her status as such a person, whether or not the Foundation would have the power to indemnify him or her against that liability under this Article. In addition, the Foundation may purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer, or trustee of the Foundation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such a person, whether or not the Foundation would have the power to indemnify him or her against that liability under this Article. If such other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability with respect to which the Foundation would not have the power to indemnify a person only if coverage for that liability has been approved by the Directors. Without limiting the Foundation's power to procure or maintain any kind of other arrangement, the Foundation, for the benefit of persons it has indemnified, may: (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the Foundation's assets or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within the Foundation or with any insurer or other person considered appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Foundation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement is conclusive, and the insurance or arrangement is not voidable and does not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

10.08. Report of Indemnity or Advance. Any indemnification of or advance of expenses to a Director in accordance with this Article shall be reported in writing to the Directors of the Foundation: (1) with or before the notice or waiver of notice of the next meeting of the Board of Directors; (2) with or before the next submission to the Board of Directors of a consent to action without a meeting; and (3) in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

ARTICLE XI

Conflicts of Interest

11.01. Purpose. The purpose of this Article XI on conflicts of interest is to protect the Foundation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, a Director or other individuals associated with the Foundation, including certain former officers, Directors, or other individuals associated with the Foundation as more particularly described in Section 11.02 below, or might result in a possible excess benefit transaction within the meaning of Section 4958 of the Code. This

Article XI is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.02. **Applicable Transaction**. An "Applicable Transaction" is any compensation, loan, investment, grant or similar transaction that is being proposed or contemplated between the Foundation and any of the following:

(1) a Director, officer or member of a committee that has been delegated any authority or power of the Board of Directors (a "Committee Member");

(2) a person who was a Director, officer, or Committee Member during the one year period commencing on the date such person ceased to serve as a Director, officer, or Committee Member (a "Former Affiliated Person"); or

(3) a person or entity that is related to a Director, officer, Committee Member, or Former Affiliated Person (a "Related Party"). A Related Party consists of:

(i) a family member of a Director, officer, Committee Member, or Former Affiliated Person. A family member of a Director, officer, Committee Member, or Former Affiliated Person includes his or her spouse, ancestors, descendants, brothers, sisters and the spouse of his or her ancestors, descendants, brothers and sisters; and

(ii) an entity in which a Director, officer, Committee Member, or Former Affiliated Person or a family member thereof owns at least ten percent (10%) of either the voting power or profits interests therein.

11.03. **Applicable Transaction Involving Compensation Paid to a Director, Officer or Committee Member for Services to be Performed in Such Capacity**. If an Applicable Transaction pertains solely to the payment of compensation to a Director, officer or Committee Member for services to be performed in such capacity ("Designated Compensation"), then in that event the provisions of Section 11.04 through Section 11.07 below will not apply and a conflict of interest will be deemed not to exist if the following criteria ("Criteria") are satisfied:

(1) The Designated Compensation is to be paid for services to be rendered in the future;

(2) The Designated Compensation is to be a fixed amount and not based in whole or in part upon the revenue of the Foundation or of any entity in which the Foundation owns more than thirty five percent (35%) of either the voting power or profits interest therein:

(3) The payment of the Designated Compensation is approved by the Board of Directors;

(4) The Director, officer, Committee Member to receive the Designated Compensation does not participate in the deliberations of the Board of Directors that resulted in the approval of said compensation;

(5) If the Designated Compensation is to be paid to a Director, said Director does not vote on whether said compensation should be approved;

(6) In approving the Designated Compensation, the Board of Directors concludes, based upon its review of appropriate data, that the payment of the Designated Compensation:

(a) is reasonable and necessary for the Foundation to carry on its exempt purposes; and

(b) is comparable to the compensation that would be agreed upon by disinterested persons under similar circumstances.

(7) The Foundation and the Director, officer or Committed Member involved execute and date a written agreement that sets forth the material terms approved by the Board of Directors for the payment of the Designated Compensation.

If all of the Criteria set forth above are not satisfied in connection with the payment of Designated Compensation, then in that event this Section 11.03 shall not apply and instead the provisions of Section 11.04 through Section 11.07 below shall be applicable.

11.04. <u>Applicable Transactions Other Than for the Payment of Designated Compensation</u>.

(1) If a Director, officer, Committee Member or Former Affiliated Person believes that the Foundation and said Director, officer, Committee Member, Former Affiliated Person or a Related Party thereto may enter into, or are contemplating the entering into of, an Applicable Transaction (other than Designated Compensation described in Section 11.03 above), then in that event said Director, officer, Committee Member or Former Affiliated Person: (a) must disclose to the Board of Directors all material facts pertaining to such Applicable Transaction; and (b) may disclose to the Board of Directors such other information that said Director, officer, Committee Member or Former Affiliated Person considers relevant.

(2) If the Board of Directors has reasonable cause to believe that a Director, officer or Committee Member was required to disclose an Applicable Transaction pursuant to Section 11.04(1) above but failed to do so, then in that event the Board of Directors shall inform said Director, officer or Committee Member of its basis for such belief and afford such Director, officer or Committee an opportunity to explain the alleged failure to disclose. If after hearing such explanation, and after conducting such investigation as warranted by the circumstances, the Board of Directors determines that said Director, officer or Committee Member did not have reasonable cause for failing to disclose the Applicable Transaction, then in that event the Board of Directors shall take such disciplinary and/or corrective action it considers appropriate under the circumstances. If after hearing the aforesaid explanation, and after conducting such investigation as warranted by the circumstances, the Board of Directors determines that said Director, officer or Committee Member did have reasonable cause for failing to disclose the Applicable Transaction, then in that event the requirements of Section 11.04(1) above will be deemed to have been satisfied.

(3) If the Foundation may enter into, or is contemplating the entering into of, an Applicable Transaction (other than Designated Compensation described in Section 11.03 above), with a Director, officer, Committee Member or a Related Party thereto, then in that event said Director, officer or Committee Member: (a) shall not participate in or vote on any action of the Board of Directors described in Section 11.04(4) and Section 11.04(5) below.

(4) Upon learning of an Applicable Transaction (other than Designated Compensation described in Section 11.03), either from the disclosure thereof pursuant to Section 11.04(1) above or otherwise, the Board of Directors shall, without the participation or vote of the Director, officer or Committee Member involved, determine whether such Applicable Transaction will give rise to a conflict of interest. A conflict of interests exists if an Applicable Transaction could provide a more than incidental economic benefit to a Director, officer, Committee Member, Former Affiliated Person or Related Party thereto. If after due deliberation the Board of Directors determines that an Applicable Transaction will not give rise to a conflict of interest, then the Foundation may, or may not, enter into said Applicable Transaction as it considers appropriate.

(5) If the Board of Directors determines that an Applicable Transaction (other than Designated Compensation described in Section 11.03), will give rise to a potential conflict of interest, then in that event the Board of Directors shall, without the participation or vote of the Director, officer or Committee Member involved, investigate alternatives to the Applicable Transaction (the "Alternative" in the singular, "Alternatives" in the plural). An Alternative is any transaction other than an Applicable Transaction. If the Board of Directors is able to identify one or more Alternatives, then in that event it shall ascertain whether any of such Alternatives will be more advantageous to the Foundation than the Applicable Transaction. If the Board of Directors determines that one or more such Alternatives is more advantageous to the Foundation than the Applicable Transaction, then in that event the Board of Directors shall not enter into the Applicable Transaction. If the Board of Directors determines that no Alternative is more advantageous to the Foundation than the Applicable Transaction, then the Board of Directors may vote to approve said Applicable Transaction provided that the following requirements are satisfied:

(a) the Director, officer or Committee Member interested in the Applicable Transaction does not participate in the deliberations of the Board of Directors concerning, or vote to approve, said Applicable Transaction;

(b) The Board of Directors expressly finds:

(i) that the Applicable Transaction is in the Foundation's best interest, for its own benefit and is fair and reasonable under the circumstances; and

(ii) that the terms of the Applicable Transaction are comparable to the terms that disinterested persons would enter into under similar circumstances; and

(c) The documentation requirements of Section 11.05 below are satisfied.

11.05. <u>Documentation Requirements</u>. In regard to any Applicable Transaction considered by the Board of Directors (other than Designated Compensation described in Section

11.03 above), the minutes of the Board of Directors shall, to the extent applicable, set forth the following:

(1) a description of the Applicable Transaction including:

(a) its material terms;

(b) the name of each Director, officer, Committee Member and/or Former Affiliated Person involved; and

(c) the potential financial interest of said Director, officer, Committee Member and/or Former Affiliated Person in such Applicable Transaction;

(2) the decision of the Board of Directors whether or not the Applicable Transaction gives rise to a conflict of interest, the reasons or basis for such decision, the name of each Director who voted for the decision, the name of each Director who voted against the decision, and the name of each Director who did not participate in the deliberations or vote on such decision;

(3) If the Board of Directors determines that an Applicable Transaction does give rise to a conflict of interest:

(a) a description of each Alternative to the Applicable Transaction considered by the Board; and

(b) if the Board of Directors determines to enter into an Alternative, an explanation why this Alternative was accepted in place of the Applicable Transaction; or

(c) if the Board of Directors determines to enter into the Applicable Transaction instead of any Alternative:

(i) an explanation why the Applicable Transaction is more advantageous to the Foundation than any Alternative;

(ii) an explanation why the Applicable Transaction is in the Foundation's best interests and for its own benefit;

(iii) an explanation why the terms of the Applicable Transaction are comparable to terms that disinterested persons would enter into under similar circumstances; and

(iv) the name of each Director who voted to enter into the Applicable Transaction, the name of each Director who voted not to enter into the Applicable Transaction, and the name of each Director who did not participate in the deliberations or vote on whether the Applicable Transaction should be entered into.

11.06. Required Statements. Each Director, officer and Committee Member shall at the commencement of his or her term in office sign a statement which affirms that he or she: (1) has received, read, and understands this Article XI and agrees to comply with its provisions; and

(2) understands that in order for the Foundation to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.07. Periodic Reviews.

(1) To ensure that the Foundation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors shall conduct periodic reviews which shall, at a minimum verify:

(a) that the compensation paid to each Director, officer, Committee Member and employee is reasonable, not excessive, and the result of arm's length bargaining. Whenever appropriate, the Board of Directors shall obtain competent survey information to ensure compliance with this Section 11.07(1)(a); and

(b) that each partnership, joint venture, and arrangement with a management organization:

(i) conforms to the Foundation's written policies (including those set forth in this Article XI);

(ii) is properly documented in the records of the Foundation;

(iii) reflects a reasonable investment or payment by the Foundation for goods or services;

(iv) furthers the charitable purposes of the Foundation; and

(v) does not result in inurement, impermissible private benefit or in an excess benefit transaction.

(2) When conducting the periodic reviews described in this Section 11.07, the Foundation may, but need not, use outside advisors. Notwithstanding the foregoing, any such use of outside advisors shall not relieve the Board of Directors of its responsibility to ensure that periodic reviews are properly conducted.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Foundation shall end on the last day of the month of December of each year.

ARTICLE XIII

AMENDMENTS

Amendments to the Bylaws may be made upon the two-thirds affirmative vote of the Board of Directors serving at the time such amendment is adopted.

DATED this 21st day of Dec, 2009.

I, ROBERT E. SKOV, Chairman of Medical Center of the Americas Foundation, do hereby certify that the foregoing is a true and correct copy of the Bylaws of said Foundation duly adopted by the Board of Directors as of the date so stated.

Robert E Skov

ROBERT E. SKOV, Chairman

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

Applic...ion for Extension of Time T... ...le an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

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

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

Type or print	Name of Exempt Organization: MEDICAL CENTER OF THE AMERICAS FOUNDATION	Employer identification number: 20-8314979
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 201 EAST MAIN, NO. 1514	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EL PASO, TX 79901	

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

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

- The books are in the care of ▶ EMMA W SCHWARTZ- EXEC. DIR. 201 E. MAIN, STE #1514 - EL PASO, TX 79901

Telephone No. ▶ 915-269-2569 FAX No. ▶

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

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

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , and ending ______ .

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

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

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

Certified Mail #7009 2820 0000 6947 6907

923831
05-26-09

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

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

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

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization MEDICAL CENTER OF THE AMERICAS FOUNDATION		Employer identification number 20-8314979
	Number, street, and room or suite no. If a P.O box, see instructions 201 EAST MAIN, NO. 1514		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions EL PASO, TX 79901		

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

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

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

- The books are in the care of ▶ EMMA W SCHWARTZ- EXEC. DIR. 201 E. MAIN, STE #1514 - EL PASO, TX 79901

Telephone No. ▶ 915-269-2569 FAX No ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning ______, and ending ______

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

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

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

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶

923832
05-26-09

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

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

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

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

Type or print	Name of Exempt Organization MEDICAL CENTER OF THE AMERICAS FOUNDATION	**Employer identification number** 20-8314979
File by the extended due date for filing the return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 201 EAST MAIN, NO. 1514	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EL PASO, TX 79901	

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

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

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

- The books are in the care of ▶ EMMA W SCHWARTZ- EXEC. DIR. 201 E. MAIN, STE #1514 - EL PASO, TX 79901

  Telephone No. ▶ 915-269-2569 FAX No. ▶

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

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

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ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

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

Signature and Verification

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

Signature ▶ Dean Campbell Title ▶ CPA Date ▶ 8-11-10

Certified Mail # 7010 0290 0001 1698 1788

923832
05-26-09