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Short Form Return of Organization Exempt From Income Tax

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning 01/09, 2009, and ending 12/31/2009

<input type="checkbox"/>	Address change	Please use IRS label or print or type. See Specific Instructions.	C Name of organization LIVE CONSORTIUM, INC.		D Employer identification number 26-4067731
<input type="checkbox"/>	Name change		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite		E Telephone number (713) 861-5483
<input checked="" type="checkbox"/>	Initial return		P.O. BOX 130897		
<input type="checkbox"/>	Termination		City or town, state or country, and ZIP + 4		F Group Exemption Number . . . ▶
<input type="checkbox"/>	Amended return Application pending		HOUSTON, TX 77219		

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

G Accounting method Cash Accrual
Other (specify) ▶

I Website: ▶ WWW.LIVECONSORTIUM.ORG

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

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

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

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ . . . ▶ \$ 56,441.

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

	Description		Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	55,886.
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5 a Gross amount from sale of assets other than inventory	5a	
	b Less cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross receipts (not including \$ reported on line 1)	6a	15,389. ATCH 1
	b Less direct expenses other than fundraising expenses	6b	555.
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	2,363. ATCH 2	
7 a Gross sales of inventory, less returns and allowances	7a		
b Less cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe ▶)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9		-1,808.
			54,078.
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	0.
	13 Professional fees and other payments to independent contractors	13	4,924.
	14 Occupancy, rent, utilities, and maintenance	14	7,775.
	15 Printing, publications, postage, and shipping	15	1,551.
	16 Other expenses (describe ▶ ATCH 3)	16	28,929.
17 Total expenses. Add lines 10 through 16	17		43,179.
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	10,899.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	

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

	(See the instructions for Part II)	(A) Beginning of year	(B) End of year
22	Cash, savings, and investments ATCH 4		10,899.
23	Land and buildings		
24	Other assets (describe ▶)		
25	Total assets		10,899.
26	Total liabilities (describe ▶)		
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)		10,899.

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

Form 990-EZ (2009)

SCANNED DEC 3 2010

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

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37 a	Enter amount of political expenditures, direct or indirect, as described in the instructions	37a	0.
b	Did the organization file Form 1120-POL for this year?	37b	X
38 a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9	39a	
b	Gross receipts, included on line 9, for public use of club facilities	39b	
40 a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 0., section 4912 0.; section 4955 0.		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization		0.
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T	40e	X
41	List the states with which a copy of this return is filed.		
42 a	The organization's books are in care of BOBBIE STRATON Telephone no. 713-650-9700 Located at P.O. BOX 130897 HOUSTON, TX ZIP + 4 77219		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign county: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	42b	X
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country:	42c	X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	43	
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	X

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

- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
49 a Did the organization make any transfers to an exempt non-charitable related organization?
b If "Yes," was the related organization a section 527 organization?
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

Table with 3 columns: Question number, Yes, No. Rows 46-49b.

Table for line 50: (a) Name and address of each employee paid more than \$100,000; (b) Title and average hours per week devoted to position; (c) Compensation; (d) Contributions to employee benefit plans & deferred compensation; (e) Expense account and other allowances.

f Total number of other employees paid over \$100,000 NONE

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

Table for line 51: (a) Name and address of each independent contractor paid more than \$100,000; (b) Type of service; (c) Compensation.

d Total number of other independent contractors receiving over \$100,000 NONE

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Signature of officer: Beau Alan Miller, President / CEO, Date: 11/11/2010.

Paid Preparer's Use Only: Preparer's signature: [Signature], Date: 11/11/10, Check if self-employed: [], Preparer's identifying number: PO1067777, Firm's name: BKD, LLP, address: 2900 POST OAK BLVD, STE 3200 HOUSTON, TX 77056, EIN: 44-0160260, Phone no: 713-499-4600.

May the IRS discuss this return with the preparer shown above? See instructions [X] Yes [] No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 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.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2009; 15 Public support percentage from 2008 Schedule A, Part II, line 14; 16a 33 1/3 % support test - 2009; b 33 1/3 % support test - 2008; 17a 10%-facts-and-circumstances test - 2009; b 10%-facts-and-circumstances test - 2008; 18 Private foundation.

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

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income; 13 Total support; 14 First five years.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Amount, Percentage. Row 15: Public support percentage for 2009; Row 16: Public support percentage from 2008 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Amount, Percentage. Row 17: Investment income percentage for 2009; Row 18: Investment income percentage from 2008 Schedule A, Part III, line 17.

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

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

ATTACHMENT 2

FORM 990EZ, PART I - SPECIAL EVENTS AND ACTIVITIES

DESCRIPTION

GROSS REVENUE DIRECT EXPENSES NET INCOME

AIDS WALK
TEA FOR 200
OTHER EVENTS

105.
450.
57.
2,222.
84.

TOTALS

555.
2,363.
-1,808.

ATTACHMENT 3FORM 990EZ, PART I - OTHER EXPENSES

SUPPLIES	748.
CONFERENCES, CONVENTIONS	963.
ADMINISTRATIVE EXPENSE	3,619.
BANK CHARGES	277.
MEALS & ENTERTAINMENT	452.
INSURANCE	1,324.
OFFICE EXPENSE	118.
PROGRAM EXPENSE	21,428.
TOTAL	<u>28,929.</u>

ATTACHMENT 4

FORM 990EZ, PART II - CASH, SAVINGS AND INVESTMENTS

<u>DESCRIPTION</u>	<u>END OF YEAR</u>
CASH	10,899.
TOTALS	<u>10,899.</u>

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

TO PROVIDE HIV AND ANTI-STIGMA EDUCATION, SUPPORT, RESEARCH, AND
ADVOCACY SO THAT ALL PEOPLE, REGARDLESS OF STATUS, CAN HAVE THE
OPPORTUNITY TO LIVE A HEALTHY AND FULL LIFE.

FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTSATTACHMENT 6PROGRAM SERVICE ACCOMPLISHMENT 1

EXPECTATION4 LIFE: EXPECTATION4 LIFE WILL BE A TRI-FOLD PAMPHLET, CURRENTLY IN THE PROCESS OF BEING DESIGNED BY VOLUNTEERS, TO BE DISTRIBUTED TO PRIMARY CAREGIVERS AS A RESOURCE FOR THEIR CLIENTS WHO ARE NEWLY AFFECTED BY HIV. EXPECTATION4 LIFE WILL PROVIDE NEWLY AFFECTED INDIVIDUALS WITH RESOURCE LINKS TO COMMUNITY AND NATIONAL HIV RESOURCES, APPLICATION TO PARTICIPATE IN LIVE CONSORTIUM'S MENTOR PROGRAM INSPIRE, AS WELL AS OTHER HIV OUTREACH PROGRAMS OFFERED BY OTHER ORGANIZATIONS WHILE ALSO COMMUNICATING TO ITS AUDIENCE A MESSAGE OF HOPE AND THAT ALL HIV AFFECTED INDIVIDUALS CAN LIVE A HEALTHY AND FULL LIFE.

INSPIRE: INSPIRE IS A MENTOR PROGRAM FOR NEWLY AFFECTED INDIVIDUALS. AN OVERSIGHT COMMITTEE, APPROVED BY THE BOARD OF DIRECTORS, IS IN THE PROCESS OF DESIGNING A STANDARD OPERATING PROCEDURE FOR INSPIRE. INDIVIDUALS WILL SUBMIT AN APPLICATION TO SERVE AS EITHER A MENTOR OR MENTEE. THE OVERSIGHT COMMITTEE, ACCORDING TO ESTABLISHED CRITERIA, WILL SCREEN EACH INDIVIDUAL APPLICATION FOR PARTICIPATION IN INSPIRE. THE COMMITTEE WILL THEN MATCH APPROVED MENTORS WITH APPROVED MENTEES AFTER BOTH MENTORS AND MENTEES COMPLETE ANY AND ALL NECESSARY TRAINING AS DETERMINED BY THE OVERSIGHT COMMITTEE. THE PROGRAM WILL BE CONDUCTED AT VOLUNTEER OFFICES AND LOCAL AREA PUBLIC FACILITIES.

INTERNATIONAL CONFERENCE ON HIV & AGING: SCHEDULED FOR OCTOBER OF 2010, LIVE CONSORTIUM, IN COLLABORATION WITH THE CITY OF HOUSTON, SEEKS TO HOLD THE FIRST MAJOR INTERNATIONAL CONFERENCE ON HIV & AGING FOR INTERNATIONAL HIV MEDICAL, PSYCHOLOGICAL, AND PSYCHIATRIC PROFESSIONALS. AS MEDICAL TREATMENTS CONTINUE TO ADVANCE, HIV-INFECTED INDIVIDUALS ARE LIVING LONGER LIVES. THE INTERNATIONAL CONFERENCE ON HIV AND AGING WILL ADDRESS, AMONG OTHER TOPICS, LONG TERM EFFECTS OF THE HIV VIRUS ON THE HUMAN BODY, LONG-TERM EFFECTS OF HIV ANTIVIRAL TREATMENTS ON THE HUMAN BODY, TREATMENT ISSUES PARTICULAR TO GERIATRIC HIV PATIENTS, AND HIV STIGMA.

LIVE FIT: LIVE FIT IS A QUARTERLY SEMINAR SERIES THAT ADDRESSES THE UNMET NEEDS OF MEN AND WOMEN WHO WANT TO STAY HEALTHY AND FIT AND WHO DO NOT HAVE EASY ACCESS TO UNBIASED AND SCIENCE-BASED HEALTH EDUCATION. THE SERIES OF SEMINARS WILL USE WELL-KNOWN SPEAKERS IN THE AREAS OF NUTRITION, SUPPLEMENTATION, EXERCISE, MENTAL HEALTH, AND OTHER ISSUES AT LOCAL VENUES SUCH AS LOCAL AREA RESTAURANTS, HOTELS, AND MEETING HALLS SUCH AS THE UNITED WAY.

LIVE LIFE: A BIENNIAL SEMINAR SERIES, HELD IN COMFORTABLE SOCIAL FORUMS, TO PROVIDE WHOLE HEALTH AND WELLNESS EDUCATION TO THE COMMUNITY AT LARGE. CURRENTLY IN DEVELOPMENT, THE FIRST SEMINAR WILL FOCUS ON NUTRITION, DIET, AND HEALTHY LIVING. WITH RESPECT TO LIVE CONSORTIUM'S FOCUS ON HIV, LIVE LIFE WILL AFFIRM ITS MESSAGE TO HIV-AFFECTED INDIVIDUALS THAT THEY TOO ARE PART OF THE WELLNESS

FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTSATTACHMENT 6 (CONT'D)

COMMUNITY AND THAT THROUGH HEALTHY LIVING, EVERYONE, INCLUDING THOSE BURDENED BY HIV, CAN HAVE THE OPPORTUNITY TO LIVE A HEALTHY AND FULL LIFE. SPONSORSHIPS FROM PHARMACEUTICAL VENDORS, MEDICAL PROFESSIONALS, AND PRESENTERS WILL BE SOUGHT. NO QUANTITATIVE OR QUALITATIVE INFORMATION WILL BE PROVIDED ON BEHALF OF SPONSORS. SEMINAR LOCATIONS WILL INCLUDE LOCAL AREA RESTAURANTS, HOTELS, AND MEETING HALLS SUCH AS THE UNITED WAY.

SLATE: A BIENNIAL SEMINAR SERIES, HELD IN COMFORTABLE FORUMS, TO PROVIDE HIV-SPECIFIC UPDATES TO THE COMMUNITY AT LARGE. FIRST SLATE WAS HELD ON FEBRUARY 26, 2009, AND HAD 160 PARTICIPANTS. SEMINAR LOCATIONS WILL INCLUDE LOCAL AREA RESTAURANTS, HOTELS, AND MEETING HALLS SUCH AS THE UNITED WAY.

STIGMA RESEARCH INITIATIVE: LIVE CONSORTIUM SEEKS TO DEVELOP AN ONGOING RESEARCH PROGRAM STUDYING THE PSYCHOLOGICAL AND SOCIAL IMPACTS OF HIV ON INFECTED AND NON-INFECTED INDIVIDUALS. RESEARCH WILL BE COORDINATED AND CONDUCTED BY LICENSED PHYSICIANS, LICENSED PSYCHOLOGISTS, AND OTHER PROFESSIONALS AS APPOINTED BY THE BOARD. THE FIRST RESEARCH EFFORT TO BE CONDUCTED SEEKS TO EXAMINE THE BELIEFS AND BEHAVIORS AMONG HIV+ INDIVIDUALS REGARDING AT-RISK SEXUAL BEHAVIOR, FALSE BELIEFS ABOUT THE RISK OF INFECTION, AND SELF-PERCEPTIONS THAT MAINTAIN RISKY BEHAVIOR. IT IS EXPECTED THAT DATA WILL BE COLLECTED, ANALYZED, AND SHARED WITH THE SCIENTIFIC COMMUNITY THROUGH PUBLICATION IN PEER-REFERRED JOURNALS AND PRESENTATION AT PROFESSIONAL CONFERENCES.

THE HIVE: THE HIVE (HIV EDUCATION) WILL PROVIDE BASIC HIV INFORMATION, USEFUL TOOLS AND RESOURCES (INCLUDING WHAT IS HIV, HOW IS IT TRANSMITTED, LISTINGS OF LOCAL HIV SPECIALISTS, COUNSELORS, AND AIDS SERVICE ORGANIZATION DESCRIPTIONS AND LINKS) THROUGH ITS WEBSITE (WWW.LIVECONSORTIUM.ORG) TO EMPOWER ALL PEOPLE TO LIVE A HEALTHY AND FULL LIFE.

UNIVERSITY ANTI-STIGMA CAMPAIGN: IN 2008, DUE TO THE LATEST STATISTICS SHOWING 50% OF NEW HIV INFECTIONS IN THE UNITED STATES OCCUR IN THE AGE GROUP OF 15 -24 YEAR OLDS AND THAT THE PERCENTAGE OF NEW HIV INFECTIONS IN HOUSTON WAS TWICE THE NATIONAL AVERAGE, LIVE CONSORTIUM IS DEDICATED TO FIGHTING THE STIGMA THAT SURROUNDS HIV, HELPING TO PREVENT NEW HIV INFECTIONS IN THE HOUSTON AREA, AND ENCOURAGING HIV-INFECTED INDIVIDUALS TO SEEK TREATMENT. WE ARE REACHING OUT TO INSTITUTIONS OF HIGHER EDUCATION THAT LARGELY SERVE THIS AGE GROUP TO COMBAT HIV STIGMA AND CONFIRM OUR DEDICATION TO KNOWLEDGE AND LEARNING TO THIS END. THE UNIVERSITY ANTI-STIGMA CAMPAIGN, CURRENTLY IN DEVELOPMENT AFTER ITS PILOT PROJECT AT THE UNIVERSITY OF HOUSTON, IS COMPOSED OF TWO MAIN PHASES: PHASE I IS COMPRISED OF ACTIVELY ENGAGING AND EDUCATING UNIVERSITY STUDENTS THROUGH CAMPUS MEDIA, UNIVERSITY FACULTY, AND STUDENT SOCIAL AND PROFESSIONAL ORGANIZATIONS. THE AIM OF THE

FORM 990EZ, PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTSATTACHMENT 6 (CONT'D)

FIRST PHASE IS TO EDUCATE STUDENTS AND THE UNIVERSITY CAMPUS AS TO WHAT IS STIGMA, HOW STIGMA NEGATIVELY AFFECTS AN INDIVIDUAL AND COMMUNITY AT LARGE, DISPELLING HIV MYTHS AND EDUCATING THE UNIVERSITY COMMUNITY AS TO HOW TO LIVE IN A WORLD WITH HIV, AND HOW IN COMBINATION, FIGHTING STIGMA AND BEING INFORMED ABOUT HIV, CAN SIGNIFICANTLY REDUCE THE PROLIFERATION OF HIV. PHASE II, ANTI-STIGMA DAY AS PROCLAIMED BY THE CITY OF HOUSTON ON MARCH 10, IS THE CULMINATION OF PHASE I ON A DAY IN WHICH OUTSIDE UNIVERSITY AND ON-CAMPUS ORGANIZATIONS PROVIDE A HEALTH AND WELLNESS FAIR, SYMPOSIUM, AND INFORMATIONAL FAIR.

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT. AND OTHER ALLOWANCES</u>
BEAU MILLER P.O. BOX 130897 HOUSTON, TX 77219	PRESIDENT/CEO 20.00	0.	0.	0.
STEVEN COATS P.O. BOX 130897 HOUSTON, TX 77219	VP, PROGRAMS & SERVICES 8.00	0.	0.	0.
BOBBIE STRATTON P.O. BOX 130897 HOUSTON, TX 77219	SECRETARY 7.00	0.	0.	0.
JASON ROSE P.O. BOX 130897 HOUSTON, TX 77219	CFO 5.00	0.	0.	0.
JON THOMAS P.O. BOX 130897 HOUSTON, TX 77219	BOARD CHAIR 2.00	0.	0.	0.
ALEX VELASQUEZ P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
SHELTON MCDONALD P.O. BOX 130897	BOARD MEMBER 1.00	0.	0.	0.

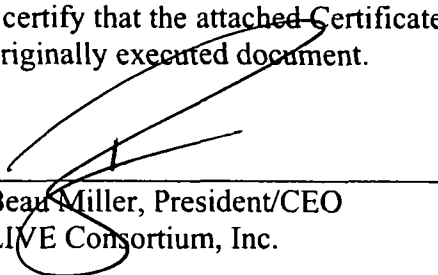
FORM 990EZ, PART IV - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES

ATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT. AND OTHER ALLOWANCES</u>
HOUSTON, TX 77219				
J. WAYNE BALLEW P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
MATGOT PEREZ P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
EDWARD SANCHEZ P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
SHANNON SCHRADER P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
NELSON VERGEL P.O. BOX 130897 HOUSTON, TX 77219	BOARD MEMBER 1.00	0.	0.	0.
<u>GRAND TOTALS</u>				
		<u>0.</u>	<u>0.</u>	<u>0.</u>

LIVE Consortium, Inc.
EIN: 26-4067731
Attachment to Form 990-EZ

I certify that the attached Certificate of Formation is a complete and accurate copy of the originally executed document.



Beau Miller, President/CEO
LIVE Consortium, Inc.

FILED
In the Office of the
Secretary of State of Texas

MAY 29 2009

Corporations Section

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF FORMATION OF
LIVE CONSORTIUM, INC.
A NONPROFIT CORPORATION**

This certificate of amendment is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I - Entity Name and Type

The name of the entity as currently shown in the records of the secretary of state and the type of filing entity are: LIVE Consortium, Inc., a Texas nonprofit corporation (hereinafter "Corporation"). The Corporation's date of formation is January 9, 2009, and its assigned file number is 801072364.

Article II - Other Amendments to Certificate of Formation

This restated certificate of formation amends the certificate of formation. Set forth below is an identification by reference or description of each added, altered, or deleted provision.

The certificate of formation is amended by the alteration of the provisions identified or referenced below. A full text version of each altered provision so identified or referenced follows:

Article II - Purpose

The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. In particular, the Corporation facilitates and provides information, education and social support so that all people can have the opportunity to live a healthy and full life.

Article XIII - Distribution of Assets Upon Winding Up

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article III - Approval of Amendments

This filing amending the certificate of formation has been approved in the manner required by the Code and by the governing documents of the Corporation.

Article IV - Effective Date of Filing

This certificate of formation becomes effective when the document is filed by the secretary of state.

Article V - Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: March 20, 2009

LIVE Consortium, Inc.

By: 

Beau Miller, President

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF FORMATION OF
LIVE CONSORTIUM, INC.
A NON-PROFIT CORPORATION**

FILED
In the Office of the
Secretary of State of Texas
JUN 29 2009
Corporations Section

This certificate of amendment is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I – Entity Name and Type

The name of the entity as currently shown in the records of the secretary of state and the type of filing entity are: LIVE Consortium, Inc., a Texas nonprofit corporation (hereinafter "Corporation"). The Corporation's date of formation is January 9, 2009, and its assigned file number is 801072364.

Article II – Other Amendments to Certificate of Formation

This restated certificate of formation amends the certificate of formation. Set forth below is an identification by reference of description of each added, altered, or deleted provision

The certificate of formation is amended by the alteration of the provisions identified or referenced below. A full text version of each altered provision so identified or referenced follows:

Article II – Purpose

The Corporation is organized exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Texas Tax Code, Section 11.18. In particular, the Corporation shall provide HIV and anti-stigma education, support, research, and advocacy to allow all people, regardless of status, to live healthy and full lives.

Article III – Approval of Amendments

The filing amending the certificate of formation has been approved in the manner required by the Code and by the governing documents of the Corporation.

Article IV – Effective Date of Filing

This certificate of formation becomes effective when the document is filed by the secretary of state.

FILED
JUN 29 2009
CORPORATIONS SECTION

Article V – Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

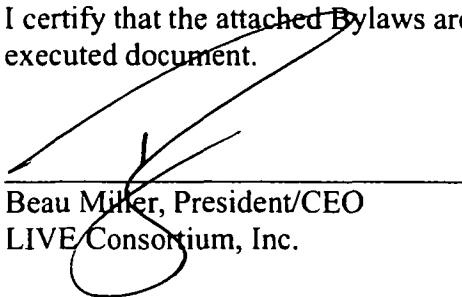
DATE: June 17, 2009

LIVE Consortium, Inc.

BY: 
Bobbie L. Stratton, Secretary

LIVE Consortium, Inc.
EIN: 26-4067731
Attachment to Form 990-EZ

I certify that the attached Bylaws are a complete and accurate copy of the originally executed document.



Beau Miller, President/CEO
LIVE Consortium, Inc.

BYLAWS
OF
LIVE CONSORTIUM, INC.

ARTICLE I
Mission Statement

Section 1.1 Mission Statement. LIVE CONSORTIUM, Inc. facilitates and provides information, education, and social support so that all people can have the opportunity to live a healthy and full life.

ARTICLE II
Members

Section 2.1 Member Managed. LIVE CONSORTIUM, Inc., (the "Corporation"), shall be managed by its Members.

Section 2.2 Membership. Other than a Founding Member (a Member holding an interest in the Corporation at the time of the Corporation's formation), any person may become a Member of the Corporation upon nomination for membership by either the Founder (Beau Miller) or any existing Member and confirmation by a supermajority (a supermajority shall constitute 75% of all voting Members) of voting Members.

Section 2.3 Membership Termination. A Member's membership in the Corporation may only be terminated by voluntary surrender of the membership by the Member, an affirmative vote for involuntary termination of the membership by the other voting Members, or by other provisions as stated herein.

Section 2.4 Transfer of Membership. Membership in the Corporation is neither transferable or assignable.

Section 2.5 Meeting of the Founding Members. The Founding Members of the Corporation, shall meet to adopt these Bylaws, to elect the initial directors, and to transact such other business as may properly come before the meeting.

Section 2.6 Reserved Powers. The Members specifically reserve the power to elect and remove Members, elect and remove directors, and adopt, amend or repeal the Bylaws of the Corporation. Each and every power not specifically reserved herein is granted by the Members to the Board of Directors. Reservation of specific powers shall be reviewed, considered, and amended at each meeting of the Members as necessary.

Section 2.7 Member Meetings. A meeting of the Members of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Members shall fix, which date shall be as often as needed but in any event within thirteen months subsequent to the later of the date of incorporation or the last annual meeting of Members.

Section 2.8 Special Meetings. Special meetings of the Members, for any purpose or purposes prescribed in the notice of the meeting, may be called by (1) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), (2) the President or (3) any Member or Members entitled to cast not less than ten percent (10%) of the votes at the meeting, and shall be held at such place, on such date, and at such time as they shall fix. Business transacted at special meetings shall be confined to the purpose or purposes stated in the notice.

Section 2.9 Notice of Meetings. Written notice of the place, date, and time of all meetings of the Members shall be given not less than seven (7) nor more than sixty (60) days before the date on which the meeting is to be held, to each Member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the laws of the State of Texas or the Certificate of Incorporation of the Corporation).

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 2.10 Quorum. At any meeting of the Members, the holders of a majority of all of the interest entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law or by the Certificate of Incorporation or Bylaws of this Corporation.

If a quorum shall fail to attend any meeting, the holders of a majority of the interest of the Corporation entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date, or time.

If a notice of any adjourned special meeting of Members is sent to all Members entitled to vote thereat, stating that it will be held with those present constituting a quorum, then except as otherwise required by law, those present at such adjourned meeting shall constitute a quorum, and all matters shall be determined by a majority of the votes cast at such meeting.

Section 2.11 Organization. Such person as may be chosen by a majority of the Members who are present, in person or by proxy, shall call to order any meeting of the Members and act as chairman of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chairman appoints.

Section 2.12 Conduct of Business. The chairman of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him in order.

Section 2.13 Proxies and Voting. At any meeting of the Members, every Member entitled to vote may vote in person or by proxy authorized with the procedure established for the meeting.

Each Member shall have one vote.

All voting, except where otherwise required by law, may be by a voice vote; provided, however, that upon demand thereof by a Member entitled to vote or by his or her proxy, a ballot vote shall be taken. Every ballot shall state the name of the Member or proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law or these Bylaws, all other matters shall be determined by a majority of the votes cast.

Section 2.14 Voting List. A complete list of Members entitled to vote at any meeting of Members, arranged in alphabetical order and showing the address of each such Member, shall be open to the examination of any such Member, for any purpose germane to the meeting, during ordinary business hours for a period of at least seven (7) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held.

The voting list shall also be kept at the place of the meeting during the whole time thereof and shall be open to the examination of any such Member who is present. This list shall presumptively determine the identity of the Members entitled to vote at the meeting.

Section 2.15 Member Action by Written Consent. Any action which may be taken at any meeting of Members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the actions so taken, is signed by the minimum number of Members which would be necessary to authorize or take such action at a meeting at which all memberships entitled to vote thereon were present and voted. All such consents shall be filed with the secretary of the Corporation and shall be maintained in the corporate records. Prompt notice of the taking of a corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

ARTICLE III
Board of Directors

Section 3.1 Number and Term of Office. The number of directors shall be fixed from time to time exclusively by the Members pursuant to a resolution adopted by a majority of the Members (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Members for adoption). Subsequently, each director shall be elected by a majority of the Members to fill each directorship and shall hold office until his successor is elected and qualified or until his earlier death, resignation, retirement, disqualification or removal.

Section 3.2 Vacancies and Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, or other cause (other than removal from office by a vote of the Members) may be filled by an affirmative vote of a majority of the Members at a special meeting of the Members properly called for that purpose. Directors so chosen shall hold office until the next annual meeting of Members. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 3.3 Removal. Subject to the limitations stated in the Certificate of Incorporation, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, but only by the affirmative vote of a majority of the Members. Vacancies in the Board of Directors resulting from such removal may be filled by an affirmative vote of a majority of the Members at a special meeting of the Members properly called for that purpose. Directors so chosen shall hold office until the next meeting of Members.

Section 3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by a majority of the directors then in office by the Chairman of the Board or by the President and shall be held at such place, on such date, and at such time as they or he shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than five (5) days before the meeting (one (1) day before the meeting if delivered by an overnight courier service and two (2) days before the meeting if by overseas courier service) or by telephoning, telecopying, telegraphing or personally delivering the same not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 3.6 Quorum. At any meeting of the Board of Directors, a majority of the total number of authorized directors shall constitute a quorum for all purposes. If a quorum shall fail

to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 3.7 Participation in Meetings by Conference Telephone. Members of the Board of Directors, or of any committee of the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting only if the meeting facility is able to accommodate telephone conferencing.

Section 3.8 Conduct of Business. At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 3.9 Powers. The Board of Directors may, except as otherwise required by law or specifically stated herein as reserved to the Members, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:

- (1) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- (2) To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
- (3) To remove any officer of the Corporation with or without cause, and from time to time to pass on the powers and duties of any officer upon any other person for the time being;
- (4) To confer upon any officer of the Corporation the power to appoint, remove and suspend subordinate officers, employees and agents;
- (5) To adopt from time to time such insurance, retirement, and other benefit plans for directors, officers, employees and agents of the Corporation and its subsidiaries as it may determine; and
- (6) To adopt from time to time regulations, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

Section 3.10 Compensation of Directors. Directors, as such, may not receive fixed fees or any other compensation for their services as directors, including, without limitation, their services as members of committees of the Board of Directors.

Section 3.11 Nomination of Director Candidates. Nominations for the election of directors may be made by any Director and/or Member and/or Founder, Beau A. Miller.

ARTICLE IV Committees

Section 4.1 Committees of the Board of Directors. The Board of Directors, by a vote of a majority of the whole Board, may from time to time designate committees of the Board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. Any committee so designated may exercise the power and authority of the Board of Directors to declare a dividend, to authorize the issuance of stock or to adopt an agreement of merger or consolidation if the resolution which designates the committee or a supplemental resolution of the Board of Directors shall so provide. In the absence or disqualification of any member of any committee and any alternate member in his place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section 4.2 Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to Members of all meetings; one-third of the Members shall constitute a quorum unless the committee shall consist of one or two Members, in which event one Member shall constitute a quorum; and all matters shall be determined by a majority vote of the Members present. Action may be taken by any committee without a meeting if all Members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE V Officers

Section 5.1 Generally. The officers of the Corporation shall consist of a President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, and such other officers as may from time to time be appointed by the Board of Directors. Officers shall be elected by the Board of Directors. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any number of offices may be held by the same person.

Section 5.2 Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or as provided by these Bylaws.

Section 5.3 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Corporation. He shall preside at all meetings of the Members. He shall have the general powers and duties of management usually vested in the office of president of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 5.4 Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Director, shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

Section 5.5 Chief Financial Officer. The Chief Financial Officer shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.

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

Section 5.6 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, committees of the Board, and Members. Such minutes shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these Bylaws or the laws of the State of Texas. The Secretary shall keep, or cause to be kept at the principal executive office or at the office of the Corporation's transfer agent or registrar, a record of its Members, giving the names and addresses of all Members.

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

Section 5.7 Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section 5.8 Removal. Any officer of the Corporation may be removed at any time, with or without cause, by the Board of Directors.

Section 5.9 Action With Respect to Securities of Other Corporations. Unless otherwise directed by the Board of Directors, the President or any officer of the Corporation authorized by the President shall have power to vote and otherwise act on behalf of the Corporation, in person or by proxy, at any meeting of Members of or with respect to any action of Members of any other corporation in which this Corporation may hold securities and otherwise to exercise any and all rights and powers which this Corporation may possess by reason of its ownership of securities in such other corporation.

ARTICLE VI Notices

Section 6.1 Notices. Except as otherwise specifically provided herein or required by law, all notices required to be given to any Member, director, officer, employee or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage paid, or by sending such notice by prepaid telegram, mailgram, teletype or commercial courier service. Any such notice shall be addressed to such Member, director, officer, employee or agent at his or her last known address as the same appears on the books of the Corporation. The time when such notice shall be deemed to be given shall be the time such notice is received by such Member, director, officer, employee or agent, or by any person accepting such notice on behalf of such person, if hand delivered, or the time such notice is dispatched, if delivered through the mails or by telegram, courier or mailgram.

Section 6.2 Waivers. A written waiver of any notice, signed by a Member, director, officer, employee or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Member, director, officer, employee or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver. Attendance of a person at a meeting shall constitute a waiver of notice for such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII Miscellaneous

Section 7.1 Facsimile Signatures. In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 7.2 Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be

kept and used by the Chief Financial Officer or by an Assistant Secretary or other officer designated by the Board of Directors.

Section 7.3 Reliance Upon Books, Reports and Records. Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant, or by an appraiser.

Section 7.4 Fiscal Year. The fiscal year of the Corporation shall be as fixed by the Board of Directors.

Section 7.5 Time Periods. In applying any provision of these Bylaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

ARTICLE VIII Indemnification of Directors and Officers

Section 8.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or as a controlling person of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 8.2, the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if (a) such indemnification is expressly required to be made by law, (b) the action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation, (c) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under Texas law, or (d) the action, suit or proceeding (or part thereof) is brought to establish or enforce a right to indemnification under an indemnity agreement or any other statute or law or otherwise as required under Texas law. The rights hereunder shall be contract rights and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if Texas law then so requires, the payment of such expenses incurred by a director

or officer of the Corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

Section 8.2 Right of Claimant to Bring Suit. If a claim under Section 8.1 is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if such suit is not frivolous or brought in bad faith, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to this Corporation) that the claimant has not met the standards of conduct which make it permissible under Texas law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its Members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Texas General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its Members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that a claimant has not met such applicable standard of conduct.

Section 8.3 Non-Exclusivity of Rights. The rights conferred on any person by Sections 8.1 and 8.2 shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of Members or disinterested directors or otherwise.

Section 8.4 Indemnification Contracts. The Board of Directors is authorized to enter into a contract with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing for indemnification rights equivalent to or, if the Board of Directors so determines, greater than, those provided for in this Article VIII.

Section 8.5 Insurance. The Corporation may maintain insurance to the extent reasonably available, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Texas law.

Section 8.6 Effect of Amendment. Any amendment, repeal or modification of any provision of this Article VIII by the Members of the Corporation shall not adversely affect any

right or protection of a director or officer of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX
Amendments

The Members expressly reserve the power to adopt, amend or repeal the Bylaws of the Corporation. Any adoption, amendment or repeal of Bylaws of the Corporation by the Members shall require the approval of a supermajority of the total number of Members.

SECRETARY'S CERTIFICATE OF ADOPTION OF
THE BYLAWS OF
LIVE CONSORTIUM, Inc.

I hereby certify:

That I, Bobbie Stratton, am the duly elected Secretary of LIVE CONSORTIUM, Inc., a Texas corporation;

That the foregoing Bylaws comprising twelve (12) pages, constitute the Bylaws of said corporation as duly adopted by the sole incorporator of the Corporation, Beau A. Miller on January 9th, 2009, and amended by the Founding Members on May 19th, 2009.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 19th day of May, 2009.

 _____, Secretary

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box X
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization LIVE CONSORTIUM, INC	Employer identification number 26-4067731
	Number, street, and room or suite no. If a P O box, see instructions P.O. BOX 130897	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77219	

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

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ► BOBBIE STRATTON

Telephone No. ► 713 650-9700 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 08/15, 2010 to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year _____ or
- tax year beginning 01/09, 2009 and ending 12/31, 2009

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

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

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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 LIVE CONSORTIUM, INC	Employer identification number 26-4067731
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 130897	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77219	

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

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOPI 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 BOBBIE STRATTON
Telephone No 713 650-9700 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 11/15/2010
- 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 INFO IS NEEDED TO PREPARE A COMPLETE AND ACCURATE 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 \$	None
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 \$	None

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 M. Paige Green Title CPA Date 7/20/09

BKD, LLP
2800 POST OAK BLVD., STE 3200
HOUSTON, TX 77056

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