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CHANGE OF ACCOUNTING PERIOD
Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

OMB No 1545-0047

2009

Open to Public
Inspection

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

A For the 2009 calendar year, or tax year beginning **OCT 1, 2009** and ending **DEC 31, 2009**

| | | | |
|--|---|--|--|
| B Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <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 HENNEPIN HEALTH FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 701 PARK AVENUE City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 55415 F Name and address of principal officer EMILY FUERSTE SAME AS C ABOVE | D Employer identification number 41-0845733 E Telephone number 612-873-3959 G Gross receipts \$ 814,224. 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 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: ► WWW.HCMC.ORG/HHF/INDEX.HTM | |
| 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: 1958 M State of legal domicile: MN | |

Part I Summary

| | | |
|------------------------------------|--|--|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities TO RAISE AND ADMINISTER PHILANTHROPIC SUPPORT FOR HENNEPIN COUNTY MEDICAL CENTER. 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) 3 25 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 22 5 Total number of employees (Part V, line 2a) 5 9 6 Total number of volunteers (estimate if necessary) 6 10 7a Total gross unrelated business revenue from Part VIII, column (C), line 12 7a 0. b Net unrelated business taxable income from Form 990-T, line 34 7b 0. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) 123,796. 9 Program service revenue (Part VIII, line 2g) 429,161. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 166,446. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 45,826. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 17,307. 62,036. 83,973. 369,585. 562,879. | Prior Year Current Year |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 68,562. 14 Benefits paid to or for members (Part IX, column (A), line 4) 33,099. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 222,995. 16a Professional fundraising fees (Part IX, column (A), line 11e) 3,955. b Total fundraising expenses (Part IX, column (D), line 25) 187,937. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 125,543. 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 483,449. 19 Revenue less expenses. Subtract line 18 from line 12 509,155. -113,864. 53,724. | Beginning of Current Year End of Year |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) 1,361,696. 21 Total liabilities (Part X, line 26) 1,649,870. 22 Net assets or fund balances. Subtract line 21 from line 20 404,698. 956,998. 1,337,645. | |

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. <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 60%;"> Signature of officer EMILY FUERSTE, PRESIDENT Type or print name and title </div> <div style="width: 30%; text-align: right;"> 17 May 2010 Date </div> </div> |
| Paid Preparer's Use Only | Preparer's signature Firm's name (or yours if self-employed), address, and ZIP + 4 DARSON ALLEN LLP 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402 Date 3/17/2010 Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) EIN ► Phone no. ► 612-376-4500 |

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

☒ Yes ☐ No

3/6

SCANNED JUL 21 2010

Part III Statement of Program Service Accomplishments

- 1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION
HENNEPIN HEALTH FOUNDATION (HHF) SUPPORTS THE MISSION OF HENNEPIN
COUNTY MEDICAL CENTER (HCMC), MINNESOTA'S LARGEST PUBLIC SAFETY NET
AND ACADEMIC MEDICAL CENTER. NO ONE IS TURNED AWAY DUE TO LACK OF
INSURANCE OR ABILITY TO PAY. HCMC IS HOME TO THE LARGEST AND BUSIEST
- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
 If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
 If "Yes," describe these changes on Schedule O.
- 4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses \$ 346,125. including grants of \$ 32,516.) (Revenue \$ 45,826.)
INNOVATIONS IN PATIENT CARE
PROGRAMS FUNDED IN THIS AREA HELP TO MEET THE URGENT, UNMET OR
UNAFFORDABLE NEEDS FOR HCMC PATIENTS, AND TO CONTINUOUSLY IMPROVE THE
QUALITY OF PATIENT CARE AND SATISFACTION. EXAMPLES OF FUNDED PROGRAMS
INCLUDE: VOLUNTEER SERVICES, THE INSPIRE ARTS PROGRAM, THE CHILDREN'S
LITERACY PROGRAM, THE WOMEN'S MENTAL HEALTH PROGRAM, THE CHAPLAINCY
PROGRAM AND A VARIETY OF HOSPITAL AND CLINIC DEPARTMENT FUNDS FOR
PATIENT COMFORT AND SUPPORT.

4b (Code) (Expenses \$ 18,961. including grants of \$ 583.) (Revenue \$ 0.)
EDUCATING THE WORKFORCE OF TOMORROW
HCMC IS THE STATE'S PRIMARY TRAINING CENTER FOR PHYSICIANS, NURSES,
ANCILLARY CARE, PRE-HOSPITAL EMERGENCY PERSONNEL, AND OTHER HEALTH
PROFESSIONS. FUNDED PROGRAMS INCLUDE: THE DEVELOPMENT OF A HEALTH
SCIENCES EDUCATION CENTER, A SIMULATION CENTER, A SCHOLARSHIP PROGRAM,
VARIOUS ONGOING TRAINING FUNDS FOR HOSPITAL DEPARTMENTS AND CLINICS,
THE HENNEPIN MEDICAL HISTORY CENTER WHICH COLLECTS, PRESERVES, AND
INTERPRETS THE HISTORY OF HCMC, METROPOLITAN MEDICAL CENTER, AND ITS
ORGANIZATIONAL PREDECESSORS.

4c (Code) (Expenses \$ 969. including grants of \$ 0.) (Revenue \$ 0.)
TRAUMA AND CRITICAL CARE
THIS PROGRAM PROVIDES FUNDING TO PATIENT CARE SERVICES RELATED TO
HCMC'S LEVEL 1 TRAUMA DESIGNATION. FUNDED PROGRAMS INCLUDE PATIENT
COMFORT IN TRAUMATIC BRAIN INJURY, THE BURN UNIT, STROKE, HEART, POISON
CONTROL AND TOXICOLOGY CARE, CARE DURING AND AFTER TRANSPLANT, AND CARE
IN DEALING WITH THE EFFECTS OF DOMESTIC VIOLENCE, SEXUAL ASSAULT, AND
CHILD ABUSE AND NEGLECT.

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► \$ 366,055.

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)? <i>If "Yes," complete Schedule A</i> | 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? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i> | | 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? <i>If "Yes," complete Schedule C, Part III</i> | | |
| 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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | 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? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | | X |
| 11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i> | X | |
| • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> | | |
| • 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? <i>If "Yes," complete Schedule D, Part VII</i> | | |
| • 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? <i>If "Yes," complete Schedule D, Part VIII.</i> | | |
| • 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? <i>If "Yes," complete Schedule D, Part IX.</i> | | |
| • Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | |
| • 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? <i>If "Yes," complete Schedule D, Part X.</i> | | |
| 12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> | | X |
| 12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i> | Yes | No |
| | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | 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? <i>If "Yes," complete Schedule F, Part I</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? <i>If "Yes," complete Schedule F, Part II</i> | | 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? <i>If "Yes," complete Schedule F, Part III</i> | | 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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i> | | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> | | X |

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Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | X | |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| d 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? If "Yes," complete Schedule L, Part I | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III | | X |
| 28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 | X | |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? | X | |

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | Yes | No |
|------------|--|------------|----|
| 1a | Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable | | |
| 1a | 5 | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | | |
| 1b | 0 | | |
| c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | X | |
| 1c | | | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | | |
| 2a | 9 | | |
| b | 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 e-file this return (see instructions) | X | |
| 2b | | | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | | X |
| 3a | | | |
| b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | | |
| 3b | | | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | X |
| 4a | | | |
| b | If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | X |
| 5a | | | |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | X |
| 5b | | | |
| c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | |
| 5c | | | |
| 6a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? | | X |
| 6a | | | |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | |
| 6b | | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | | X |
| 7a | | | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | |
| 7b | | | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | X |
| 7c | | | |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | | |
| 7d | | | |
| e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | X |
| 7e | | | |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | X |
| 7f | | | |
| g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | |
| 7g | | | |
| h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | |
| 7h | | | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | |
| 8 | | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| a | Did the organization make any taxable distributions under section 4966? | | |
| 9a | | | |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | | |
| 9b | | | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | |
| 11 | Section 501(c)(12) organizations. Enter: | | |
| a | Gross income from members or shareholders | 11a | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | |

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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 | 25 | |
| 1b Enter the number of voting members that are independent | 22 | |
| 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? | | 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? | | X |
| 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? | X | |
| 5 Did the organization become aware during the year of a material diversion of the organization's assets? | | X |
| 6 Does the organization have members or stockholders? | X | |
| 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | X | |
| 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | X | |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a The governing body? | X | |
| b Each committee with authority to act on behalf of the governing body? | X | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | 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? | | 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? | | |
| 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | | 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 | X | |
| b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 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 | X | |
| 13 Does the organization have a written whistleblower policy? | X | |
| 14 Does the organization have a written document retention and destruction policy? | 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 | X | |
| b Other officers or key employees of the organization | 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? | | 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? | | |

Section C. Disclosure

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

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: **►**
ZUZANNE FENNER - 612-873-3959
701 PARK AVENUE, MINNEAPOLIS, MN 55415

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (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 | | | |
| SCOTT ANDERSON DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| MICK BELZER MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| MARY BERGAAS DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| TIMOTHY CRIMMONS DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| JOHN CROSSON MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| PAM FLENNIKEN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| EMILY FUERSTE PRESIDENT | 40.00 | X | | X | | | | 0. | 136,291. | 16,217. |
| ARTHUR GONZALEZ DR PH DIRECTOR | 1.00 | X | | | | | | 0. | 258,808. | 30,787. |
| JOEL GREENWALD MD CFP DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| ARTHUR HIMMELMAN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| TWANYA HOOD HILL DIRECTOR | 1.00 | X | | | | | | 0. | 139,978. | 10,585. |
| TERRI HUML DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| DON JACOBS MD TREASURER | 1.00 | X | | X | | | | 0. | 0. | 0. |
| DAVID JONES DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| KATHLEEN FINNEGAN LAMEY SECRETARY | 3.00 | X | | X | | | | 0. | 0. | 0. |
| DEBBIE MCNALLY DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| DAN MILLER DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (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 | | | |
| DAVID ORBUCH JD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| BRUCE PAULSON CPA JD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| PAUL PENTEL MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| ROBERT QUICKEL MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| JOSHUA RIFF MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| GAYLAN ROCKSWOLD MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| AHMED I. SAMATAR DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| JUDY SHANK MD PRESIDENT | 5.00 | X | | X | | | | 0. | 0. | 0. |
| CHIP TRUWIT MD DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| MARCIA A ZIMMERMAN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| 1b Total | | | | | | | | 0. | 2,178,867. | 224,809. |

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 **NONE**

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

- 2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Form 990 (2009)

Part VII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---|---|--|----------------------|---|---|--|---------|
| Contributions, gifts, grants and other similar amounts | 1 a | Federated campaigns | 1a | 2,635. | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c | | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 426,526. | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | | 11,846. | | | |
| | h | Total. Add lines 1a-1f | | 429,161. | | | |
| Program Service Revenue | | | Business Code | | | | |
| | 2 a | COMMISSIONS | 900099 | 44,497. | 44,497. | | |
| | b | SERVICE FEES | 900099 | 1,329. | 1,329. | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | 45,826. | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 3,619. | | | 3,619. |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 | Royalties | | | | | |
| | 6 a | Gross Rents | (i) Real | (ii) Personal | | | |
| | b | Less rental expenses | | | | | |
| | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) | | | | | |
| | 7 a | Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | |
| | b | Less. cost or other basis and sales expenses | | | | | |
| | c | Gain or (loss) | | | | | |
| | d | Net gain or (loss) | | | 300. | | 300. |
| | 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 | 224,926. | | | |
| | b | Less cost of goods sold | b | 142,727. | | | |
| | c | Net income or (loss) from sales of inventory | | 82,199. | | | 82,199. |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a | OTHER INCOME | 900099 | 1,774. | | | 1,774. | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 1,774. | | | | |
| 12 | Total revenue. See instructions. | | 562,879. | 45,826. | 0. | 87,892. | |

Part IX Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 | 32,516. | 32,516. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | 583. | 583. | | |
| 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 | 335,808. | 241,189. | 94,619. | |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 2,722. | 2,722. | | |
| 9 Other employee benefits | 8,964. | 8,964. | | |
| 10 Payroll taxes | 3,019. | 3,019. | | |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | | | | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other | 15,851. | 15,851. | | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 55,014. | 12,407. | 42,607. | |
| 14 Information technology | 2,847. | 2,611. | 236. | |
| 15 Royalties | | | | |
| 16 Occupancy | | | | |
| 17 Travel | 4,266. | 4,266. | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 11,896. | 10,728. | 1,168. | |
| 20 Interest | 1,409. | 1,409. | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 13,874. | 13,874. | | |
| 23 Insurance | 1,039. | 745. | 294. | |
| 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 BAD DEBTS | 16,593. | 12,867. | 3,726. | |
| b DUES & SUBSCRIPTIONS | 1,120. | 1,120. | | |
| c STAFF DEVELOPMENT | 740. | 740. | | |
| d MEMORIALS | 729. | 304. | 425. | |
| e TAXES & LICENSES | 165. | 140. | 25. | |
| f All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 509,155. | 366,055. | 143,100. | 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 | 216,216. | 1 | 411,086. |
| | 2 Savings and temporary cash investments | 370,926. | 2 | 369,489. |
| | 3 Pledges and grants receivable, net | 13,200. | 3 | 95,419. |
| | 4 Accounts receivable, net | 6,445. | 4 | 19,150. |
| | 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 | 93,570. | 8 | 94,310. |
| | 9 Prepaid expenses and deferred charges | 1,413. | 9 | 375. |
| | 10a Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D | 10a 306,358. | | |
| | b Less accumulated depreciation | 10b 78,487. | 241,744. | 10c 227,871. |
| | 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 | 418,182. | 15 | 432,170. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 1,361,696. | 16 | 1,649,870. | |
| Liabilities | 17 Accounts payable and accrued expenses | 92,436. | 17 | 185,188. |
| | 18 Grants payable | 51,063. | 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 | 84,883. | 23 | 69,425. |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | 176,316. | 25 | 57,612. |
| | 26 Total liabilities. Add lines 17 through 25 | 404,698. | 26 | 312,225. |
| 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 | 916,150. | 27 | 1,030,992. |
| | 28 Temporarily restricted net assets | 30,848. | 28 | 296,653. |
| | 29 Permanently restricted net assets | 10,000. | 29 | 10,000. |
| | 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, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 956,998. | 33 | 1,337,645. | |
| 34 Total liabilities and net assets/fund balances | 1,361,696. | 34 | 1,649,870. | |

Form 990 (2009)

Part XI Financial Statements and Reporting

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? | | X |
| b Were the organization's financial statements audited by an independent accountant? | | X |
| c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | X | |
| 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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? | | X |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

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

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

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

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

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

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

- (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 |
|----------|-----|----|
| 11g(i) | | X |
| 11g(ii) | | X |
| 11g(iii) | | X |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (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 | |
| HENNEPIN HEALTH. SYS. | 42-1707837 | 3 | X | | | | | | 366,055. |
| MPLS MED RESRCH. FDTN | 41-1677920 | 3 | X | | | | | | 0. |
| HENNEPIN FACULTY ASSC | 41-1461900 | 3 | X | | | | | | 0. |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| Total | | | | | | | | | 366,055. |

LHA 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 any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 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 | | | | | | |

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 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

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

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

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2005 | (b) 2006 | (c) 2007 | (d) 2008 | (e) 2009 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <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 ▶ ☐

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

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

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? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? | | <input type="checkbox"/> Yes <input type="checkbox"/> 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)

| | |
|---|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

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

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

| | | |
|--|------|-----------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ► \$ | <u>11,846.</u> |
| (ii) Assets included in Form 990, Part X | ► \$ | <u>432,170.</u> |

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

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

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

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

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

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

| | Yes | No |
|-----------------------------|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |

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

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 306,358. | 78,487. | 227,871. |
| e Other | | | | |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ► 227,871.

Schedule D (Form 990) 2009

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

| | | | |
|----|--|----|----------|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 562,879. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 509,155. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | 53,724. |
| 4 | Net unrealized gains (losses) on investments | 4 | -1,681. |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | 328,604. |
| 9 | Total adjustments (net). Add lines 4 through 8 | 9 | 326,923. |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | 380,647. |

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 | 2,037,519. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains on investments | 2a | -1,681. |
| b | Donated services and use of facilities | 2b | 165,319. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV.) | 2d | 1,311,002. |
| e | Add lines 2a through 2d | 2e | 1,474,640. |
| 3 | Subtract line 2e from line 1 | 3 | 562,879. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | 562,879. |

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

| | | | |
|---|--|----|------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 1,758,653. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 165,319. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIV.) | 2d | 1,084,179. |
| e | Add lines 2a through 2d | 2e | 1,249,498. |
| 3 | Subtract line 2e from line 1 | 3 | 509,155. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | 509,155. |

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.

PART III, LINE 4: THE FOUNDATION'S ART COLLECTION IS DISPLAYED ACROSS

THE CAMPUS OF HENNEPIN COUNTY MEDICAL CENTER FOR THE ENJOYMENT OF

PATIENTS, VISITORS, AND STAFF.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

DONATED SERVICES AND USE OF FACILITIES REPORTED IN FORM 990 FOR

09/30/2009: 328604.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

REVENUES REPORTED AS OF 09/30/2009: 1168275.

COST OF GOODS SOLD: 142727.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES REPORTED AS OF 09/30/2009: 941452.

COST OF GOODS SOLD: 142727.

Name of the organization

Employer identification number
41-0845733

HENNEPIN HEALTH FOUNDATION

| | |
|--------|--|
| Part I | General Information on Grants and Assistance |
|--------|--|

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

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

Part II

Grants and Other Assistance to Governments 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 Part IV and Schedule I-1 (Form 990) if additional space is needed.

[illegible]

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

3 Enter total number of other organizations

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2009

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I, PART I, LINE 2: IN MOST CASES, THE FOUNDATION MAINTAINS CONTROL

OF THE FUNDS AND HENNEPIN HEALTH SYSTEM SUBMITS EXPENSE REPORTS TO THE

FOUNDATION.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 5: HENNEPIN HEALTHCARE SYSTEM, A RELATED ORGANIZATION, HAS TWO INCENTIVE PROGRAMS DESIGNED TO REWARD ELIGIBLE EMPLOYEES WITH A FINANCIAL PAYOUT IF ESTABLISHED ORGANIZATIONAL GOALS (FOCUSED ON CUSTOMER SERVICE AND PATIENT SAFETY) ARE MET. THE OBJECTIVE OF THE PLANS IS TO ALIGN COMPENSATION PRACTICES WITH ORGANIZATIONAL GOALS AND OBJECTIVES AND TO REWARD INDIVIDUALS BASED ON PERFORMANCE. INDIVIDUALS ARE NOT ALLOWED TO PARTICIPATE IN BOTH PLANS AND BOTH ARE SUBJECT TO MODIFICATION BY THE BOARD OF DIRECTORS, INCLUDING THE RIGHT TO NOT PAY ANY AMOUNT (FOR EXAMPLE, UNFORESEEN OR CATASTROPHIC CIRCUMSTANCES THAT COULD MAKE IT DIFFICULT TO JUSTIFY PAYING IN A GIVEN YEAR). EACH PLAN HAS QUALIFICATIONS THAT MUST BE MET IN ORDER FOR THE DISCRETIONARY PAYMENT TO BE CONSIDERED.

PART I, LINE 3

THE FOLLOWING WERE USED BY HENNEPIN HEALTHCARE SYSTEM, A RELATED ORGANIZATION, TO ESTABLISH THE COMPENSATION OF THE PRESIDENT:

1. COMPENSATION COMMITTEE
2. COMPENSATION SURVEY OR STUDY
3. APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

▶ See the Instructions for Form 990.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the Organization

HENNEPIN HEALTH FOUNDATION

Employer Identification number

41-0845733

| | |
|--------|---|
| Part I | Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees |
|--------|---|

[illegible]

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TRAUMA CENTER IN THE STATE, AND TRAINS THE MAJORITY OF PHYSICIANS,
NURSES AND OTHER CLINICIANS WHO CARE FOR THE CITIZENS OF THE STATE.

HCMC'S HOSPITAL AND CLINICS SERVE MORE THAN 140,000 PEOPLE FROM ACROSS

THE STATE MAKING MORE THAN 350,000 VISITS EACH YEAR. HENNEPIN HEALTH

FOUNDATION WAS FORMERLY KNOWN AS THE SERVICES LEAGUE OF HENNEPIN COUNTY

MEDICAL CENTER, INC. THE ORGANIZATION CHANGED ITS NAME, REPURPOSED ITS

BYLAWS AND CHANGED ITS YEAR-END TO THE CALENDAR YEAR END, AS OF OCTOBER

1, 2009. HHF RAISES AND ADMINISTERS PHILANTHROPIC SUPPORT FOR HCMC IN

MANY AREAS.

FORM 990, PART VI, SECTION A, LINE 1: THE FOUNDATION'S EXECUTIVE

COMMITTEE CONSISTS OF THE CHAIR, ALL VICE CHAIRS, THE SECRETARY AND THE

TREASURER OF THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE MAY ACT ONLY

DURING INTERVALS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS AND IS AT ALL

TIMES SUBJECT TO THE CONTROL AND DIRECTION OF THE BOARD OF DIRECTORS.

DURING SUCH INTERVALS AND SUBJECT TO SUCH CONTROL AND DIRECTION, THE

EXECUTIVE COMMITTEE HAS AND EXERCISES ALL OF THE AUTHORITY AND POWERS OF

THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE AFFAIRS OF THE FOUNDATION,

SUBJECT TO SUCH LIMITATIONS AS THE BOARD OF DIRECTORS MAY IMPOSE. THE

EXECUTIVE COMMITTEE KEEPS REGULAR MINUTES OF ITS PROCEEDINGS AND REPORTS

THE SAME TO THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 4: EFFECTIVE OCTOBER 1, 2009, THE

ORGANIZATION'S ARTICLES OF INCORPORATION AND BYLAWS WERE AMENDED TO CHANGE

ITS NAME FROM "SERVICE LEAGUE OF HENNEPIN COUNTY MEDICAL CENTER" TO

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

"HENNEPIN HEALTH FOUNDATION" AND TO CHANGE ITS YEAR-END FROM SEPTEMBER 30
TO DECEMBER 31. THE DOCUMENTS, AS AMENDED, ARE ATTACHED TO THIS FORM 990.

FORM 990, PART VI, SECTION A, LINE 6: THE SOLE MEMBER OF THE FOUNDATION
IS HENNEPIN HEALTHCARE SYSTEM, INC., A MINNESOTA NONPROFIT ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7A: ALL MEMBERS OF THE FOUNDATION'S
BOARD OF DIRECTORS ARE APPOINTED BY THE SOLE MEMBER, HENNEPIN HEALTHCARE
SYSTEM.

FORM 990, PART VI, SECTION A, LINE 7B: THE FOUNDATION MAY NOT TAKE ANY OF
THE FOLLOWING ACTIONS WITHOUT RECEIVING APPROVAL BY THE SOLE MEMBER,
HENNEPIN HEALTHCARE SYSTEM:

1. INCUR LONG-TERM DEBT;
2. MORTGAGE OR ENCUMBER ANY ASSETS OF THE FOUNDATION;
3. SELL, LEASE, OR OTHERWISE DISPOSE OF ALL OR SUBSTANTIALLY ALL OF ITS
PROPERTY AND ASSETS;
4. ADD OR DELETE MAJOR SERVICES;
5. VOLUNTARILY DISSOLVE;
6. PURCHASE OR ACQUIRE SUBSTANTIALLY ALL OF THE ASSETS OF ANOTHER ENTITY;
7. MERGE, CONSOLIDATE WITH ANY DOMESTIC OR FOREIGN ORGANIZATION, OR LEASE
OR SELL MORE THAN FIFTY PERCENT OF THE FOUNDATION'S PROPERTY AND ASSETS TO
ANY ENTITY IN ANY ONE TRANSACTION OR SERIES OF RELATED TRANSACTIONS;
8. PREPAY ANY INDEBTEDNESS PRIOR TO THE TIME FOR PAYMENT THEREOF AS
PROVIDED IN THE CONTRACT EVIDENCING OR CREATING SUCH INDEBTEDNESS;
9. LOAN MONEY OR OTHER ASSETS TO OR GUARANTEE THE OBLIGATIONS OF ANY PERSON

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

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2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

OR ENTITY;

10. APPROVE ANNUAL OPERATING BUDGETS, ANNUAL OR LONG-RANGE CAPITAL BUDGETS,
AND NON-BUDGETED CONTRACTS ENTERED INTO OVER \$50,000;

11. SUBSTANTIALLY CHANGE THE PRESENT OR NOW INTENDED NATURE OF THE
FOUNDATION'S OPERATIONS;

12. APPROVE ANY EXTRAORDINARY COMPENSATION OR BONUS TO ANY EMPLOYEE;

13. ELIMINATE, CHANGE OR ADD TO THE BENEFICIARY ORGANIZATIONS OF THE
FOUNDATION; AND

14. AMEND THE ARTICLES OF INCORPORATION OR BYLAWS.

FORM 990, PART VI, SECTION B, LINE 11: PRIOR TO BEING FILED, THE FORM 990
WAS REVIEWED BY THE FOUNDATION'S ACCOUNTING MANAGER, HCMC'S DIRECTOR OF
ACCOUNTING, AND THE FOUNDATION'S PRESIDENT.

FORM 990, PART VI, SECTION B, LINE 12C: THE FOUNDATION'S CONFLICT OF
INTEREST POLICY APPLIES TO ALL OFFICERS, BOARD MEMBERS, AND COMMITTEE
MEMBERS. DIRECTORS ARE REQUIRED TO ANNUALLY REVIEW THE CONFLICT OF
INTEREST POLICY AND DISCLOSE ANY CONFLICTS. INDIVIDUALS WITH ACTUAL OR
POTENTIAL CONFLICTS ARE REQUIRED TO DISCLOSE THE RELEVANT FACTS TO THE
BOARD OR COMMITTEE CONSIDERING THE TRANSACTION. AFTER PRESENTING THE
RELEVANT FACTS TO THE BOARD OR COMMITTEE, THE INTERESTED PERSON LEAVES THE
ROOM FOR THE SUBSEQUENT DISCUSSION AND VOTE ON THE TRANSACTION. THE BOARD
OR COMMITTEE MAY SEEK ALTERNATIVE TRANSACTIONS THAT DO NOT INVOLVE A
CONFLICT. ALL SUCH SITUATIONS ARE DOCUMENTED IN THE MINUTES OF THE
MEETING.

SCHEDULE O

(Form 990).

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number

41-0845733

FORM 990, PART VI, SECTION B, LINE 15: THE COMPENSATION OF THE PRESIDENT,
AS WELL AS OTHER OFFICERS AND BOARD MEMBERS OF THE FOUNDATION, IS
DETERMINED BY HENNEPIN HEALTHCARE SYSTEM ("HHS"), THE FOUNDATION'S SOLE
MEMBER.

THE HHS BOARD OF DIRECTORS ENGAGED AN INDEPENDENT CONSULTING FIRM, RSM
MCGLADREY, TO EVALUATE THE BASE AND TOTAL CASH COMPENSATION FOR THE CEO AND
OTHER QUALIFIED EXECUTIVES. MCGLADREY GATHERED COMPARABILITY DATA
ACCORDING TO THE ASSUMPTIONS OUTLINED IN HHS' COMPENSATION PHILOSOPHY,
INCLUDING DATA RELEVANT TO OTHER ACADEMIC AND PUBLIC HOSPITALS. THE DATA
TOOK INTO CONSIDERATION THE SCOPE OF THE COMPARISON GROUP, INCLUDING
FACTORS SUCH AS REVENUE, EMPLOYEE SIZE AND GEOGRAPHIC REGION. MCGLADREY
COMPILED THIS DATA FIRST FOR CONSIDERATION BY THE COMPENSATION SUBCOMMITTEE
OF THE BOARD, AND THEN APPROVAL BY THE FULL BOARD. THE PRESIDENT OF
HENNEPIN HEALTH FOUNDATION IS ALSO THE VICE PRESIDENT OF PHILANTHROPY FOR
HHS; THEREFORE HER COMPENSATION WAS DETERMINED USING THIS METHOD.

THE FOUNDATION HAS NO OTHER COMPENSATED OFFICERS OR KEY EMPLOYEES.

FORM 990, PART VI, SECTION C, LINE 19: THE FOUNDATION'S GOVERNING
DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE
AVAILABLE UPON REQUEST. EACH REQUEST IS EVALUATED AND FULFILLED AS
APPROPRIATE.

FORM 990, PART IV, LINE 12 AND FORM 990, PART XI, LINE 2

AUDIT OF FINANCIAL STATEMENTS

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

HENNEPIN HEALTH FOUNDATION

Employer identification number
41-0845733

THE ORGANIZATION IS ANSWERING 'NO' TO FORM 990, PART IV, LINE 12 AND TO
FORM 990, PART XI, LINE 2 BECAUSE THE AUDIT OF ITS FINANCIAL STATEMENTS
WAS NOT FOR THE SAME TIME PERIOD AS THIS FORM 990. AS OF OCTOBER 1,
2009, HENNEPIN HEALTH FOUNDATION CHANGED ITS YEAR END FROM SEPTEMBER 30
TO DECEMBER 31. AS A RESULT OF THIS CHANGE, AND AS ALLOWED BY
GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, THE FOUNDATION'S FINANCIAL
STATEMENTS WERE AUDITED FOR THE PERIOD OF OCTOBER 1, 2008 TO DECEMBER
31, 2009; A LENGTH OF 15 MONTHS. DURING THAT TIME, THE FOUNDATION
FILED TAX RETURNS FOR THE PERIOD OF OCTOBER 1, 2008 TO SEPTEMBER 30,
2009 AND FOR THE PERIOD OF OCTOBER 1, 2009 TO DECEMBER 31, 2009.
HENNEPIN HEALTH FOUNDATION DID PREPARE FINANCIAL STATEMENTS FOR THE
PERIOD OF OCTOBER 1, 2008 TO DECEMBER 31, 2009 IN ACCORDANCE WITH
GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AND THOSE FINANCIAL STATEMENTS
WERE AUDITED BY AN INDEPENDENT ACCOUNTING FIRM.

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 or (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(s) | (b) Transaction type (a r) | (c) Amount involved |
|--------------------------------------|----------------------------------|------------------------|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |

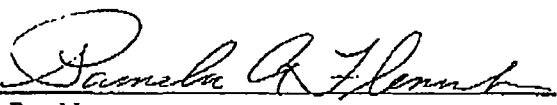
ARTICLES OF AMENDMENT
AMENDING THE
ARTICLES OF INCORPORATION
OF
SERVICE LEAGUE OF HENNEPIN COUNTY MEDICAL CENTER

Service League of Hennepin County Medical Center, a Minnesota nonprofit corporation (the "Corporation"), acting through its President, hereby files these Articles of Amendment amending its Articles of Incorporation by replacing them in their entirety with the amended and restated articles of incorporation, attached hereto and incorporated herein by reference, and entitled Amended and Restated Articles of Incorporation of Hennepin Health Foundation.

The foregoing Articles of Amendment and attached Amended and Restated Articles of Incorporation of Hennepin Health Foundation, amending and restating the Articles of Incorporation of Service League of Hennepin County Medical Center, have been adopted pursuant to Minnesota Statutes Chapter 317A, and shall be effective when filed with the Office of the Secretary of State.

Date: 11-4-2009

SERVICE LEAGUE OF HENNEPIN COUNTY
MEDICAL CENTER

By 
Its President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HENNEPIN HEALTH FOUNDATION**

ARTICLE I

Name

The name of this Corporation is Hennepin Health Foundation (the "Corporation").

ARTICLE II

Purposes and Activities

~~-----The Corporation is organized and shall be operated exclusively for charitable, scientific,~~
and educational purposes within the meaning of Sections 170(c)(2), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended ("the Code"). Within the limitations established by the preceding sentence, the Corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of Hennepin Healthcare System, Inc and its related organizations which are this Corporation's beneficiary organizations. In carrying out the purposes enumerated in this Article II, the Corporation shall raise funds for the benefit of one or more of its beneficiary organizations, undertake such public relations activity as will encourage greater community interest in, and understanding of one or more of its beneficiary organizations, render extra service to Hennepin County Medical Center, its patients and others served or benefitted by its programs, and do any and all other acts and exercise any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

ARTICLE III

Powers

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above, and subject to limitations provided in applicable federal or state law or in its articles or bylaws. Within those limitations, the Corporation may act on its own behalf or as the agent, trustee or representative of others; buy, lease, acquire, own, hold, improve, use, and deal in and with, real or personal property, or an interest in property wherever located, sell, convey, mortgage, create a security interest in, lease, exchange, transfer, or dispose of all or a part of its real or personal property, or an interest in property, wherever located, and exercise any other powers conferred on the Corporation by Minnesota Statutes Chapter 317A and by any future laws amendatory thereof and supplementary thereto.

ARTICLE IV

Restrictions

Notwithstanding any other provisions of these Articles of Incorporation ("Articles"), the restrictions in this Article shall govern the activities of the Corporation.

The Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The Corporation shall not directly or indirectly afford pecuniary gain, dividends or other pecuniary remuneration, incidentally or otherwise, to its directors, officers or members, and no part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay

reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles

The Corporation shall not attempt to influence legislation as a substantial part of its activities and shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

Except as permitted by applicable law, the Corporation shall not lend money to or ~~guarantee the obligation of a director, officer, or employee of the Corporation or a related~~ organization, or of the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, officer, or employee unless the Board of Directors determines that the loan or guarantee may reasonably be expected in the judgment of the Board, to benefit the Corporation.

ARTICLE V

Beneficiary Organizations

The initial beneficiary organizations of the Corporation shall be Hennepin Healthcare System, Inc., Minneapolis Medical Research Foundation and Hennepin Faculty Associates. Notwithstanding any other provision of this Article, the beneficiary organizations of the Corporation shall consist only of organizations which the Corporation designates and its Member approves as beneficiary organizations, are related through common mission or control with Hennepin Healthcare System, Inc., and which have been determined by the Internal Revenue Service to be described in Code Section 501(c)(3) and either Code Section 509(a)(1) or Section

509(a)(2). If a beneficiary organization of the Corporation ceases to be so described, it shall cease to be a beneficiary organization.

ARTICLE VI

Registered Office

The Corporation's registered office in the state shall be located at 701 Park Avenue, Minneapolis, MN 55415.

ARTICLE VII

Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors shall consist of a minimum of seven (7) individuals, including *ex officio* directors. To the extent consistent with these Articles and permissible under Minnesota Statutes Chapter 317A, the Bylaws of the Corporation shall specify number or manner for determining the number, the term of office, method of selection, removal, powers and duties of the directors of the Corporation, the time and place of their meetings, voting rights, and such other regulations relating to the Board of Directors as may be desired. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required or permitted to take such action at a meeting of the Board of Directors at which all directors were present, provided, however, that a Board of Directors' action requiring Member approval may be taken by written action only if signed by all of the Directors then in office.

ARTICLE VIII

Membership

The Member of the Corporation shall be Hennepin Healthcare Systems, Inc. The Bylaws of the Corporation shall specify powers and duties of the Member of the Corporation and such other regulations with regard to the Members as are desired.

ARTICLE IX

No Personal Liability

The officers, directors and members of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the Corporation.

ARTICLE X

No Capital Stock

The Corporation shall have no capital stock.

ARTICLE XI

Amendments

The Articles and Bylaws of the Corporation may be amended as set forth in the Bylaws of the Corporation subject to the Member's reserved right to approve such amendments as set forth in the Bylaws of the Corporation.

ARTICLE XII

Dissolution

The Corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets

received and held for a special use or purpose in accordance with the uses and purposes for which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements, and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after the payment of its debts shall be transferred to Hennepin Healthcare System, Inc , so long as such organization is described in Section 501(c)(3) of the Code, or, if it does not exist or is not so described, to Hennepin County, Minnesota, for exclusively public purposes. No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

GP 2612342 v1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 06 2009

Mark Ritchie
Secretary of State



BYLAWS
OF
HENNEPIN HEALTH FOUNDATION

ARTICLE I

Offices

Section 1. Registered Office. The registered office of HENNEPIN HEALTH FOUNDATION (the "Corporation") in the State of Minnesota shall be as stated in the amended and restated Articles of Incorporation of the Corporation (the "Articles"), or such other place within the State as the Board of Directors may designate from time to time.

Section 2. Principal Office. The principal office of the Corporation shall be at 701 Park Avenue, Minneapolis, MN 55415, or at such other place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

Section 3. Other Offices. The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE II

Members

Section 1. Members. The sole member of the Corporation shall be the beneficiary organization of the Corporation, Hennepin Healthcare System, Inc., a Minnesota nonprofit corporation (the "Member") governed by the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A. The Corporation may not take any of the following actions without receiving Member approval in accordance with procedures established by the Member's statutory charter and Bylaws:

- (a) Incur long-term debt;
- (b) Mortgage or encumber any assets of the Corporation;
- (c) Sell, lease or otherwise dispose of all or substantially all of its property and assets;
- (d) Add or delete major services;
- (e) Voluntarily dissolve;
- (f) Purchase or acquire substantially all of the assets of another entity;

- (g) Merge, consolidate with any domestic or foreign organization or lease or sell more than fifty percent (50%) of the Corporation's property and assets to any entity in any one transaction or series of related transactions;
- (h) Prepay any indebtedness prior to the time for payment thereof as provided in the contract evidencing or creating such indebtedness
- (i) Loan money or other assets to or guarantee the obligations of any person or entity.
- (j) Approve annual operating budgets, annual or long-range capital budgets, and non-budgeted contracts entered into over \$50,000;
- (k) Substantially change the present or now intended nature of the Corporation's operations;
- (l) Approve any extraordinary compensation or bonus to any employee;
- (m) Eliminate, change or add to the beneficiary organizations of the Corporation; and
- (n) Amend the Articles of Incorporation or these Bylaws.

Section 2. Member Powers. In addition to the powers set forth above in Section 1, the Member shall:

- (a) Elect the Board of Directors and remove Directors at any time, with or without cause, as set forth below in Sections 4 of Article III;
- (b) Exercise all other powers reserved to the Member pursuant to the Corporation's Articles, Bylaws, or Minnesota Statutes Chapter 317A.

Section 3. Annual Action by Member. An annual action of the Member of the Corporation may be taken during the third quarter of each calendar year, commencing in the year 2009, or at such other time as the Board of Directors of the Corporation may designate, for the purposes of determining the number of Directors, appointing Directors, reviewing reports with regard to the activities and financial condition of the Corporation and transacting such other business as may properly come before the Member.

Section 4. Special Actions. A special action of the Member of the Corporation may be taken for any purpose at any time upon written request of the Board of Directors of the Corporation or upon delivery to the Corporation's Chair of the Board of Directors or Treasurer of notice of special actions initiated by the Member which the Member has signed and dated and which describes the purpose for which the special action is to be taken.

Section 5. Actions By Member. The Member shall act consistent with the Member's statutory charter and Bylaws. The Member shall evidence actions taken by it by executing and delivering to the Chair or Secretary of the Corporation a written instrument or instruments, signed by an officer of the Member which sets forth the action taken and the applicable authorizations or directions from the Member. The written action of the Member is effective when the written instrument or instruments have been signed by the Member, unless a different effective time is provided in the written instrument or instruments. If a certificate concerning a Member action is to be filed with the Secretary of State, the officer(s) signing the certificate on behalf of the Member must indicate on the certificate that such action was taken pursuant to Minnesota Statute Section 317A.445.

Section 6. Dues and Assessments. No dues or assessments shall be levied upon the Member or imposed as a condition of membership in the Corporation, but this provision shall not prevent the Corporation or any of its affiliates from requesting or accepting voluntary contributions from the Member or others.

ARTICLE III

Beneficiary Organizations

Section 1. Beneficiary Organizations. The beneficiary organizations of the Corporation shall be Hennepin Healthcare System, Inc., Minneapolis Medical Research Foundation and Hennepin Faculty Associates, which are Minnesota nonprofit, tax-exempt corporations and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Board of Directors

Section 1. General Powers. The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

Section 2. Number. The Board of Directors of the Corporation shall be composed of not less than seven (7) members, including *ex officio* Directors, if

any, as determined from time to time by the sole Member of the Corporation through election of the Board of Directors.

Section 3. Qualifications. Directors may only be adult natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Corporation. Consideration shall be given to including representatives of the various stakeholders and constituencies of the Corporation and its mission. At least one Director shall be a person associated with the organization formerly known as the Service League Council of Hennepin County Medical Center, unless there is no known qualified person willing and able to fulfill the Director function. The following shall be *ex officio*, voting members of the Board for so long as such organizations shall exist: the President of the Minneapolis Medical Research Foundation, the Chair of the Board of Hennepin Faculty Associates, and the Chief Executive Officer of Hennepin County Medical Center. The following shall be *ex officio*, non-voting members of the Board for so long as such organizations shall exist: The Chief Operating Officer of Minneapolis Medical Research Foundation, and the President of the Corporation.

Section 4. Term of Office and Appointment. The Directors shall be appointed by the member of the Corporation as long as such member is a beneficiary organization of the Corporation. Except for *ex officio* Directors, the Board of Directors shall be divided into two (2) classes of Directors, so that the terms of office of approximately one-half of the Directors shall expire each year. In determining the time served by a Director, the period ending at the first annual meeting of the Directors shall be deemed to be one (1) year. The initial term of Class I Directors shall expire at the annual meeting of the Board held in 2010; the initial term of Class II Directors shall expire at the annual meeting of the Board held in 2011. Following expiration of the initial term of each class, the successor Directors of each class shall thereafter be appointed for a term of two (2) years. No director shall serve more than three consecutive terms. A Director's term shall expire at the annual meeting of the Board at which the Director's class must stand for appointment and continue until a successor Class is appointed and qualified, or until the earlier death, resignation, removal or disqualification of the Director. All Directors shall have equal voting rights.

Section 5. Vacancy. If the office of any Director becomes vacant for any reason the appointing body of the Member may appoint a successor Director or may leave such position vacant so long as the number of Directors does not fall below the minimum number of Directors set forth in Section 2 of this Article IV. A Director elected to fill a vacancy shall hold office until the next appointment of Directors

Section 6. Removal of Directors. A Director appointed by the appointing body of a member may be removed at any time with or without cause

by the appointing body of the Member. Any Director may be removed without cause upon the affirmative vote of two-thirds of the voting Directors of the Corporation then in office excluding the Director proposed for removal. Any Director who is removed or who resigns as specified in these Bylaws and who is also an officer shall be deemed to have resigned as an officer effective as of the date such officer is no longer a Director.

Section 7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 8. Compensation. Directors shall not receive compensation for services as a Director. Notwithstanding the foregoing, the Corporation is not prohibited from providing reasonable compensation for services rendered to the Corporation by a Director in a capacity other than Director providing that the terms of such compensation are arrived at in an arms-length transaction and the conflict of interest policies of the Corporation are followed. No part of the compensation of an employee of the Corporation who also is a Director of the Corporation shall be compensation for services as a Director. The Corporation shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

ARTICLE V

Meetings of the Board of Directors

Section 1. Place of Meetings. The Board of Directors may hold its annual, regular and special meetings at such places, within or without this state, as determined by the President of the Corporation or his or her designee. If no place is determined, the meeting shall be held at the Corporation's principal place of business. The Board of Directors may determine that one or more meetings of the Board of Directors shall be held solely by means of remote communication. Such authorization may be general or confined to specific instances.

Section 2. Annual Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall determine. If no place is determined, the annual meeting shall be held at the Corporation's principal place of business. At each annual meeting, the Board of Directors shall elect officers and shall conduct such other business as may properly come before it.

Section 3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings at such times and places as the Board of Directors shall determine. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by: (a) the Chair of the Board of Directors, or (b) upon written request of one-third of the Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof. If no place is identified, the meeting shall be held at the Corporation's principal place of business.

Section 5. Notice of Meeting. Not less than ten (10) days' written notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item.

Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Corporation will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting. Notice of a meeting to be held solely by means of remote communication shall include a statement identifying the means by which the Directors may participate in such meeting.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6. Quorum and Voting. The presence of one-third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. At any meeting of the Board of Directors, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Proxy voting shall not be permitted.

Section 7. Rules of Procedure. The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Corporation's Articles of Incorporation, these Bylaws or Minnesota law. In the absence of Board action the Chair of the Board of Directors shall establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Corporation's Articles, these Bylaws or Minnesota law.

Section 8. Action without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that a Board of Directors' action requiring member approval may be taken by written action only if signed by all of the Directors then in office. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of the text and effective date of the written action. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature shall have the same force and effect as a signature written by hand.

Section 9. Meeting Solely by Means of Remote Communication. One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE VI

Officers

Section 1. Number. The Corporation shall have the following officers: (a) a Chair and a Vice-Chair of the Board of Directors; (b) a President; (c) a Secretary; and (d) a Treasurer. They must be natural persons that the Board of Directors elects or appoints. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

Section 2. Election and Term of Office. All officers of the Corporation shall be elected by the Board of Directors. Except for the President, officers of the Corporation must be Directors of the Corporation, shall hold office for a term of two years and shall not serve more than two consecutive terms in such position. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided. An individual may hold more than one office of the Corporation at the same time.

Section 3. Removal and Vacancies. Any officer or agent elected or appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present. Any vacancy in an office of the corporation shall be filled by action of the Board of Directors. The removal of any individual as an officer of the Corporation shall not automatically affect such individual's employee status with the Corporation.

Section 4. President; Chief Operating Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall be appointed by the Board of Directors, shall serve at the pleasure of the Board of Directors; shall have general active management of the business of the corporation as provided by the Board of Directors and subject to the oversight and control of the Board of Directors or any committee of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried into effect; shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Directors to some other officer or agent of the corporation; may maintain records of and certify proceedings of the Board of Directors; and shall perform such other duties as may from time to time be prescribed by the Board of Directors. If authorized by the Board of Directors, the President may appoint a Chief Operating Officer to oversee and manage the day-to-day operations and performance of the Corporation as directed by the President and the Board. The Chief Operating Officer, if any, shall report to the President, and shall perform such other duties and have such other powers as the President and the Board may from time to time prescribe.

Section 5. Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall cause accurate financial records to be kept for the corporation, shall cause all moneys, drafts, and checks to be deposited in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time, shall ensure all notes, checks, and drafts received by the corporation are endorsed for deposition as ordered by the Board of Directors, making proper vouchers therefore, shall cause corporate funds to be disbursed and checks and drafts to be issued in the name of the corporation as ordered by the Board of Directors, shall render to the chief executive officer and the Board of Directors, whenever requested, an account of all such officer's transactions as chief financial officer and of the financial condition of the corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

Section 6. Chair of the Board. The Board of Directors may elect a Chair of the Board who, if elected, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice Chair. The Vice Chair shall have such powers and perform such duties as the Board of Directors may prescribe from time to time. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and, when so

acting, shall have all the powers of and be subject to all of the restrictions upon the Chair.

Section 8. Secretary. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors and Member are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Directors, and shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. Other Officers. The Board of Directors may appoint such other officers to perform the duties of and exercise the powers of the Chair, President, Vice-Chair, Secretary or Treasurer in the absence or disability of such officer. Any other officers shall hold office at the discretion of the Board of Directors and shall have such powers, perform such duties and be responsible to such other officers as the Board of Directors may prescribe.

Section 10. Delegation. If permitted by a resolution adopted by the Board of Directors, an officer may, without further action by the Board of Directors, delegate some or all of the duties and powers of an officer to other persons.

ARTICLE VII

Committees

Section 1. Committees. The Board of Directors may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the Directors in office. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the Directors currently holding office. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons. Except as specifically set forth in this Article VII, committee members other than Chairs need not be members of the Board of Directors.

Section 2. Ex Officio Member. The President of the Corporation, or a representative appointed by the President, shall be an *ex officio* member, without voting rights, of each committee of the Corporation, but shall not participate in any deliberations with respect to the terms and conditions of the President's employment, or any other matter if so specified by the Board of Directors.

Section 3. Committee Procedures. The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 4. Executive Committee. The Chair, all Vice Chairs, the Secretary and the Treasurer, and such other persons, if any, elected by the Board of Directors by resolution shall constitute the Executive Committee of the Board of Directors of the Corporation. The President shall be an *ex officio*, non-voting member of the Executive Committee. A majority of members of the Executive Committee shall be Directors. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 5. Affinity Councils. The President, in consultation with the Chair, may create and appoint affinity councils or like groups of stakeholders or other interested parties to raise funds for, and increase awareness of, specific programs and/or to recommend disbursement of funds. Such councils shall not have the authority of the Board to act, but may make recommendations to the Board.

ARTICLE VIII

Fiscal Matters

Section 1. Accounting Year. The accounting year of the Corporation shall be the calendar year.

Section 2. Contracts. The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or pursuant to a delegation by Board of Directors, by such person designated to act in the place of or in the absence of the President.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other

orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors (or by the President or Treasurer upon delegation by the Board of Directors).

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors (or the President or Treasurer upon delegation by the Board of Directors) may select.

Section 6. Maintenance of Records; Audit. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of members, Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Corporation. The Board of Directors shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Directors, at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

Section 7. Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE IX

Indemnification

The Corporation shall indemnify its officers, Directors, members and committee members against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation up to the level of insurance coverage available to the Corporation under its insurance policies in effect at such time. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of, (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no

reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation.

ARTICLE X

Director Conflict of Interest

The President shall develop, for Board of Directors' approval, a conflict of interest policy that shall apply to all Directors, officers and committee members. Such policy shall require Directors, officers and committee members to annually acknowledge reviewing the conflicts of interest policy.

ARTICLE XI

Amendments

The Corporation's Articles and these Bylaws may be altered, amended or restated by the Board of Directors to omit or include any provision which could be lawfully omitted or included at the time of such amendment, provided that the Member of the Corporation shall approve all such amendment(s) before the same shall become effective. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws, may be voted upon at a meeting of the Board of Directors, or by action in writing where due notice of the proposed amendment has been given, and shall be adopted upon the affirmative vote of not less than a majority of all Directors entitled to vote on the proposed amendment or revision and upon the approval of the Member of the Corporation.

CERTIFICATION

The undersigned, as Secretary of HENNEPIN HEALTH FOUNDATION, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by resolution of the Board of Directors at a meeting held on the 6th day of October, 2009.

Kathleen Lamey, Secretary