



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax**2009**Department of the Treasury
Internal Revenue ServiceUnder 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

Open to Public Inspection**For the 2009 calendar year, or tax year beginning****, 2009, and ending**

B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See specific instructions.	C Name of organization Center of Research, Technology and Entrepreneurial Exchange		D Employer Identification Number 30-0082817
		Number and street (or P O box if mail is not delivered to street addr) Room/Suite 911 Washington Avenue 7th Floor		E Telephone number (314) 231-2800
		City, town or country State ZIP code + 4 Saint Louis MO 63101-1290		G Gross receipts \$ 5,559,976.
		F Name and address of principal officer 911 Washington Ave. St. Louis MO 63101		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) ▶ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ N/A				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of Formation 2002 M State of legal domicile MO				

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>Prevention of Community Deterioration</u>	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 12
	5 Total number of employees (Part V, line 2a)	5
	6 Total number of volunteers (estimate if necessary)	6 0
Revenue	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 0.
	b Net unrelated business taxable income from Form 990-E, line 34	7b
	8 Contributions and grants (Part VIII, line 1h)	Prior Year 5,529,775. Current Year 2,750,500.
	9 Program service revenue (Part VIII, line 2g)	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	215,887. 40,137.
	11 Other revenue (Part VIII, column (A), lines 5, 6d-8c, 9e-10e, and 11e)	2,586,235. 2,769,339.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,331,897. 5,559,976.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	352,557. 11,498,148.
	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)	
Expenses	16a Professional fundraising fees (Part IX, column (A), line 11e)	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	3,869,318. 3,865,191.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	4,221,875. 15,363,339.
	19 Revenue less expenses Subtract line 18 from line 12	4,110,022. -9,803,363.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year 45,046,859. End of Year 40,202,479.
	21 Total liabilities (Part X, line 26)	30,805,432. 34,764,455.
	22 Net assets or fund balances Subtract line 21 from line 20	14,241,427. 5,438,024.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
	Signature of officer <i>Harvey A. Harris</i>	Date <i>9/15/2010</i>
Paid Preparer's Use Only	Preparer's signature <i>Accord</i>	Date <i>9/15/10</i>
	Firm's name (or yours if self-employed), address, and ZIP + 4 THE STOLAR PARTNERSHIP LLP 911 WASHINGTON AVE., 7TH FLOOR SAINT LOUIS MO 63101-1290	Preparer's identifying number (see instructions) EIN ▶ Phone no ▶ (314) 231-2800
	Check if self-employed <input type="checkbox"/>	

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

☒ Yes ☐ No**BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.**

TEEA0101 07/20/09 Form 990 (2009)

SCANNED OCT 12 2010

2
5

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

Prevention of Community Deterioration2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 1,000,000. including grants of \$ 1,000,000.) (Revenue \$ 0.)CORTEX made a contribution to BioGenerator, a Missouri nonprofit organization that is exempt from taxation under I.R.C. Section 501(c)(3). BioGenerator works to transform promising research technologies into commercial ventures. BioGenerator's goals are similar to those of CORTEX.4b (Code _____) (Expenses \$ 10,438,148. including grants of \$ 10,438,148.) (Revenue \$ 0.)St. Louis Life Sciences, a Missouri nonprofit 501(c)(3), was established to capture economic potential by translating the great scientific research of the region into commercial activity, both through new start-ups and the growth of mature companies. Objectives include building and sustaining research capacity, commercialization of new technologies, ensuring the availability of state-of-the-art lab space, developing a full continuum of venture capital for emerging companies and collaborating across state and nation on public policy that nurtures new life science initiatives.4c (Code _____) (Expenses \$ 50,000. including grants of \$ 50,000.) (Revenue \$ 0.)Central West End Midtown Development is a nonprofit neighborhood association for the Central West End/Midtown area of the city of St. Louis. The mission of CWEMD is to fulfill the vision of the Central West End and Midtown as the premier full-service neighborhood in St. Louis, MO. CWEMD is committed to promoting quality residential and commercial development, implementing infrastructure and beautification projects, improving security, marketing the area to new residents and visitors, and finding funding sources for neighborhood improvement projects. The contribution to CWEMD will be used to fund community services, infrastructure, security, planning and transit facilities in the Central West End/Midtown area.

4d Other program services (Describe in Schedule O)

(Expenses \$ 3,624,439. including grants of \$ 10,000.) (Revenue \$ 0.)4e Total program service expenses ▶ 15,112,587.

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?		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		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		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		
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		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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		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		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		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	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 statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		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		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		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		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		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		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		X
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		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? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	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? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		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? <i>If 'Yes,' complete Schedule J</i>		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, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
25b 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? <i>If 'Yes,' complete Schedule L, Part I</i>		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? <i>If 'Yes,' complete Schedule L, Part II</i>		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? <i>If 'Yes,' complete Schedule L, Part III</i>		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)		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>	X	
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28c 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? <i>If 'Yes,' complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		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? <i>If 'Yes,' complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		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? <i>If 'Yes,' complete Schedule R, Part VI</i>		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	X	

BAA

Form 990 (2009)

(*) Line 27 - SEE SCHEDULE L AND IT'S ATTACHED STATEMENT

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		
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> 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?		X
3b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		
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)?		X
4b	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?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
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?		X
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?		X
7b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
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?		X
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make any distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from other members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		

BAA

Form 990 (2009)

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	12
b Enter the number of voting members that are independent	1b	12
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 or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O	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 of 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. Disclosures

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

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
 ► CORTEX 911 Washington Ave St. Louis MO 63101 (314) 231-2800

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**

1 a 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 employees.'
- 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)						(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Richard Roloff President	3.00			X				0.	0.	0.
Henry S. Webber Vice President	3.00	X		X				0.	0.	0.
Robert Woodruff Vice President	3.00	X		X				0.	0.	0.
Lewis A. Levey President for Development	3.00	X		X				0.	0.	0.
Harvey A. Harris Secretary	3.00			X				0.	0.	0.
John P. Dubinsky Treasurer	3.00	X		X				0.	0.	0.
Chris Volz Assistant Secretary	3.00			X				0.	0.	0.
Donn Rubin Assistant Treasurer	3.00	X		X				0.	0.	0.
Lawrence Biondi, S.J. Director	3.00	X						0.	0.	0.
Robert Cannon Director	3.00	X						0.	0.	0.
Richard C.D. Fleming Director	3.00	X						0.	0.	0.
Thomas F. George Director	3.00	X						0.	0.	0.
Bob Herleth Director	3.00	X						0.	0.	0.
Steven H. Lipstein Director	3.00	X						0.	0.	0.
Marcia B. Mellitz Director	3.00	X						0.	0.	0.
Peter Raven Director	3.00	X						0.	0.	0.
Mark S. Wrigton Director	3.00	X						0.	0.	0.

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W 2/1099-MISC)	(E) Reportable compensation from related organizations (W 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
Rodney Crim Ex-Officio	3.00	X						0.	0.	0.
William H. Danforth Director	3.00	X						0.	0.	0.
Tom Irwin Ex-Officio	3.00	X						0.	0.	0.
William Kauffman Ex-Officio	3.00	X						0.	0.	0.
Joseph D. Roddy Ex-Officio	3.00	X						0.	0.	0.
1 b Total								0.	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

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4		X
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

(A) Name and business address	(B) Description of Services	(C) Compensation
Enhanced Value Strateg 1401 S. Brentwood St. Louis MO 63144	Admin/Financial Mgt and Reporting	283,921.
Blackwell Professional 9378 Olive Blvd St. Louis MO 63132	Security Svs	133,346.

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 ▶ 2

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	1 a					
	b Membership dues	1 b					
	c Fundraising events	1 c					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e 2,750,500.					
	f All other contributions, gifts, grants, and similar amounts not included above	1 f					
	g Noncash contribns included in lns 1a-1f	\$					
h Total. Add lines 1a-1f			2,750,500.				
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)		40,137.	0.	0.	40,137.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
		2,702,114.					
		b Less rental expenses					
		c Rental income or (loss)	2,702,114.				
	d Net rental income or (loss)		2,702,114.	2,702,114.	0.	0.	
	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 Management Fee		541900	67,225.	67,225.	0.	0.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			67,225.				
12 Total revenue. See instructions			5,559,976.	2,769,339.	0.	40,137.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	11,498,148.	11,498,148.		
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				
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				
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	80,443.	43,113.	37,330.	0.
c Accounting				
d Lobbying				
e Prof fundraising svcs. See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	884,269.	884,269.	0.	0.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,465,574.	1,465,574.	0.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	837,378.	796,679.	40,699.	0.
23 Insurance	41,993.	34,481.	7,512.	0.
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 Bank Charges	2,711.	2,630.	81.	0.
b Consulting Fees	298,459.	242,739.	55,720.	0.
c Executive Search Costs	90,477.	0.	90,477.	0.
d Miscellaneous	19,795.	862.	18,933.	0.
e Security	144,092.	144,092.	0.	0.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	15,363,339.	15,112,587.	250,752.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	14,793,788.	1	9,732,995.
	2 Savings and temporary cash investments		2	245,000.
	3 Pledges and grants receivable, net	0.	3	
	4 Accounts receivable, net	230.	4	819.
	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	41,403.	9	32,770.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 33,497,305.		
	b Less accumulated depreciation	10b 3,309,003.	30,211,405.	10c 30,188,302.
	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	33.	15	2,593.
16 Total assets Add lines 1 through 15 (must equal line 34)	45,046,859.	16	40,202,479.	
LIABILITIES	17 Accounts payable and accrued expenses	130,999.	17	1,496,589.
	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	28,639,880.	23	27,639,920.
	24 Unsecured notes and loans payable to unrelated third parties	1,959,553.	24	5,627,946.
	25 Other liabilities Complete Part X of Schedule D	75,000.	25	0.
	26 Total liabilities Add lines 17 through 25	30,805,432.	26	34,764,455.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	14,241,427.	27	5,438,024.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	14,241,427.	33	5,438,024.
	34 Total liabilities and net assets/fund balances	45,046,859.	34	40,202,479.

BAA

Form 990 (2009)

Part XI Financial Statements and Reporting

- 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?

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

- 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?

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?

- 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

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

BAA

Form 990 (2009)

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

Center of Research, Technology and Entrepreneurial Exchange

Employer identification number

30-0082817

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 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 carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III – Functionally integrated d ☐ Type III – Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g ☐ Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (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?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organizations

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule **A** (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	10,662,500.	25,000.	0.	5,529,775.	2,750,500.	18,967,775.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 Total. Add lines 1 through 3	10,662,500.	25,000.	0.	5,529,775.	2,750,500.	18,967,775.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						18,967,775.

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	10,662,500.	25,000.	0.	5,529,775.	2,750,500.	18,967,775.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	441,342.	2,400,392.	2,445,270.	2,676,536.	2,742,251.	10,705,791.
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.)		380,263.	118,972.	125,586.	67,225.	692,046.
11 Total support. Add lines 7 through 10						30,365,612.
12 Gross receipts from related activities, etc. (see instructions)						12 11,417,063.

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

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	62.46%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	71.21%

16a 33-1/3 support test – 2009. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ☒

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 ☐

BAA

Schedule A (Form 990 or 990-EZ) 2009

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the 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 yr 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 on 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 lns 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. ▶ <input type="checkbox"/>						

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. ▶ <input type="checkbox"/>		
b 33-1/3 support tests – 2008. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶ <input type="checkbox"/>		

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

Other Income Part II, Line 10 _____

Description: Management Fee _____

2006: 380263. _____

2007: 118972. _____

2008: 125586. _____

2009: 67225. _____

**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, lines 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

Employer identification number

Center of Research, Technology and Entrepreneurial Exchange

30-0082817

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or 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 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 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 easement 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 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 d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

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

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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

(i) unrelated organizations

(ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
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		5,425,702.		5,425,702.
b Buildings		20,856,965.	2,169,859.	18,687,106.
c Leasehold improvements		2,915,232.	202,750.	2,712,482.
d Equipment				
e Other		4,299,406.	936,394.	3,363,012.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				30,188,302.

BAA

Schedule D (Form 990) 2009

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. (Column (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. (Column (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
Interest Receivable	2,593.
Total. (Column (b) must equal Form 990, Part X, col (B), line 15)	2,593.

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Security Deposits	0.
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	0.

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 Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	5,559,976.
2	Total expenses (Form 990, Part IX, column (A), line 25)	15,363,339.
3	Excess or (deficit) for the year Subtract line 2 from line 1	-9,803,363.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	999,960.
9	Total adjustments (net) Add lines 4 through 8	999,960.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	-8,803,403.

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	5,559,976.
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	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	5,559,976.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	5,559,976.

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

1	Total expenses and losses per audited financial statements	1	15,363,339.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	15,363,339.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	15,363,339.

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.

Pt XI Line 8 _____ Forgiveness of Indebtedness _____

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 21 or 22.
▶ **Attach to Form 990.**

Name of the organization
Center of Research, Technology and Entrepreneurial Exchanges

Center of Research, Technology and Entrepreneurial Exchange

Downloaded from <http://ajphaphysiol.physiology.org/> by University of California, San Diego on June 11, 2015

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use

11

2	Enter total number of section 501(c)(3) and government organizations	4
3	Enter total number of other organizations	0

TEEA3901 02/10/10

Schedule I (Form 990) 2009

SCHEDULE L
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Transactions with Interested Persons**

► Complete if the organization answered
'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009**Open to Public
Inspection**

Name of the organization

Center of Research, Technology and Entrepreneurial Exchange

Employer identification number

30-0082817

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

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

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total				► \$						

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
Donn Rubin	See Attached	10,438,148. Grant

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
The Stolar Partnership, LLP	Independent Contractor	54,950.	Legal Services		X
Enhanced Value Strategies, Inc.	Independent Contractor	283,921.	Admin/Financial Mgmt and Reporting		X

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

Schedule L (Form 990 or 990-EZ) 2009

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2009

Department of the Treasury
Internal Revenue Service

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

Open to Public
Inspection

Name of the organization

Employer identification number

Center of Research, Technology and Entrepreneurial Exchange

30-0082817

Pt VI-A, Line 6 Center of Research, Technology and Entrepreneurial Exchange

has four permanent members and a maximum of seven regular

members and seven Ex-Officio members.

Pt VI-A, Line 7a Each permanent member has the right to elect two Directors.

Each regular member and Ex-Officio member has the right to elect

one Director. Permanent and regular members have voting

rights in all matters. Ex-Officio members have no voting

rights except for Directors.

Pt VI-A, Line 7b The members oversee the actions of the Board of Directors.

Pt VI-C, Line 19 Any documents are made available upon request at the

organization's offices.

Pt VI-B, Line 11a Upon completion, the Form 990 is given to the President,

Treasurer, and Secretary for review prior to filing.

Pt VI-B, Line 12c Based upon answers to the Conflict of Interest questionnaire

discussion is held among the Board Members as to any

action necessary.

Pt VI-A, Line 4 The organization changed its name. A copy of the amended

articles is attached.

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, lines 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009



Name of the organization Center of Research, Technology and Entrepreneurial Exchange	Employer identification number 30-0082817
---	--

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
CORTEX West Development I, L.L.C. 20-2066640 911 Washington Ave, 7th Floor, St. Louis 63101	Real Estate Development	MO	2,702,560.	30,766,029.	N/A

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

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, or 36.)**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 (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(1) CORTEX West Redevelopment Corporations	m, p	57,392.
(2)		
(3)		
(4)		
(5)		
(6)		

Part VI

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total asset or gross

[illegible]

Schedule O (Form 990), Supplemental Information to Form 990

Form 990, Page 2, Part III, Line 4d (continued)

4d Describe the exempt purpose achievements for each of the organization's other program services. Section 501(c)(3) and (4) organizations and 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.

Code:	Description:	See Attached
Expenses	3,624,439.	
Grants Of	10,000.	
Revenue	0.	

**Center of Research, Technology and
Entrepreneurial Expertise (CORTEX)
911 Washington Avenue, 7th Floor
St. Louis, Missouri 63101-1290**

Form 990, Part IV, Line 27

CORTEX contributed \$10,438,148 to St. Louis Life Sciences Project, a Missouri nonprofit 501(c)(3) organization during the year ended December 31, 2009. Donn Rubin, CORTEX's assistant Treasurer and member of the Board of Directors also serves as the Executive Director of St. Louis Life Sciences Project and was appointed by the Coalition for Plant and Life Sciences, another affiliated organization . The instructions for Part IV, Line 27 and Schedule L would indicate that this transaction need only be disclosed if the recipient organization were a for profit entity. However, in an effort to make full disclosure, CORTEX is disclosing this relationship.

**Center of Research, Technology and
Entrepreneurial Expertise (CORTEX)
911 Washington Avenue, 7th Floor
St. Louis, Missouri 63101-1290**

Form 990, Part III, Line 4d

CORTEX contributed \$10,000 to The Missouri Biotechnology Association. The Missouri Biotechnology Association is a nonprofit trade association dedicated to development and growth of the Missouri biotechnology and biomedical industry. By supporting basic research in the life sciences, development of a highly educated work force and providing a friendly environment for attracting and founding new business, the Missouri Biotechnology Association intends to make a significant impact on Missouri economic development.

The Missouri Biotechnology Association:

- **Supports life science research using the tools of biotechnology**
- **Supports "spinning off" research discoveries to develop and manufacture new products and establish new businesses in Missouri**
- **Encourages a stronger commitment to the life sciences, mathematics and biotechnology curricula for K-12 and institutions of higher education in Missouri**
- **Promotes legislation to support education, research, business development and manufacturing in the state of Missouri**
- **Participates in the creation and distribution of MOBIO member and Missouri biotech industry directories**
- **Provides special educational and networking programs for the biotech industry and the general public**
- **Provides human resource, intellectual property, group purchasing, and insurance services guidance for its membership**

CORTEX serves as the manager of St. Louis Land Company, L.L.C. (SLLC), a Missouri limited liability company, that serves as a land holding entity in the revitalization of an approximate 1,000 acre tract of land in midtown St. Louis that will serve as a center of research, technology and entrepreneurial expertise. CORTEX is the sole manager of SLLC and incurred expenses in developing and maintaining the property. CORTEX also paid the property taxes associated with the real property.



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
N00069367
Date Filed: 06/10/2010
Robin Carnahan
Secretary of State

**Articles of Amendment
for a Nonprofit Corporation**
(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Center of Research, Technology and Entrepreneurial Expertise
2. The amendment was adopted on 2/26/2010 and changed article(s) I, II, III, IV, V, VI, VII, VIII, IX, X, XI to state as follows.
month/day/year
See Amended and Restated Articles of Incorporation attached hereto.

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5). ☐

4. If approval by members was required, check here and provide the following information: ☐

A. Number of memberships outstanding:

B. Complete either C or D:

C. Number of votes for and against the amendment(s) by class was:

Class	Number entitled to vote	Number voting for	Number voting against
Perm Members	<u>4</u>	<u>4</u>	<u> </u>
Reg Members	<u>7</u>	<u>7</u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained. ☐

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

[Signature]
Authorized Signature of officer or chairman of the board

Dennis Lower
Printed Name

President
Title

5/26/10
Date

Name and address to return filed document:

Name: Chris Volz, c/o The Stolar Partnership LLP

Address: 911 Washington Avenue

City, State, and Zip Code: St. Louis, MO 63101

State of Missouri
Amend/Restate - NonProfit 9 Page(s)



T1016111524

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTER OF RESEARCH, TECHNOLOGY
AND ENTREPRENEURIAL EXCHANGE**

Under the Missouri Not-for-Profit Corporation Law (the "Act"), and with the approval of all Voting Members, Center of Research, Technology and Entrepreneurial Expertise hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I: NAME OF CORPORATION

_____The name of the corporation is Center of Research, Technology and Entrepreneurial Exchange _____
(the "Corporation").

ARTICLE II: CLASSIFICATION

The Corporation is a public benefit corporation.

ARTICLE III: DURATION

The duration of the Corporation is perpetual.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent is:

Harvey A. Harris

The address of the Corporation's initial registered office in the State of Missouri is:

911 Washington Avenue, 7th Floor
St. Louis, MO 63101

ARTICLE V: MEMBERS

(A) Classes of Members. The Corporation shall have the following three (3) classes of members, of which one (1) class shall be "Ex-Officio" with limited rights as provided below (collectively, "Members"):

1. "Permanent Members" – The Permanent Members currently are as follows:

The Washington University in St. Louis
BJC HealthCare
Saint Louis University
The Curators of the University of Missouri,
on behalf of the University of Missouri– St. Louis

2. "Regular Members" – The Regular Members currently are as follows:

The Coalition for Plant and Life Sciences (or its successor organization)
Dr. William Danforth
John Dubinsky
William Kauffman
John F. McDonnell
Missouri Botanical Garden
St. Louis Regional Chamber and Growth Association

3. "Ex-Officio Members" – The Ex-Officio Members currently are as follows:

Alderman of the 17th Ward of the City of St. Louis
A Representative of Civic Progress
Lewis A. Levey
Mayor of the City of St. Louis

(B) Voting. Two classes of Members—Permanent and Regular—have voting rights (the "Voting Members") as subsequently provided for in these Articles. Except as otherwise specifically provided in these Articles for the election of Directors, each Voting Member shall have one vote, and the vote of a majority of all Voting Members shall be required to take any action; provided that in certain instances, as hereinafter provided in these Articles, the affirmative majority vote must include one or more Permanent Members to authorize, adopt, or approve a given action. Ex-Officio Members shall not be deemed members for any purposes of the Act and shall have no voting rights other than for the election of Ex-Officio Directors, as subsequently provided for in these Articles.

(C) Additional Members. The Voting Members may select additional Members upon the affirmative vote of a majority of the Voting Members, which majority must include at least seventy-five percent (75%) of the Permanent Members.

(D) Member Representatives. Each Member which is an entity, the Mayor of the City of St. Louis and the Alderman of the 17th Ward of the City of St. Louis, shall have the right from time to time to designate in writing by proxy as provided in the By-Laws of the Corporation, an individual to serve as such Member's representative with all the rights and powers of such Member.

(E) Election of Directors by Members. Each Permanent Member shall have the right to elect two Directors to the Board of Directors. Each Regular Member shall have the right to elect one Director to the Board of Directors. Each Ex-Officio Member shall have the right to elect one Director to the Board of Directors, however such Director ("Ex-Officio Director") shall not have any voting rights whatsoever and shall not otherwise have any rights as a director under the Act.

(F) General Reserved Rights of Members. There shall be certain "General Reserved Rights" with respect to certain actions by the Corporation which may not be authorized by Board action. These General Reserved Rights, and the voting requirements of the Voting Members respecting same, shall be as follows:

1. Member Criteria. The establishment of conditions governing admission and discharge of Members shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.

2. Establishment of Affiliates. The establishment of any "Affiliate" (as that term is defined in the By-Laws of the Corporation) shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.
3. Disposition of Property. The disposition of any property by the Corporation or any Affiliate for less than the total "Holding Costs" (as that term is defined in the By-Laws of the Corporation) shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.
4. Land Use Plan. The establishment of a broad land use plan for the "CORTEX District" (as that term is defined in the By-Laws of the Corporation) shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.
5. Financing Authority. The authority of the Corporation to issue taxable or tax-exempt bonds, or to create a Tax Increment Financing District and/or other special taxing districts, shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.
6. Disposition of Affiliate. The sale or other disposition of any Affiliate, or any material change in the governance documents of any of them, shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.
7. Dissolution of the Corporation. The dissolution and liquidation of the Corporation, including the disposition of all of its assets and liabilities in connection therewith, shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members.

(G) Special Reserved Rights of Permanent Members. In addition to the foregoing reservation of rights, the Permanent Members shall have the following "Special Reserved Rights"

1. Description of the CORTEX District. The description of the overall area encompassed by the CORTEX District shall require the affirmative vote of a majority of the Voting Members, which majority must include all five of the Permanent Members.
2. Description of Reserved Areas. The description of each "Reserved Area" (as that term is defined in the By-Laws of the Corporation) shall require the affirmative vote of a majority of the Voting Members, including the affirmative vote of the Permanent Member(s) identified with such Reserved Area.
3. Acquisition of Property in a Reserved Area. The acquisition of property in a Reserved Area by the Corporation or any Affiliate shall require the prior approval of the Permanent Member(s) Identified with such Reserved Area.

4. Redevelopment Plan. The development plan(s) adopted by an Affiliate that is an Urban Redevelopment Corporation created pursuant to Chapter 353 of the Missouri Revised Statutes, with respect to any Reserved Area, shall require the prior approval of the Permanent Member(s) Identified with such Reserved Area.
5. Participation in Development Financing. The financial participation by the Corporation in any development project (as distinguished from land acquisition, demolition, environmental remediation and/or site infrastructure activities), whether as lender or equity investor, shall require the affirmative vote of a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members, including, in each instance where such development project is in a Reserved Area, the Permanent Member(s) Identified with such Reserved Area, regardless of whether this Permanent Member is participating in such development project.
6. Take-Out Option. Any property in a Reserved Area owned by the Corporation or an Affiliate shall be subject to a "Take-Out Option" (as that term is defined in By-Laws of the Corporation) by the Permanent Member(s) Identified with such Reserved Area (or such Permanent Member's designee).
7. Right of First Refusal. The disposition of any property in a Reserved Area to an outside party shall be subject to a "Right of First Refusal" (as that term is defined in the By-Laws of the Corporation) on the part of such Permanent Member(s) Identified with such Reserved Area (or such Permanent Member's designee).

(H) All Other Rights. Each Voting Member shall have one vote on all other matters upon which Members have voting rights under the Act. Ex-Officio Members shall have no voting or other rights under the Act.

ARTICLE VI: DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed only to such organization or organizations created and operated for nonprofit purposes similar to those of the Corporation as a majority of the Voting Members, which majority must include seventy-five percent (75%) of the Permanent Members, may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Code (as hereinafter defined).

ARTICLE VII: CORPORATION'S PURPOSES

The purposes for which the Corporation is organized are as follows:

(A) By serving as a "Center of Research, Technology and Entrepreneurial Exchange" (CORTEX), the Corporation is organized and shall be operated exclusively for charitable, scientific, and/or educational purposes, including, without limitation, to fight community deterioration and foster urban revitalization by serving as the strategic planning, guiding and motivating catalyst behind the successful acquisition, development, promotion, financing and marketing of multiple properties or tracts of land constituting in the aggregate approximately one thousand (1000) acres in midtown St. Louis, Missouri.

(B) Notwithstanding anything herein to the contrary:

1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
2. The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article VIII.

(C) Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Missouri Nonprofit Corporation Act.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS; INSURANCE

(A) Liabilities Covered

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation or, at the request of the Corporation and in addition to his or her service as a Director or Officer of the Corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.
2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or

her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law.

3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder only if the conduct of the person to be indemnified is finally adjudged to have been performed in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal actions or proceedings, the person had no reasonable cause to believe his or her conduct was unlawful.
4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article IX (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper under the circumstances because the person to be indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article IX (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by a majority of the Voting Members, which majority shall include not less than seventy-five percent (75%) of the Permanent Members. The Corporation shall report any indemnification or advance made under Subparagraph (A) or (C) of this Article IX in writing to the Members with or before the notice of the next Member meeting.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article IX, expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of a written undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article IX.
2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article IX, expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors of the Corporation in a specific case upon receipt of a written undertaking by or on behalf of the person seeking such indemnification to repay

such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX

(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, By-Laws of the Corporation, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or other agent and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

(E) Purchase of Insurance

The Board of Directors may authorize, to the extent permitted by the Missouri Nonprofit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Missouri Nonprofit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article IX, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article IX.

ARTICLE IX: DIRECTORS

The Board of Directors shall consist of up to two (2) Directors appointed by each Permanent Member, one (1) Director appointed by each Regular Member and one (1) "Ex-Officio" Director appointed by each Ex-Officio Member; provided, however, that all Ex-Officio Directors shall be non-voting Directors under all circumstances and shall not be counted as Board members under any provision herein, or otherwise, regarding Board action. The voting Board members shall be entitled to vote on all matters coming before the Board at any regular or special meeting called and held in accordance with the By-Laws of the Corporation or by unanimous written consent.

ARTICLE X: BY-LAWS

A majority of the Members, which majority must include seventy-five percent (75%) of the Permanent Members, shall adopt By-Laws for the regulation and management of the Corporation and such By-Laws shall be consistent with these Articles of Incorporation and the Missouri Nonprofit Corporation Act.

ARTICLE XI: AMENDMENT OF ARTICLES

(A) These Articles of Incorporation may be amended by the Board of Directors to delete the names and addresses of the original Directors, to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the secretary of state, or to change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name.

(B) Except as provided in Paragraph (A) above, these Articles of Incorporation may be amended only upon the approval of a majority of the Voting Members, which majority must include no less than seventy-five percent (75%) of the Permanent Members; provided that any approval of a change to Special Reserved Rights must be approved by any and all Permanent Member(s) who would be adversely affected by such change.

(C) Notice of the meeting at which such amendment is considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Articles and shall contain or be accompanied by a copy or summary of the proposed amendment.

These Amended and Restated Articles of Incorporation amend and supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN AFFIRMATION of the facts stated above,

By: _____

Dennis Lower, President

Date: _____

May 26, 2010

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

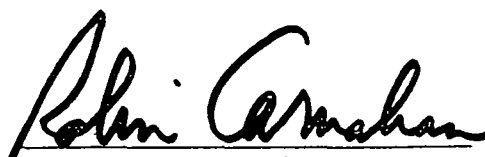
Center of Research, Technology and Entrepreneurial Exchange
N00069367

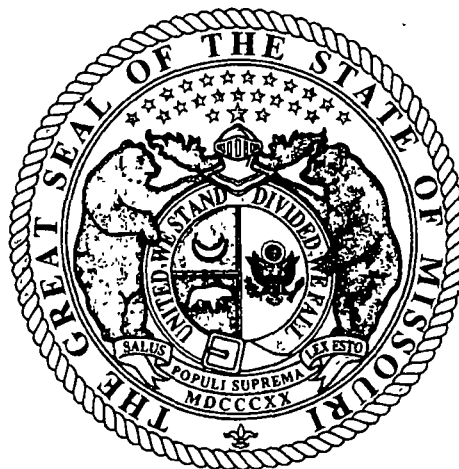
Formerly,

CENTER OF RESEARCH, TECHNOLOGY AND ENTREPRENEURIAL EXPERTISE

a corporation organized under The Missouri Nonprofit Corporation Law has delivered to me its Articles of Amendment and Restatement of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment and Restatement of Articles of Incorporation under The Missouri Nonprofit Corporation Law, and that the Articles of Incorporation of said corporation are amended and restated in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
10th day of June, 2010.


Secretary of State



**Application for Extension of Time To File an
Exempt Organization Return****COPY**
OMB No 1545-1709► **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 ☒
- 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	Employer identification number
	Center of Research, Technology and Entrepreneurial Expertise	30-0082817
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	911 Washington Avenue, #7th Floor	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Saint Louis	MO 63101-1290

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 (section 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 ► CORTEX

Telephone No ► (314) 231-2800

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 Aug 16, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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	\$ 0.
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	\$ 0.
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	\$ 0.

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.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev 4-2009)

FILE COPY

- 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		Employer identification number
	Center of Research, Technology and Entrepreneurial Exchange		30-0082817
	Number, street, and room or suite number If a P O box, see instructions		For IRS use only
	911 Washington Avenue, #7th Floor		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	Saint Louis MO 63101-1290		

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 (section 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	

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 care of CORTEX
Telephone No (314) 231-2800 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 Nov 15, 2010

5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____

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 Taxpayer requests additional time to gather the information necessary to file 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 \$	0.
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 \$	0.
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 instrs	8c \$	0.

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 [Signature] Title Partner Date 8/11/11