Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: CEMEX FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1500 | Room/suite:

City or town, state, and ZIP code: HOUSTON, TX 77251-1500

A Employer identification number: 34-6505254

B Telephone number (see page 10 of the instructions): (713) 650-6200

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,527,908

J Accounting method [X] Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,680	5,680		STATEMENT # 1
	4 Dividends and interest from securities	1,149,186	1,149,186		STATEMENT # 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	19,822	19,822		STATEMENT # 3
	12 **Total.** Add lines 1 through 11	1,174,688	1,174,688	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,978	2,978		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,978	2,978	0	STATEMENT # 4
	25 Contributions, gifts, grants paid	422,413			422,413
	26 Total expenses and disbursements Add lines 24 and 25	425,391	2,978	0	422,413
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	749,297			
	b **Net investment income** (if negative, enter -0-)		1,171,710		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,044,611	1,570,476	1,570,476
	2 Savings and temporary cash investments	0	584,305	584,305
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	0	4,373,127	4,373,127
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,044,611	6,527,908	6,527,908
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,044,611	6,527,908	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,044,611	6,527,908	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,044,611	6,527,908	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,044,611
2	Enter amount from Part I, line 27a	2	749,297
3	Other increases not included in line 2 (itemize) ▶ STATEMENT # 5	3	4,734,000
4	Add lines 1, 2, and 3	4	6,527,908
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,527,908

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0	0
b			0	0
c			0	0
d			0	0
e			0	0

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 0

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	650,259	6,594,694	0.0986
2007	1,188,303	7,613,779	0.1561
2006	1,053,670	7,601,901	0.1386
2005	1,402,399	7,058,096	0.1987
2004	1,101,275	7,471,288	0.1474

2	**Total** of line 1, column (d)	2	0.7394
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.147875
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,918,939
5	Multiply line 4 by line 3	5	727,388
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,717
7	Add lines 5 and 6	7	739,105
8	Enter qualifying distributions from Part XII, line 4	8	422,413

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	23,434
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	23,434
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	23,434
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,721		
b	Exempt foreign organizations-tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,721
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	20,713
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OHIO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CEMEX, INC. Telephone no ▶ (713) 650-6200

Located at ▶ 920 MEMORIAL CITY WAY, SUITE 100, HOUSTON, TX ZIP + 4 ▶ 77024-2649

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No			
	If "Yes," list the years ▶					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)			2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?			4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . [ ] Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . [ ] Yes [X] No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT # 6				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CEMEX FOUNDATION HAS NO DIRECT, ACTIVE INVOLVEMENT IN CHARITABLE ACTIVITIES. SEE PART XV AND ATTACHMENTS FOR LIST OF DONEES.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,371,648
b	Average of monthly cash balances	1b	622,199
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,993,847
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,993,847
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	74,908
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,918,939
6	**Minimum investment return.** Enter 5% of line 5	6	245,947

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	245,947
2a	Tax on investment income for 2009 from Part VI, line 5	2a	23,434		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,434
3	Distributable amount before adjustments Subtract line 2c from line 1			3	222,513
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	222,513
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	222,513

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	422,413
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	422,413
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	422,413

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				222,513
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004 ... 731,425				
b From 2005 ... 1,056,390				
c From 2006 ... 678,551				
d From 2007 ... 815,628				
e From 2008 ... 326,665				
f Total of lines 3a through e	3,608,659			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 422,413				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				65,048
e Remaining amount distributed out of corpus	357,365			
5 Excess distributions carryover applied to 2009 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,966,024			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				157,465
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	731,425			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,234,599			
10 Analysis of line 9				
a Excess from 2005 ... 1,056,390				
b Excess from 2006 ... 678,551				
c Excess from 2007 ... 815,628				
d Excess from 2008 ... 326,665				
e Excess from 2009 ... 357,365				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends rents payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT # 7

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT # 8

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT # 9				
Total . . . . . . ▶ **3a**				422,413
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,038,811	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,038,811	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,038,811

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 10/26/10 Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART I, LINE 3 - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST FROM JPMORGAN CHASE	5,680	5,680
TOTAL	**5,680**	**5,680**

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART I, LINE 4 - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND FROM DIVERSIFIED INVESTMENT ADVISORS	116,055	116,055
INTEREST FROM DIVERSIFIED INVESTMENT ADVISORS	1,033,131	1,033,131
TOTAL	**1,149,186**	**1,149,186**

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART I, LINE 11 - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PLAN SERVICE CREDIT FROM DIVERSIFIED INVESTMENT ADVISORS	19,822	19,822
TOTAL	**19,822**	**19,822**

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER EXPENSES	2,978	2,978
TOTAL	**2,978**	**2,978**

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART III, LINE 3 - OTHER INCREASES NOT INCLUDED IN LINE 2

The Rinker Companies Foundation, Inc (EIN. 59-6139266) ("Rinker") was merged into the CEMEX Foundation (EIN 34-6505254) ("CEMEX") on March 13, 2009 CEMEX assumed all of Rinker's assets and liabilities (approx $4,734,000) as of March 14, 2009.

Pursuant to IRC §4940(e)(6)(A), Part V, Question 1 and Part XIII, Questions 3 and 10 detailed calculation:

Part V, Question 1:

Rinker	x	y	x / y
Base period years	**Adjusted qualifying distributions**	**Net value of noncharitable-use assets**	**Distribution ratio**
2008	324,000	5,459,382	0 059347
2007	458,500	6,461,950	0 070954
2006	626,000	6,687,772	0 093604
2005	546,000	6,818,975	0 080071
2004	519,500	6,935,661	0 074903

CEMEX	x	y	x / y
Base period years	**Adjusted qualifying distributions**	**Net value of noncharitable-use assets**	**Distribution ratio**
2008	326,259	1,135,312	0 287374
2007	729,803	1,151,829	0 633604
2006	427,670	914,129	0 467844
2005	856,399	239,121	3 581446
2004	581,775	535,627	1.086157

Combined	x	y	x / y
Base period years	**Adjusted qualifying distributions**	**Net value of noncharitable-use assets**	**Distribution ratio**
2008	650,259	6,594,694	0 098603
2007	1,188,303	7,613,779	0.156073
2006	1,053,670	7,601,901	0.138606
2005	1,402,399	7,058,096	0 198694
2004	1,101,275	7,471,288	0.147401
Total	**5,395,906**	**36,339,758**	**0.739377**

Part XIII, Questions 3 and 10:

Line 3: Excess distributions carryover to 2009

Year	Rinker	CEMEX	Total
2004	176,541	554,884	731,425
2005	211,639	844,751	1,056,390
2006	296,089	382,462	678,551
2007	142,128	673,500	815,628
2008	56,634	270,031	326,665
Total	**883,031**	**2,725,628**	**3,608,659**

Line 10: Excess distributions carryover to 2010

Year	Rinker	CEMEX	Total
2005	211,639	844,751	1,056,390
2006	296,089	382,462	678,551
2007	142,128	673,500	815,628
2008	56,634	270,031	326,665
2009	-	357,365	357,365
Total	**706,490**	**2,528,109**	**3,234,599**

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE	TIME DEVOTED	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND DEFERRED COMPENSATION	EXPENSE ACCOUNT, OTHER ALLOWANCES
GILBERTO PEREZ 920 MEMORIAL CITY WAY, SUITE 100 HOUSTON, TX 77024	CHAIRMAN, PRESIDENT, TRUSTEE	AS REQUIRED	0	NONE	NONE
ANDREW M. MILLER 920 MEMORIAL CITY WAY, SUITE 100 HOUSTON, TX 77024	TRUSTEE	AS REQUIRED	0	NONE	NONE
LESLIE S. WHITE 920 MEMORIAL CITY WAY, SUITE 100 HOUSTON, TX 77024	TREASURER, SECRETARY, TRUSTEE	AS REQUIRED	0	NONE	NONE
R. FRANK CRADDOCK, JR. 920 MEMORIAL CITY WAY, SUITE 100 HOUSTON, TX 77024	TRUSTEE	AS REQUIRED	0	NONE	NONE

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART XV, LINE 2a - NAME, ADDRESS AND PHONE FOR APPLICATIONS

VICE PRESIDENT, HR, CEMEX, INC
920 MEMORIAL CITY WAY, SUITE 100
HOUSTON, TX 77024
713-650-6200

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

WRITTEN FORMAT; INCLUDE DESCRIPTION OF ORGANIZATION, DOCUMENTATION OF TAX-EXEMPT STATUS, AND DESCRIPTION OF HOW GRANT WOULD BE USED

CEMEX FOUNDATION
EIN: 34-6505254
2009 FORM 990-PF
PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME & ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EXECUTIVE WOMEN OUTREACH, INC. 2300 CENTREPARK WEST DRIVE WEST PALM BEACH, FL 33409	N/A	501(C)(3)	DONATION	8,020
FLORIDA MASONRY APPRENTICE & EDUCATION FOUNDATION, INC. P O BOX 457 BOCA RATON, FL 33429-0457	N/A	501(C)(3)	EDUCATION	153,500
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, NY 10605	N/A	501(C)(3)	DONATION	8,365
RMC RESEARCH & EDUCATION FOUNDATION 900 SPRING STREET SILVER SPRING, MD 20910	N/A	501(C)(3)	DONATION	104,178
WRIGHT STATE UNIVERSITY FOUNDATION 3640 COLONEL GLENN HWY DAYTON, OH 45435-0001	N/A	501(C)(3)	EDUCATION	18,403
VARIOUS CHARITABLE CONTRIBUTIONS (<$5,000 PER DONEE)	N/A	501(C)(3)	DONATION	129,947
TOTAL				422,413

EFTPS

TAXPAYER NAME : CEMEX FOUNDATION	TIN : xxxxx5254

Deposit Confirmation

Your payment has been accepted.

Payment Successful

An EFT acknowledgement number has been provided for this payment Please keep this number for your records.

REMINDER REMEMBER TO FILE ALL RETURNS WHEN DUE!

EFT ACKNOWLEDGEMENT NUMBER:	270069800231322

Payment Information	Entered Data
Taxpayer EIN	xxxxx5254
Tax Form	990PF Return of Private Foundation
Tax Type	Balance due on return or notice
Tax Period	Not Required/2010
Payment Amount	$20,713 00
Settlement Date	10/25/2010

200907101278

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/13/2009	200907101278	MERGER/DOMESTIC (MER)	125 00	100 00	00	00	00

Receipt

This is not a bill Please do not remit payment

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY, SUITE 125
ATTN: TIMOTHY ROBERSON
COLUMBUS, OH 43219

STATE OF OHIO

CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

237293

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CEMEX FOUNDATION

and, that said business records show the filing and recording of:

Document(s):	Document No(s)
MERGER/DOMESTIC	**200907101278**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 11th day of March, A.D. 2009

Ohio Secretary of State

AMENDED AND RESTATED BYLAWS OF

CEMEX FOUNDATION

AS OF JULY 21, 2010

TABLE OF CONTENTS
TO THE AMENDED AND RESTATED BYLAWS OF
CEMEX FOUNDATION

AMENDED AND RESTATED BYLAWS OF CEMEX FOUNDATION

ARTICLE 1

NAME AND PURPOSE

1.1 Name. The name of the corporation is Cemex Foundation (hereinafter the corporation will be referred to as the "Corporation").

1.2 Purposes. The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as set forth in the Articles of Incorporation of the Corporation. The Corporation shall be operated exclusively for such purposes, and 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 such purposes, no part of its net earnings shall inure to the benefit of, or be distributable to, any trustee, officer or other private person. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Further, all funds and money received from the operation of the Corporation shall be used solely for the furtherance of the aims and purposes of the Corporation.

1.3 Offices. The address of the Corporation's registered agent in the State of Ohio is 1300 East 9th Street, Cleveland, Ohio, 44114. The name of the Corporation's registered agent at such address is CT Corporation System. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Ohio, as the Board of Trustees may from time to time determine or as the activities of the Corporation may require.

ARTICLE 2
MEMBERSHIP

2.1 Membership. The sole member of the Corporation is CEMEX, Inc. ("CEMEX").

ARTICLE 3

BOARD OF TRUSTEES

3.1 Number, Qualification, Tenure, Resignation, Removal, and Vacancies.

(a) Number. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a Board of Trustees (the "Board of Trustees") which shall consist of not less than three (3) persons or more than nine (9) persons. The current number of trustees is six (6).

(b) Qualification. The trustees need not be residents of the State of Ohio, but no individual shall be qualified to be a candidate for election as a trustee, unless such candidate is a member of the Board of Trustees, and or an officer or employee of CEMEX.

(c) Tenure.

(1) Each trustee shall serve for a period of one year (a "term") and until his or her successor shall have been duly elected and qualified unless such trustee resigns under Section 3.1(d) of these bylaws or is removed in the manner specified in Section 3.1(e) of these bylaws. A trustee may serve for more than one term.

(2) Each successor to a trustee whose term has expired shall be elected in the manner specified in paragraph 3.2 of these bylaws and each such successor shall hold office for a term commencing upon the date of his or her election and ending upon the date of the annual meeting of the Board of Trustees following the date of his or her election, except that, in the case of an election to fill a vacancy in a seat on the Board of Trustees, the term of the successor shall be for the unexpired term of the former occupant thereof or until the next annual meeting of the Board of Trustees, whichever is longer.

(d) Resignation. Each trustee shall have the right to resign at anytime upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(e) Removal. The Board of Trustees may remove at any time any trustee or advisory director from office when such removal is determined by the Board of Trustees to be in the best interest of the Corporation. Such determination shall be made by an affirmative vote of a majority of the members of the Board of Trustees (other than the trustee to be removed) at any meeting of the Board of Trustees.

(f) Vacancies. A vacancy shall be declared in any seat on the Board of Trustees upon the death, resignation, or removal of the occupant thereof or upon the disability of the occupant rendering him or her permanently incapacitated as defined in paragraph 12.4 of these bylaws.

3.2 Election. The Board of Trustees shall be elected by the governing body of CEMEX. Each successor to a trustee whose term shall have expired or will expire on or before the next annual meeting of the Board of Trustees shall be elected by the governing body of CEMEX at any regular or special meeting thereof which meeting is no more than sixty (60) days before the annual meeting of the Board of Trustees for the year in which the term of such trustee expired or will expire. If the governing body of CEMEX has not elected one or more successor trustees as of the date of the annual meeting of the Board of Trustees for the year in which the term of such trustee or trustees has expired or will expire, such successor trustee or trustees shall be elected by the governing body of CEMEX at the regular or special meeting thereafter when the governing body of CEMEX does elect the successor trustee or trustees. Any trustee may be elected to succeed himself or herself and may vote for himself or herself (through the governing body of CEMEX) in such election.

(a) Vacancy. Any vacancy in any trusteeship shall be filled by election under the procedure described in paragraph 3.2 of these bylaws above.

(b) Increase in Number of Trustees. In the event that the number of trustees constituting the Board of Trustees is increased by amendment to these bylaws, any trusteeship to be filled by reason of said increase shall be filled by election by the governing body of CEMEX at the regular or special meeting thereafter when the governing body of CEMEX elects such trustee or trustees.

3.3 Annual Meeting. The annual meeting of the Board of Trustees shall be held at such time, date, and place as the Board of Trustees shall from time to time determine, for the election of officers, and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give not less than ten (10) or not more than sixty (60) days notice of the time, place and date of the annual meeting to each trustee.

3.4 Regular Meetings. Regular meetings of the Board of Trustees shall be held on such dates and at such times and places as the Board of Trustees shall from time to time determine, for the transaction of such business at may lawfully come before each meeting. It shall be the duty of the Secretary of the Corporation to give five (5) days notice of the time, place and date of each regular meeting to each trustee.

3.5 Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by or upon the request of the President or upon request of any two (2) trustees. It shall be the duty of the Secretary to give sufficient notice of the date, time and place of each special meeting to each trustee to enable each trustee to attend the special meeting.

3.6 Quorum for Meetings. The presence of a majority of the Trustees fixed by these bylaws as constituting the Board of Trustees shall be a quorum for the transaction of business at all meetings convened according to these bylaws.

3.7 Voting. The affirmative vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or these bylaws.

3.8 Proxies. A trustee may vote at a meeting of the Board of Trustees by proxy executed in writing by the trustee and delivered to the Secretary of the Corporation at or prior to such meeting; however, a trustee present by proxy at any meeting of the Board of Trustees may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

3.9 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Trustees or of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting. A telegram, telex, cablegram, electronic mail or similar transmission by a trustee or a photographic, photostatic, facsimile, or similar reproduction of a writing executed by a trustee shall be treated as an execution in writing for purposes of this paragraph 3.9.

3.10 Alternative Forms of Meetings. Members of the Board of Trustees may participate in and hold a meeting of the Board of Trustees by the use of authorized communications equipment that enables the members and proxyholders an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting, in accordance with Ohio Revised Code § 1702.31(B), shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.11 Conduct of Meetings. The President, and in his or her absence the Vice President (or in the event there are more than one Vice President, the Vice Presidents in the order of their election), shall call meetings of the Board of Trustees to order, and shall act as chairman of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the President may appoint any person present to act as secretary of the meetings.

3.12 Compensation. Trustees shall not be entitled to compensation for their services, but, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees or any meeting of a committee of trustees.

ARTICLE 4

NOTICES

4.1 Form of Notice. Whenever under the provisions of these bylaws, notice is required to be given to any trustee or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice shall be in writing and shall be delivered by the use of authorized communications equipment, or by United States mail, express mail, or courier service, with postage or fees prepaid. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail as aforesaid.

4.2 Waiver. Whenever any notice is required to be given to any trustee or committee member under the provisions of these bylaws, if a trustee or committee member attends a meeting without protesting prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed to be a waiver by the trustee or member of notice of the meeting. Further, notice may be waived in writing, either before or after the holding of such meeting, by any member, or by any trustee, which writing shall be filed with or entered upon the records of the meeting.

ARTICLE 5

GENERAL OFFICERS

5.1 Election and Term.

(a) The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be determined and selected by the vote of the Board of Trustees.

(b) At the organizational meeting, and thereafter at each annual meeting, the Board of Trustees shall elect the officers. Each officer so elected shall take office on the date of his or her election and shall hold such office for a one year period (a "term"), or until the date such officer resigns or is removed. Any officer whose term of office shall have expired may be elected to succeed himself or herself.

(c) Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected by the Board of Trustees may be removed at any time by the Board of Trustees with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officer.

5.2 Duties. The principal duties of the several officers are as follows:

(a) The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control the administration of the activities and affairs of the Corporation, as may be delegated to the President by the Board of Trustees. The President shall preside at all meeting of the Board of Trustees. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board of Trustees, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

(b) Vice Presidents. The Vice President (or in the event there are more than one Vice President, the Vice Presidents in the order of their election) shall assume the duties and powers of the President during the President's absence or disability. The Vice President shall assume such powers and duties as may be delegated to him or her from time to time by the Board of Trustees or the President. If both the President and Vice President are absent, disabled, or if their offices are vacant, the Secretary shall serve as President.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President, and shall be the custodian of the seal of the Corporation, if any. The Secretary shall give notice of and attend all meetings of the Board of Trustees. The Secretary shall take and keep true minutes of all meetings of the Board of Trustees of which, ex officio, without vote (unless he or she is also a trustee), the Secretary shall be the secretary. The Secretary shall discharge such other duties as shall be prescribed from time to time by the President or the Board of Trustees. In case of the absence or disability of the Secretary, the Board of Trustees may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer shall keep account of all moneys, credits and property of the Corporation which shall come into the Treasurer's hands and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board of Trustees, the Treasurer shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks and depositories as the Board of Trustees shall designate. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Trustees. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Trustees which report, if necessary, shall be maintained and available for inspection, as required by Ohio Revised Code § 1702.15. The Treasurer shall, under the direction of the Board of Trustees, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board of Trustees to be signed by the President, or in case of his or her absence or disability, by such member of the Board of Trustees as the Board of Trustees shall designate. The Treasurer shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board of Trustees. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board of Trustees, and shall perform such additional duties as may be prescribed from time to time by the Board of Trustees. The Treasurer shall give bond only if required by the Board of Trustees. In case of absence or disability of the Treasurer, and if no assistant treasurer has been elected, the Board of Trustees may appoint an assistant treasurer to perform the duties of the Treasurer during such absence or disability.

(e) Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board of Trustees by the election of a new officer who shall take office on the date of his or her election and shall hold such office until the earlier of the date of the next annual meeting of the Board of Trustees following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed.

ARTICLE 6

APPOINTIVE OFFICERS AND AGENTS

6.1 Appointive Officers and Agents. The Board of Trustees may appoint such other officers and agents (such as, an Executive Director) in addition to those provided for in Article 5 of these bylaws, as the Board of Trustees may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Trustees. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Trustees, and may be removed from office or discharged at any time with or without cause, provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 7

SPECIAL COMMITTEES

7.1 Special Committees. The Board of Trustees may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees shall be prescribed by the Board of Trustees upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to trustees of the Corporation. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Trustees. Upon the completion of the task for which designated, such special committee shall stand dissolved.

7.2 Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

7.3 Meetings and Notices. Meetings of a committee may be called by the President or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designated to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings.

7.4 Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Trustees may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board of Trustees as provided in these bylaws.

7.5 Vacancies. A vacancy on a committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE 8

AMENDMENT

8.1 Amendment. These bylaws may be amended by the Board of Trustees at any meeting of the Board of Trustees at which a quorum is present by the affirmative vote of a majority of the trustees present at such meeting; provided, that notice of the proposed amendment shall have been given to each trustee in writing at least five (5) days prior to such meeting.

ARTICLE 9

INDEMNIFICATION OF TRUSTEES AND OFFICERS

9.1 Indemnification. Ohio Revised Code § 1702.12(E)(1) provides that a corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a trustee, director, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted 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 action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act 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 action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful. The Corporation hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by Ohio Revised Code § 1702.12(E)(1) promptly upon request of any such person making a request for indemnity hereunder, unless (i) there are restrictions to the contrary in the Articles of Incorporation or (ii) any such indemnification would be considered self-dealing or an excess benefit transaction (but only to the extent it would be so considered) under section 4941 or 4958 of the Internal Revenue Code of 1986, as amended, or the bylaws thereunder. Such obligation to so indemnify and to so make all necessary determinations may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Article and subject to the conditions thereof.

9.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer of agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, or agent of another for-profit or nonprofit enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of the status of that person as such, whether or note the Corporation The Corporation is hereby authorized to purchase and maintain such insurance, as determined by the Board of Trustees; provided, however, that the portion of insurance premium cost which is allocable to the insurance coverage for items not eligible for indemnification under section 4941 or 4958 of the Code or the bylaws thereunder be treated as compensation to the trustees, directors, officers, employees, and agents of the Corporation so covered.

ARTICLE 10

DISSOLUTION

10.1 Dissolution. In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property or rights thereto, the Board of Trustees, shall, after following the provisions of Ohio Revised Code § 1702.47, and after paying or making provision for the payment of all liabilities of the corporation, transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) the purposes of which conform, to the greatest extent possible, with the purposes of the Corporation and which shall at the time of the dissolution of the Corporation qualify as an organization (or organizations) exempt from Federal income taxation under section 501(a) of the of the Internal Revenue Code of 1986, as amended, or corresponding provision hereafter in effect, or as organization (or organizations) described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision hereafter in effect, as the Board of Trustees in its absolute discretion shall determine.

ARTICLE 11

GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January (or with respect to its year of incorporation, the date of incorporation if different) and end on December 31 of each year.

11.2 Books and Records. The Corporation shall keep correct and complete books and records of account on the cash basis method of accounting and shall also keep minutes of the proceedings of the meetings of the Board of Trustees, and committees, standing or special

11.3 Seal. The Board of Trustees may adopt a corporate seal to be in such form and to be used in such manner as the Board of Trustees shall direct.

11.4 Permanent Incapacity. Any member of the Board of Trustees who shall be incapable of participating in the management and affairs of the Corporation for a continuous period of six months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these bylaws.

ARTICLE 12

PRIOR CODE OF REGULATIONS SUPERSEDED

12.1 Prior Regulations Superseded. These bylaws shall become effective upon adoption by the Board of Trustees, and upon becoming effective shall constitute the entire bylaws of the Corporation and shall supersede and take the place of all prior Code of Regulations adopted by the Corporation and any amendments thereto.

CERTIFICATE

I, the undersigned, Secretary of CEMEX Foundation, an Ohio non-profit corporation, do hereby certify that the foregoing amended and restated bylaws were duly adopted as the bylaws of the corporation on July 21, 2010, by Leslie S. White.

Dated: October 26, 2010.

Leslie S. White
Secretary