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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MARY BLACK FOUNDATION, INC.		A Employer identification number 57-0843135
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 349 EAST MAIN STREET, SUITE 100		B Telephone number (864) 573-9500
	City or town, state, and ZIP code SPARTANBURG, SC 29302		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 70,949,556.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	200,098.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,117,217.	1,117,217.		STATEMENT 1
	5a Gross rents	215,593.	215,593.		STATEMENT 2
	b Net rental income or (loss) 34,728.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	<698,668.>			
	b Gross sales price for all assets on line 6a 4,300,307.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	834,240.	1,332,810.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	181,026.	16,292.		164,734.
	14 Other employee salaries and wages	380,310.	34,228.		361,934.
	15 Pension plans, employee benefits	196,379.	17,674.		176,798.
	16a Legal fees STMT 4	14,537.	5,676.		12,726.
	b Accounting fees STMT 5	25,526.	12,763.		12,763.
	c Other professional fees STMT 6	340,918.	330,374.		10,771.
	17 Interest				
	18 Taxes STMT 7	286,509.	0.		0.
	19 Depreciation and depletion	228,385.	142,862.		
	20 Occupancy	152,898.	89,322.		63,575.
	21 Travel, conferences, and meetings	19,075.	3,108.		19,492.
	22 Printing and publications	6,882.	121.		6,594.
	23 Other expenses STMT 8	261,866.	12,459.		306,893.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,094,311.	664,879.		1,136,280.
	25 Contributions, gifts, grants paid	447,925.			1,589,572.
26 Total expenses and disbursements. Add lines 24 and 25	2,542,236.	664,879.		2,725,852.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,707,996.>				
b Net investment income (if negative, enter -0-)		667,931.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	323,121.	365,044.	365,044.
	3 Accounts receivable ▶ 43,911.			
	Less: allowance for doubtful accounts ▶	12,561.	43,911.	43,911.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable		200,000.	200,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	41,372.	67,198.	67,198.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	39,550,222.	48,747,778.	48,747,778.
	c Investments - corporate bonds STMT 11	12,826,839.	12,392,204.	12,392,204.
11 Investments - land, buildings, and equipment basis ▶ 6,684,608.				
Less: accumulated depreciation ▶	761,305.	5,923,303.	5,923,303.	
12 Investments - mortgage loans				
13 Investments - other STMT 12	953,543.	3,007,629.	3,007,629.	
14 Land, buildings, and equipment: basis ▶ 397,367.				
Less: accumulated depreciation ▶	203,222.	194,145.	194,145.	
15 Other assets (describe ▶ STATEMENT 13)	240,179.	8,344.	8,344.	
16 Total assets (to be completed by all filers)	60,106,202.	70,949,556.	70,949,556.	
Liabilities	17 Accounts payable and accrued expenses	37,709.	67,029.	
	18 Grants payable	1,750,162.	608,515.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 14)	150,000.	154,675.		
23 Total liabilities (add lines 17 through 22)	1,937,871.	830,219.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	58,168,331.	70,119,337.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	58,168,331.	70,119,337.	
30 Total net assets or fund balances	58,168,331.	70,119,337.		
31 Total liabilities and net assets/fund balances	60,106,202.	70,949,556.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 58,168,331.
2 Enter amount from Part I, line 27a	2 <1,707,996.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3 13,659,002.
4 Add lines 1, 2, and 3	4 70,119,337.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 70,119,337.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,300,307.		4,998,975.	<698,668.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<698,668.>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<698,668.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,611,982.	63,329,858.	.025454
2007	3,882,325.	79,247,451.	.048990
2006	4,366,427.	78,657,018.	.055512
2005	5,699,005.	75,950,228.	.075036
2004	3,199,191.	72,363,751.	.044210

2 Total of line 1, column (d)	2	.249202
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049840
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	57,533,622.
5 Multiply line 4 by line 3	5	2,867,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,679.
7 Add lines 5 and 6	7	2,874,155.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,743,327.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	13,359.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	13,359.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	13,359.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	21,703.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,703.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,344.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP : // WWW.MARYBLACKFOUNDATION.ORG /	13	X	
14	The books are in care of ▶ PHILIP BELCHER, PRESIDENT Telephone no. ▶ (864) 573-9500 Located at ▶ 349 EAST MAIN STREET, SUITE 100, SPARTANBURG, SC ZIP+4 ▶ 29302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> ▶	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		181,026.	22,334.	9,655.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MOLLY TALBOT-METZ - 349 EAST MAIN STREET, STE 100, SPARTANBURG, SC	DIRECTOR OF PROGRAMS 40.00	90,600.	9,060.	2,303.
AMY HERD - 349 EAST MAIN STREET, STE 100, SPARTANBURG, SC 29302	DIRECTOR OF FINANCE 32.00	86,050.	8,605.	750.
CURT MCPHAIL - 349 EAST MAIN STREET, STE 100, SPARTANBURG, SC 29302	PROGRAM OFFICER 40.00	70,500.	7,050.	1,396.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
J.M. SOLESBEE CONSTRUCTION COMPANY, INC P.O. BOX 3541, SPARTANBURG, SC 29304	CONSTRUCTION RENOVATIONS	175,237.
ENNIS, KNUPP & ASSOCIATES 10 S RIVERSIDE PLAZA #1600, CHICAGO, IL 60606	INVESTMENT CONSULTANT	87,000.
PRIORITY METRICS GROUP, INC P.O. BOX 1943, SPARTANBURG, SC 29304	COMMUNITY DATA CONSULTANTS	81,480.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 TO IMPROVE THE HEALTH AND WELLNESS OF THE PEOPLE AND COMMUNITIES OF SPARTANBURG COUNTY	2,725,852.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	56,196,897.
b	Average of monthly cash balances	1b	317,429.
c	Fair market value of all other assets	1c	1,895,443.
d	Total (add lines 1a, b, and c)	1d	58,409,769.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	58,409,769.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	876,147.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,533,622.
6	Minimum investment return. Enter 5% of line 5	6	2,876,681.

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

1	Minimum investment return from Part X, line 6	1	2,876,681.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,359.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,359.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,863,322.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,863,322.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,863,322.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,725,852.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	17,475.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,743,327.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,743,327.

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

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,863,322.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	1,154,982.			
c From 2006				
d From 2007	47,781.			
e From 2008	26,262.			
f Total of lines 3a through e	1,229,025.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 2,743,327.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,743,327.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	119,995.			119,995.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,109,030.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,109,030.			
10 Analysis of line 9:				
a Excess from 2005	1,034,987.			
b Excess from 2006				
c Excess from 2007	47,781.			
d Excess from 2008	26,262.			
e Excess from 2009				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or 4942(1)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

SEE STATEMENT 16

c Any submission deadlines:

SEE STATEMENT 16

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

SEE STATEMENT 16

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 17	NONE	EXEMPT	TO SUPPORT THE WORK OF THE RECIPIENT ORGANIZATION	1589572.
Total			3a	1589572.
b Approved for future payment SEE STATEMENT 18	NONE	EXEMPT	TO SUPPORT THE WORK OF THE RECIPIENT ORGANIZATION	11,000.
Total			3b	11,000.

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

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | X | |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |




[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here	 Signature of officer or trustee		08-13-10 Date	President Title	
	Preparer's signature 	Date 8-11-10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code MOORE STEPHENS TILLER LLC 1960 SATELLITE BOULEVARD, SUITE 3600 DULUTH, GA. 30097		EIN 		
			Phone no. 770-995-8800		

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

MARY BLACK FOUNDATION, INC.

57-0843135

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

MARY BLACK FOUNDATION, INC.

57-0843135

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMERICAN FUNDS INVESTMENTS	P	VARIOUS	VARIOUS
b	BLACKROCK INVESTMENTS	P	VARIOUS	VARIOUS
c	MERCATOR INTERNATIONAL FUND	P	VARIOUS	VARIOUS
d	METWEST FUND	P	VARIOUS	VARIOUS
e	PIMCO FUND	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,285,000.		1,167,151.	117,849.
b 852,356.		1,022,225.	<169,869.>
c		639,462.	<639,462.>
d 863,803.		936,654.	<72,851.>
e 1,214,177.		1,233,483.	<19,306.>
f 84,971.			84,971.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			117,849.
b			<169,869.>
c			<639,462.>
d			<72,851.>
e			<19,306.>
f			84,971.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<698,668.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return

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

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

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

Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	MARY BLACK FOUNDATION, INC.	57-0843135
	Number, street, and room or suite no. If a P.O. box, see instructions. 349 EAST MAIN STREET, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SPARTANBURG, SC 29302	

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

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

PHILIP BELCHER, PRESIDENT

- The books are in the care of ► **349 EAST MAIN STREET, SUITE 100 - SPARTANBURG, SC 29302**
Telephone No. ► **(864) 573-9500** FAX No. ►

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	21,703.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form **8868** (Rev. 4-2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN FUNDS	117,016.	0.	117,016.
BLACKROCK INVESTMENTS	10.	0.	10.
C.C. WOODSON	43,125.	0.	43,125.
COLONIAL TRUST INVESTMENTS	19.	0.	19.
MACQUARIE FUND	62,346.	0.	62,346.
MERCATOR INTERNATIONAL FUND	148,328.	0.	148,328.
METWEST FUND	259,643.	0.	259,643.
PIMCO FUND	571,701.	84,971.	486,730.
TOTAL TO FM 990-PF, PART I, LN 4	1,202,188.	84,971.	1,117,217.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE BUILDING	1	215,593.
TOTAL TO FORM 990-PF, PART I, LINE 5A		215,593.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
LEASING AND PROPERTY MGMT FEES		30,095.	
OCCUPANCY		88,732.	
INSURANCE		5,883.	
LEGAL FEES		4,352.	
DEPRECIATION		51,803.	
- SUBTOTAL -	1		180,865.
TOTAL RENTAL EXPENSES			180,865.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			34,728.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,185.	1,324.		12,726.
LEGAL FEES	4,352.	4,352.		0.
TO FM 990-PF, PG 1, LN 16A	14,537.	5,676.		12,726.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	25,526.	12,763.		12,763.
TO FORM 990-PF, PG 1, LN 16B	25,526.	12,763.		12,763.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	299,492.	299,492.		0.
LEASING & PROPERTY MGMT FEES	2,878.	26.		2,852.
OTHER PROFESSIONAL FEES	8,453.	761.		7,919.
LEASING AND PROPERTY MGMT FEES	30,095.	30,095.		0.
TO FORM 990-PF, PG 1, LN 16C	340,918.	330,374.		10,771.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	13,329.	0.		0.	
DEFERRED EXCISE TAX	273,180.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	286,509.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADVERTISING & COMMUNICATIONS	5,784.	0.		5,879.	
TECHNOLOGY	48,981.	980.		55,140.	
INSURANCE	40,733.	3,344.		37,815.	
OFFICE SUPPLIES & EXPENSES	9,786.	979.		8,772.	
MISCELLANEOUS/OTHER	3,281.	984.		2,285.	
POSTAGE	2,862.	143.		2,983.	
MEETINGS & EVENTS	11,864.	0.		11,846.	
FOOD & MEALS	4,854.	146.		4,335.	
ORG. DUES & MEMBERSHIPS	22,358.	0.		22,358.	
GRANT EVALUATIONS	105,480.	0.		105,480.	
CONTINGENCY PMT - MBH	0.	0.		50,000.	
INSURANCE	5,883.	5,883.		0.	
TO FORM 990-PF, PG 1, LN 23	261,866.	12,459.		306,893.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	9
DESCRIPTION	AMOUNT				
UNREALIZED GAINS IN INVESTMENT PORTFOLIO	13,659,002.				
TOTAL TO FORM 990-PF, PART III, LINE 3	13,659,002.				

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	4,748,681.	4,748,681.
BLACKROCK INVESTMENTS	38,967,503.	38,967,503.
MERCATOR ASSET MANAGEMENT	5,031,594.	5,031,594.
TOTAL TO FORM 990-PF, PART II, LINE 10B	48,747,778.	48,747,778.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COLONIAL TRUST INVESTMENTS	355.	355.
METWEST FUNDS	4,043,472.	4,043,472.
PACIFIC INVESTMENT MANAGEMENT COMPANY	8,348,377.	8,348,377.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,392,204.	12,392,204.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MACQUARIE INVESTMENTS	FMV	1,802,920.	1,802,920.
ARTWORK	COST	4,709.	4,709.
NOTE RECEIVABLE	COST	1,200,000.	1,200,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,007,629.	3,007,629.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAX	21,674.	8,344.	8,344.
DEFERRED TAX ASSET	218,505.	0.	0.
TO FORM 990-PF, PART II, LINE 15	240,179.	8,344.	8,344.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	150,000.	100,000.
DEFERRED TAX LIABILITY	0.	54,675.
TOTAL TO FORM 990-PF, PART II, LINE 22	150,000.	154,675.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS. KAREN H. MITCHELL 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	CHAIR 0.00	0.	0.	0.
MR. H. WALTER BARRE, II 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	VICE CHAIR 0.00	0.	0.	0.
MR. JOHN F. RENFRO, JR. 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TREASURER 0.00	0.	0.	0.
MS. RUTH L. CATE 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TRUSTEE 0.00	0.	0.	0.
MR. WILLIAM M. COKER 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TRUSTEE 0.00	0.	0.	0.
DR. BENJAMIN B. DUNLAP 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TRUSTEE 0.00	0.	0.	0.
MR. FREDERICK D. GIBBS 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TRUSTEE 0.00	0.	0.	0.
DR. JIMMY A. LITTLEFIELD 349 EAST MAIN STREET, STE 100 SPARTANBURG, SC 29302	TRUSTEE 0.00	0.	0.	0.

MARY BLACK FOUNDATION, INC.

57-0843135

MRS. DORIS H. TIDWELL
349 EAST MAIN STREET, STE 100
SPARTANBURG, SC 29302

TRUSTEE
0.00

0. 0. 0.

MRS. MARGARET YOUNG
349 EAST MAIN STREET, STE 100
SPARTANBURG, SC 29302

TRUSTEE
0.00

0. 0. 0.

MR. ROBERT L. WYNN, III
349 EAST MAIN STREET, STE 100
SPARTANBURG, SC 29302

TRUSTEE
0.00

0. 0. 0.

MR. PHILIP B. BELCHER
349 EAST MAIN STREET, STE 100
SPARTANBURG, SC 29302

PRESIDENT/SECRETARY
45.00

181,026. 22,334. 9,655.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

181,026. 22,334. 9,655.

990-PF	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	16
	PART XVII, LINE 1, COLUMN (D)		

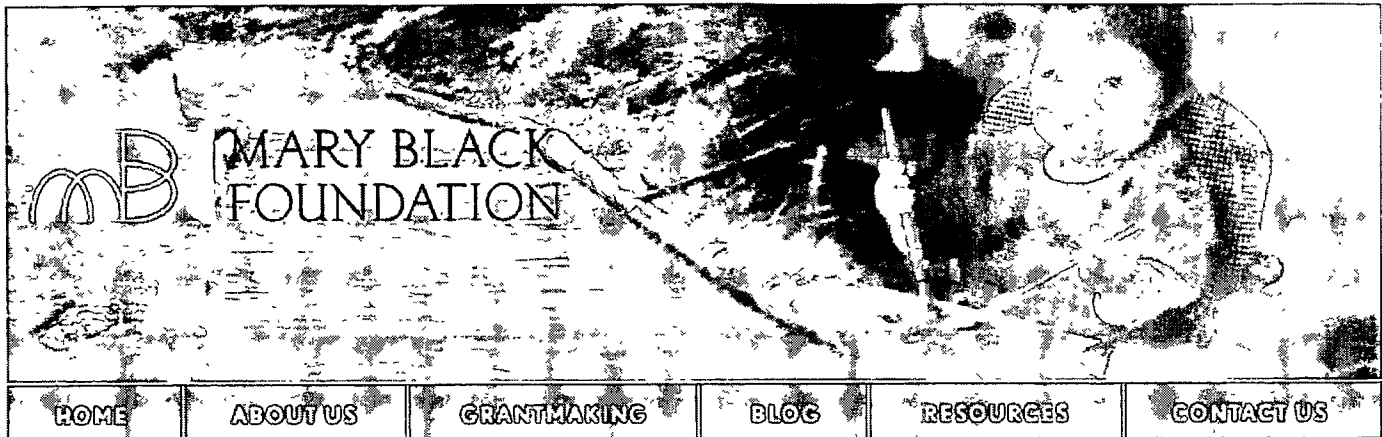
NAME OF NONCHARITABLE EXEMPT ORGANIZATION

CITY OF SPARTANBURG (SC) DEVELOPMENT CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

ON JANUARY 15, 2009, THE FOUNDATION ENTERED INTO A LOAN AGREEMENT WITH THE CITY OF SPARTANBURG DEVELOPMENT CORPORATION ("SDC") FOR THE DEVELOPMENT OF THE C.C. WOODSON RECREATION CENTER REPLACEMENT FACILITY PROJECT IN THE AMOUNT OF \$1,200,000.

STATEMENT 16



GRANTMAKING

OUR FUNDING AREAS

Through our grantmaking, the Mary Black Foundation seeks to partner with organizations that will help us improve the health and wellness of the people and communities of Spartanburg County, SC. Specifically, the Foundation has three funding areas:

Active Living

Active Living refers to a way of life that integrates physical activity into daily routines. In addition to recreational exercise, active living includes moderate forms of activity such as walking or bicycling for transportation, taking the stairs, or working in the yard. [More..](#)

Early Childhood Development

Early childhood development is defined by the Foundation as the process of growth that occurs prenatally through the first five years of life. Improving the health and wellness of Spartanburg County through a focus on early childhood development will require efforts that address adolescent pregnancy, children's physical, emotional, social, and cognitive development, and children's relationships with families and other caregivers. [More](#)

Community Health Fund

The Community Health Fund is a smaller resource of funding that allows the Foundation to invest in projects that will improve health and wellness in Spartanburg County but fall outside the Active Living and Early Childhood Development priority areas. [More](#)

OUR INVESTMENT APPROACH

At the Mary Black Foundation, we continually ask ourselves if we are making a difference – whether our investments in the community are contributing to improved health and wellness in Spartanburg County. As an investor, our success is dependent upon the success of our partners

STATEMENT 16

(i.e. the organizations in which we invest). Therefore, when making funding decisions, the Foundation focuses on the results that we can achieve with our partners. We review applications with the following questions in mind:

1. What is the result to be achieved if we make this investment?
2. What are the chances that the result will be achieved?
3. Is this a good investment considering cost relative to gain when we compare it to all other opportunities before us?

We seek to invest in organizations that are clear about what results will be achieved and how those results will be verified.

BEFORE YOU APPLY

1. Read about the Foundation's three funding areas – Active Living, Early Childhood Development, and the Community Health Fund – to determine if your project is a good fit with the Foundation's targeted outcomes and results.

2. **Potential applicants must meet with the Foundation's program staff prior to submitting a grant application.** Contact Amy Page at apage@maryblackfoundation.org or 864-573-9500 to schedule a grant consultation.

3. Make sure you have your organization's taxpayer identification number; you will be asked to enter it before you can access the online grant application. If you have not applied to the Foundation using its online application before, you will be prompted to create a new account, which will allow you to work on your application, save it, and come back to it at another time. Write down and save your password for future reference.

APPLY ONLINE

Once you are ready to apply to the Mary Black Foundation, determine which of the three types of investments (described below) is most appropriate for your project. Then, click on the appropriate link to access the grant application. Clicking on the links below will take you to a log in page and will create a NEW application. If you have already started an application, please refer to the Welcome email you received with your log in name and password to access the application you have already started.

Programs & Services

Use this application when applying for funds to implement programs or direct services, including the provision of resources, information, direct assistance, social support, or skills to others in the community.

Policies & Places

Use this application when applying for funds to create new or enhanced existing policies, places, or environmental conditions that, when created or improved, will affect programs and people.

Planning & Capacity Building

STATEMENT 16

Use this application when applying for funds to strengthen your organization so it can achieve and sustain stronger results.

Applying online is easy. In fact, we prefer to receive grant applications through our Web site as it accelerates the processing time. If you are unable to complete an online application, please contact Amy Page at (864) 573-9500 or apage@maryblackfoundation.org to make alternative arrangements.

PROPOSAL DEADLINES

The Foundation will accept applications no later than 5 p.m. ET on March 1, June 1, September 1, and December 1. If the application deadline falls on a weekend or holiday, the applications will be accepted on the next business day by 5 p.m. All applicants will be notified of our receipt of their grant application via email. Please make sure the email information is correct on your application. If you do not receive an email confirmation, please contact Amy Page at apage@maryblackfoundation.org.

Please do not mail a duplicate copy or any additional attachments or information. The Foundation's staff will contact you if they have any questions or need additional information.

The review process takes approximately 90 days. You will be contacted as soon as a decision is reached. At any point in the process, please do not hesitate to contact the Foundation with your questions or concerns.

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349 East Main Street, Suite 100 Spartanburg, SC 29302 T 864-573-9500 F 864-573-5805

STATEMENT 17
Mary Black Foundation, Inc
Grant Payments Made During 2009

<u>ID</u>	<u>Grantee Name</u>	<u>Status</u>	<u>Grantee Address</u>	<u>Project Title</u>	<u>Amount</u>	
Grants Paid - Active Living						
731	Palmetto Conservation Foundation	Public Charity	P O Box 325 Glendale, SC 29346-0325	Glendale Outdoor Leadership School and Greenway	\$75,000 00	
893	Palmetto Conservation Foundation	Public Charity	P O Box 325 Glendale, SC 29346-0325	Program Related Support	\$27,000 00	
864	Partners for Active Living	Public Charity	P O Box 6728 Spartanburg, SC 29304	Partners for Active Living	\$108,900 00	
628	Prevention Research Center, Arnold School of Public Health, USC	Public Charity	730 Devine Street Columbia, SC 29208	Rail Trail Conversion Evaluation	\$25,518 00	
683	City of Spartanburg	Governmental Unit	PO Drawer 1749 Spartanburg, SC 29304	CC Woodson Community Recreation Center Renovation	\$150,000 00	
816	Town of Duncan	Governmental Unit	PO Drawer 188 Duncan, SC 29334	Middle Tyger Connected	\$100,000 00	
			Total Active Living			\$486,418 00
Grants Paid - Early Childhood Development						
686	SOAR Academy	Public Charity	P O Box 3118 Spartanburg, SC 29304	Start up and operational expenses	\$60,000 00	
801	University of South Carolina Research Foundation	Public Charity	1600 Hampton St Suite 507 Columbia, SC 29208	BASICspaces Second Phase	\$120,000 00	

STATEMENT 17
Mary Black Foundation, Inc.
Grant Payments Made During 2009

850	The Children's Service Alliance	Public Charity	c/o Ida Thompson 101 East Wood St. Spartanburg, SC 29301	Early Education Learning Lab Development Grant	\$58,472 00	
836	United Way of the Piedmont	Public Charity	PO Box 5624 Spartanburg, SC 29304	The Imagination Library Project	\$40,000 00	
801	University of South Carolina Research Foundation	Public Charity	1600 Hampton St. Suite 507 Columbia, SC 29208	BASICspaces Second Phase	\$127,500 00	
866	Spartanburg County School District One	Governmental Unit	PO Box 218 Campobello, SC 29322	K-4 Therapeutic Program	\$50,000 00	
869	Spartanburg County First Steps	Public Charity	900 South Pine Street Spartanburg, SC 29302	Early Education Project	\$126,000 00	
768	Spartanburg Regional Healthcare System Foundation	Public Charity	101 E Wood Street Spartanburg, SC 29303	Birth Matters	\$2,452 01	
897	Reach Upstate	Public Charity	PO Box 2413 Spartanburg, SC 29304	Core Operating Support	\$25,000 00	
901	ReGenesis Organization Community Health Center	Public Charity	PO Box 5158 Spartanburg, SC 29304	Program Related Support	\$25,000 00	
350	The Children's Service Alliance	Public Charity	c/o Ida Thompson 101 East Wood St Spartanburg, SC 29301	Early Education Learning Lab Development Grant	\$24,528 00	
347	Spartanburg County First Steps	Public Charity	900 South Pine Street Spartanburg, SC 29302	QRIS Site Visit	\$800 00	

STATEMENT 17
Mary Black Foundation, Inc.
Grant Payments Made During 2009

942	Spartanburg Terrace Tenants Association	Public Charity	PO Box 5330 Spartanburg, SC 29304	Raising a Reader	\$1,500 00	
949	Reach Out and Read - South Carolina	Public Charity	5 Richland Medical Park Drive Columbia, SC 29203	ECD Early Literacy	\$25,000 00	
951	Spartanburg County Public Libraries System	Governmental Unit	151 South Church Street Spartanburg, SC 29306	ECD Early Literacy	\$70,000 00	
957	Spartanburg County School District Six	Governmental Unit	1390 Cavalier Way Roebuck, SC 29376	ECD Early Literacy	\$15,000 00	
			Total Early Childhood Development			\$771,252 01
Grants Paid - Community Health Fund						
724	The Spartanburg County Museum of Art	Public Charity	200 E. St. John St. Spartanburg, SC 29306	COLORS (Creative Outlet for Learning Opportunities for Rising Stars)	\$5,000 00	
797	The Urban League of the Upstate	Public Charity	201 Caulder Avenue Spartanburg, SC 29306	Core Operating Support	\$27,000 00	
835	Boys and Girls Clubs of the Upstate	Public Charity	PO Box 2794 Spartanburg, SC 29304	Fine Arts Program	\$20,000 00	
887	Urban Land Institute South Carolina	Public Charity	PO Box 21352 Charleston, SC 29413	Upstate Reality Check	\$1,000 00	
937	Total Ministries of Spartanburg County	Public Charity	420 Union Street Spartanburg, SC 29304	Attend Workshop	\$2,354 00	

STATEMENT 17
Mary Black Foundation, Inc.
Grant Payments Made During 2009

894	Adult Learning Center	Public Charity	145 North Church St , Ste 82 Spartanburg, SC 29306	Core Operating Support	\$20,000 00	
896	Children's Advocacy Center of Spartanburg	Public Charity	PO Box 6007 Spartanburg, SC 29304	Core Operating Support	\$25,000 00	
921	The Cross Cultural Institute of America	Public Charity	PO Box 29 Clifton, SC 29324	Organizational Capacity Building	\$6,000 00	
934	Ellen Hines Smith Girls' Home	Public Charity	PO Box 1731 Spartanburg, SC 29304	Core Operating Support	\$25,000 00	
930	Hub City Farmers's Market	Public Charity	298 Magnolia Street Spartanburg, SC 29306	Core Operating Support	\$27,000 00	
918	Spartanburg Regional Healthcare System Foundation/Safe Kids Spartanburg	Public Charity	101 E Wood Street Spartanburg, SC 29303	Program Related Support	\$5,000 00	
900	SOAR Academy	Public Charity	PO Box 3118 Spartanburg, SC 29304	Core Operating Support	\$30,000 00	
919	The Urban League of the Upstate	Public Charity	201 Caulder Avenue Spartanburg, SC 29306	Core Operating Support	\$20,000 00	
814	Palmetto Council, Inc Boy Scouts of America	Public Charity	420 South Church Street Spartanburg, SC 29306	Scoutreach	\$15,000 00	
912	Upstate Forever	Public Charity	PO Box 2308 Greenville, SC 29602	Core Operating Support	\$15,000 00	

STATEMENT 17
Mary Black Foundation, Inc.
Grant Payments Made During 2009

939	Sisters of Charity	Public Charity	2711 Middleburg Drive Columbia, SC 29204	SC Grantmakers Forum	\$250 00	
943	The Rensselaerville Institute	Public Charity	104 S. Allen Street Albany, NY 12208	Evaluation - Consultation for Nonprofits	\$12,000 00	
944	United Way of the Piedmont	Public Charity	PO Box 5624 Spartanburg, SC 29304	Gifts in Kind Center	\$5,000 00	
973	The Spartanburg County Foundation	Public Charity	424 E. Kennedy St Spartanburg, SC 29302	Ready by 21	\$7,500 00	
			Total Community Health Fund			\$268,104 00
Grants Paid - Community Champion Awards						
948	Woodruff Primary School	Governmental Unit	200 Lucy P. Edwards Road Woodruff, SC 29388	Early Childhood Development Community Champion Award	\$25,000 00	
971	Palmetto Conservation Foundation	Public Charity	PO Box 325 Glendale, SC 29346-0325	AL Community Champion Award - BikeWorx	\$12,500 00	
972	City of Spartanburg	Governmental Unit	PO Drawer 1749 Spartanburg, SC 29304	Active Living Champion Award - BikeWorx	\$12,500 00	
			Total Community Champion Awards			\$50,000 00
Grants Paid - Trustee Recognition						
940	United Way of the Piedmont	Public Charity	PO Box 5624 Spartanburg, SC 29304	Trustee Recognition - John Renfro	\$5,000 00	

STATEMENT 17
Mary Black Foundation, Inc.
Grant Payments Made During 2009

941	The Arts Partnership of Greater Spartanburg	Public Charity	200 East St John Street Spartanburg, SC 29306	Trustee Recognition - John Renfro	\$5,000 00	
945	Cancer Association of Spartanburg and Cherokee Counties	Public Charity	PO Box 1582 Spartanburg, SC 29304	Trustee Recognition - Fred Gibbs	\$5,000 00	
946	Louvenia D Barksdale Sickle Cell Anemia Foundation	Public Charity	645 S Church Street Spartanburg, SC 29301	Trustee Recognition - Fred Gibbs	\$5,000 00	
			Total Trustee Recognition Awards			\$20,000 00
			Total Grants Paid			\$1,595,774 01

Recoveries/Returns of PY Grants recognized in CY in Part I instead on Part XI <\$6,202>

Current Year Grants Paid \$1,589,572

Mary Black Foundation, Inc
Grants Payable @ December 31, 2009
(Related to Grants Awarded in 2009)

ID #	Grantee Name	Status	Grantee Address	Purpose	Grant Award Date	Grant Amount	Payable @ 12/31/09
943 01	The Rensselaerville Institute	Not-for-profit organization	104 S. Allen Street Albany, NY 12208	Consultation	9/30/2009	\$16,000.00	\$11,000.00
GRANTS PAYABLE @ 12/31/09 (Related to Grants Approved in Current FY)						\$16,000	\$11,000
				Payables - Grants awarded in 2009	11,000		
				Payables - Grants awarded in prior years	609,200		
					620,200		
				Less: Allowance for PV of grants payable	(11,685)		
				Grants payable per Part II	608,515		

2009 DEPRECIATION ATTACHMENT

Mary Black Foundation
Land, Building and Equipment
FYE 12/31/09

Account No	Description	Cost Beginning Balance 01/01/09	Additions in FYE 12/31/09	Disposals in FYE 12/31/09	Cost Ending Balance 12/31/09	Account No	Description	Accum Depr Beginning Balance 01/01/09	Depreciation Expense FYE 12/31/09	Disposals in FYE 12/31/09	Accum Depr Ending Balance 12/31/09	Net Book Value 12/31/09
1601-1-1	Land	544,635.00	-	-	544,635.00					-		544,635.00
1602-1-1	Building	950,206.29	-	-	950,206.29	1604-1-1	Accum Depr - Bldg	(114,816.61)	(22,755.16)		(137,571.77)	812,634.52
1606-1-1	Building Renovations	4,660,737.75	-	-	4,660,737.75	1610-1-1	Accum Depr - Renov	(329,721.77)	(110,516.44)		(440,238.21)	4,220,500.54
1607-1-1	Tenant Improvements	190,319.00	65,091.70	-	255,410.70	1609-1-1	Acc Depr - Ten Impro	(117,404.85)	(43,234.88)		(160,639.73)	94,770.97
1612-1-1	Bldg. Renov-Tenant Space	164,022.87	199,593.76	-	363,616.63	1611-1-1	Acc Depr-Renov Tenant	(10,343.58)	(5,470.44)		(15,814.02)	345,802.61
1603-1-1	Furniture, Fixtures and Equipment	79,892.78	17,474.64	-	97,367.42	1605-1-1	Accum Depr - F & E	(63,816.64)	(39,402.69)		(103,219.33)	100,148.09
1608-1-1	Artwork	4,708.86	-	-	4,708.86			-	-	-	-	4,708.86
1613-1-1	Construction in Progress	4,633.60	(4,633.60)	-	-			-	-	-	-	-
		<u>6,869,217.15</u>	<u>87,466.50</u>	<u>-</u>	<u>6,956,683.65</u>			<u>(1,361,422.78)</u>	<u>(225,184.61)</u>		<u>(1,586,607.39)</u>	<u>5,370,076.26</u>

SECOND AMENDED AND RESTATED

BYLAWS

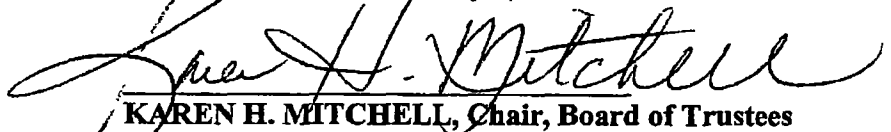
OF

MARY BLACK FOUNDATION, INC.

Incorporated under the laws of the State of South Carolina

**Adopted by the Board of Trustees on December 15, 2009, and made effective as of
January 1, 2010**

**These are the Bylaws of Mary Black Foundation, Inc., adopted by resolution of the Board
of Trustees on December 15, 2009, and made effective as of January 1, 2010.**

A handwritten signature in black ink, appearing to read "Karen H. Mitchell", is written over the printed name and title of the signatory.

**KAREN H. MITCHELL, Chair, Board of Trustees
Mary Black Foundation, Inc.**

Date: December 15, 2009

MARY BLACK FOUNDATION, INC.

BYLAWS

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SECOND AMENDED AND RESTATED

BYLAWS

OF

MARY BLACK FOUNDATION, INC.

Incorporated under the laws of the State of South Carolina

ARTICLE ONE

Name, Location, and Offices

1.1 Name. The name of this corporation shall be "MARY BLACK FOUNDATION, INC."

1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of South Carolina, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of South Carolina law.

1.3 Other Offices. The principal office of the corporation shall be located in the State of South Carolina. The corporation may have other offices at such place or places, within or outside the State of South Carolina, as the Board of Trustees may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Public Benefit Corporation. The corporation shall be organized and operated as a nonprofit public benefit corporation under the applicable provisions of South Carolina law.

2.2 Charitable Purposes. The corporation is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation was organized, and at all times shall be operated, to promote and foster the uncompromising principles and virtues for which Mary Snoddy Black stood: honesty, industry, courage, and an unwillingness ever to acknowledge defeat. The corporation shall support innovative charitable programs and organizations, including without limitation those which serve the needs and interests and advance the general welfare of the Spartanburg County, South Carolina area and the surrounding region, as determined by the Board of Trustees in its absolute discretion. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To support a broad range of charitable purposes intended to benefit and enhance the health status and wellness of the citizens of communities served by the corporation;

(b) To support programs that are not customarily operated by hospitals in the Spartanburg County, South Carolina area and the surrounding region and specifically that will not duplicate programs that are, have been, or should be offered at such hospitals;

(c) To acquire, receive, or refuse from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

(d) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws, or in accordance with determinations made by the Board of Trustees pursuant to the articles of incorporation and these bylaws;

(e) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

(f) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Trustees (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs and interests served by the corporation;

(g) To engage in charitable functions and activities, not inconsistent with its purposes, as set forth in the articles of incorporation and these bylaws; and

(h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of South Carolina law (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall not be limited in its capacity of service to the region served by the corporation, but shall be authorized, in accordance with its articles of incorporation, to engage in charitable functions and activities and to promote and improve philanthropy throughout that region.

2.3 Successor to Mary Black Memorial Hospital, Inc. Consistent with its charitable purposes and functions, the corporation shall:

(a) Carry out the duties and responsibilities and assume the liabilities imposed on the corporation under that certain assignment and assumption agreement among Mary Black Health Systems, Inc. ("MBHS"), Mary Black Memorial Hospital, Inc., QHG of Spartanburg, Inc., Quorum Health Group, Inc., Mary Black Health System LLC, and the corporation, dated July 3, 1996 ("Assignment and Assumption Agreement");

(b) Enforce the obligations and covenants in favor of MBHS and Mary Black Memorial Hospital, Inc. under the Assigned Agreements referred to in the Assignment and Assumption Agreement;

(c) As the recipient of proceeds from the sale of Mary Black Memorial Hospital, Inc., support a broad range of charitable purposes intended to benefit and enhance the health status and wellness of the citizens of communities served by Mary Black Memorial Hospital, Inc.;

(d) Accept, assume and carry out the fiduciary duties and responsibilities imposed on the corporation, and its trustees and officers, as successor to Mary Black Memorial Hospital, Inc.

2.4 Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE

Board of Trustees

3.1 Authority and Responsibility of the Board of Trustees.

(a) Except as otherwise provided in the articles of incorporation of the corporation or in these bylaws, the supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.

(b) The governing body of the corporation shall be the Board of Trustees. The Board of Trustees shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws.

(c) The Board of Trustees shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, trustee, officer, director, or other private person or individual.

(d) The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(e) The Board of Trustees is authorized to employ such person or persons, including a president, executive director, or other officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2 Board of Trustees. The Board of Trustees of the corporation shall consist of no more than fifteen (15) and no fewer than seven (7) members, residing in or near, or otherwise closely identified with or committed to, Spartanburg County, South Carolina, who shall be elected in the manner prescribed in Section 3.3 or Section 3.6 of these bylaws. The Board of Trustees may by resolution fix the precise number of members of the Board of Trustees between and including the stated limits, but any reduction in the number of members of the Board shall take effect only at the expiration of the terms of office of the members whose offices are to be eliminated or upon their earlier resignation or removal. Members of the Board of Trustees shall be elected on the basis of their knowledge of the charitable needs and interests of the communities served by the corporation, on the basis of their standing in those communities and their access to businesses, groups, and individuals interested in promoting, encouraging, and supporting the charitable purposes and functions of the corporation, and on the basis of activity in and representation of organizations which are concerned with the charitable needs of those communities. The Board of Trustees shall represent the broad interests of the public. Members of the Board of Trustees shall serve without compensation for their services as trustees, but they may be reimbursed for reasonable expenses incurred for or on behalf of the corporation.

3.3 Manner of Election. The trustees of the corporation shall be elected at the annual meeting of the Board of Trustees of the corporation by a vote of the trustees as provided in Article Four of these bylaws.

3.4 Terms of Office.

(a) Each trustee elected by the Board of Trustees effective on or after July 1, 2002 and prior to July 1, 2007 as provided in Article Three of these bylaws (collectively, the "Extended Term Trustees") served or is currently serving as a trustee with a term of office that expired or expires on a date determined and ratified by the trustees (individually, with respect to each such trustee, such date is hereinafter referred to as the "Extended Term Expiration Date") and thereafter until his or her successor was or has been elected or until his or her earlier death, resignation, disqualification or removal. The records of the corporation reflect such Extended Term Expiration Date. Upon the Extended Term Expiration Date, such trustee shall not be eligible to be re-elected to the Board of Trustees for at least one (1) year. After such one

(1) year interval, such Extended Term Trustees shall be eligible to serve two four (4) year terms as provided in Section 3.4(b) of these bylaws.

(b) Each trustee elected by the Board of Trustees effective on or after July 1, 2007 as provided in either Section 3.3 or Section 3.6 of these bylaws shall take office as of the date and time specified for such election by the Trustees. Each such trustee elected effective on or after July 1, 2007 shall continue in office for a term of four (4) years and thereafter until his or her successor has been elected or until his or her earlier death, resignation, disqualification or removal. At the expiration of his or her four (4) year term of office, including where such four (4) year term of office follows such trustee's service for an unexpired term as provided under Section 3.4(c) of these bylaws, each such trustee elected effective on or after July 1, 2007 by the Board of Trustees shall be eligible to be re-elected to the Board of Trustees for a second four (4) year term of office; provided, however, that the terms of office of all trustees may be adjusted as necessary to accommodate any change in the dates of the corporation's fiscal year.

(c) Each trustee elected effective on or after July 1, 2007 to fill a vacancy arising by reason of death, disability, disqualification, refusal to serve, resignation, or removal shall continue in office for the unexpired term of the former trustee and thereafter until his or her successor has been elected or until his or her earlier death, resignation, disqualification, or removal. At the expiration of the unexpired term for which such trustee was elected, each such trustee so elected effective on or after July 1, 2007 by the Board of Trustees shall be eligible to be re-elected to the Board of Trustees for two (2) additional four (4) year terms of office as trustee.

3.5 Nominations. The governance committee, acting in accordance with Section 9.1 of these bylaws, shall present to the trustees at least fourteen (14) days before the meeting at which trustees are to be elected one nomination for each seat on the Board of Trustees which is vacant or about to expire. Additional nominations may be made from the floor at any meeting at which new trustees are being elected, provided, however, that the consent of the nominee to his or her election has been obtained in advance and a resume of the nominee's background and credentials is made available to the Board of Trustees at or before the meeting at which the election occurs. The governance committee shall undertake to provide continuity to the legacy of the Black family by seeking to include among nominees to the board at least one (1) person who is a lineal descendant of Dr. Hugh Ratchford Black and Mary Snoddy Black, provided there is such a lineal descendant who is able, willing, and qualified to serve as a member of the Board of Trustees, as determined by the governance committee and the Board of Trustees in their discretion.

3.6 Attendance and Removal. Members of the Board of Trustees who, upon the vote of the board and as a result of change of residence, office or employment, cease to be qualified, shall cease to be members of the Board of Trustees. Each trustee will be expected to attend all meetings and shall be required to attend at least seventy-five percent (75%) of all annual, regular, and special meetings with the requisite notice of the Board of Trustees (excluding for this purpose telephone meetings described in Section 4.9 hereof) and of the meetings of any committee of the Board of Trustees of which such trustee is a member held each year, unless excused by the chair; and failure to attend the required number of meetings or failure to attend three (3) consecutive meetings of the Board of Trustees without excuse acceptable to the chair

shall operate as a tender of resignation from the board. Vacancies arising by reason of either (i) expiration of the term of such trustee or of another trustee (whether such term was established under Section 3.4(a) or 3.4(b) of these bylaws) or (ii) that the maximum number of trustees as set forth in Section 3.2 of these bylaws have not been elected, shall be filled for a new four (4) year term by the Board of Trustees subject to the provisions of Section 3.4(b) of these bylaws. Vacancies arising by reason of either death, disability, disqualification, refusal to serve or resignation shall be filled for the unexpired term of the former trustee by the Board of Trustees subject to the provisions of Section 3.4(c). A vacancy may be filled only by a person who possesses the qualifications referred to in Section 3.2 of these bylaws. Such person shall serve as a member of the Board of Trustees until the expiration of his or her term, and thereafter until his or her successor is elected and qualifies. Any trustee may be removed either for or without cause at any regular, special or annual meeting of the Board of Trustees, by the affirmative vote of no fewer than two-thirds (2/3) of all the trustees then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting, and any such trustee's successor shall be elected to serve the unexpired term of the removed trustee subject to the provisions of Section 3.4(c) of these bylaws.

3.7 Committees of the Board of Trustees. There shall be an executive committee of the Board of Trustees consisting of such then serving trustees as may be designated by the Board of Trustees. By resolution adopted by a majority of trustees present at a properly convened meeting at which a quorum is present, the Board of Trustees may designate from among its members one or more other committees, each consisting of two (2) or more trustees. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Eight ("Committees of Trustees").

3.8 Compensation. Trustees shall not be compensated for service as trustees. Subject to the provisions of Article Eleven hereof, trustees may, however, receive reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the corporation.

ARTICLE FOUR

Meetings of the Board of Trustees

4.1 Place of Meetings. Meetings of the Board of Trustees may be held at any place within or outside the State of South Carolina as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

4.2 Annual Meeting; Notice. An annual meeting of the Board of Trustees shall be held at such place as the Board of Trustees shall determine on such day and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary not less than five (5) nor more than twenty (20) days before such annual meeting.

4.3 Regular Meetings; Notice. Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times and at such places as the Board of

Trustees may prescribe. There shall be at least four (4) quarterly meetings of the Board of Trustees each year, including the annual and the regular meetings. Notice of the time and place of each such regular meeting shall be given by the secretary not less than five (5) nor more than twenty (20) days before such regular meeting.

4.4 Special Meetings; Notice. Special meetings of the Board of Trustees may be called by or at the request of the chair or by any three (3) of the trustees in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Trustees shall be given by the secretary at least seventy-two (72) hours before such meeting.

4.5 Waiver. Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.6 Quorum. At meetings of the Board of Trustees, a majority of the trustees then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than five (5) trustees constitute a quorum. If there originally is a quorum at a meeting of the Board of Trustees, and subsequent to such time there ceases to be a quorum at such meeting, there shall thereafter be no transaction of business at such meeting unless at the time any such action is to be taken there is again a quorum present at such meeting.

4.7 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of trustees present at a properly convened meeting at which a quorum is present at the time shall be the act of the Board of Trustees. Adoption, amendment and repeal of a bylaw are provided for in Article Sixteen of these bylaws. Vacancies in the Board of Trustees may be filled as provided in Article Three of these bylaws.

4.8 Action by Trustees Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Trustees then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 Telephone and Similar Meetings. Trustees may participate in and hold a meeting (including for this purpose a meeting of the executive committee of the Board of Trustees or a meeting of any other committee) by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.10 Adjournments. A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall be necessary to give notice of the reconvened meeting and of the business to be transacted in a manner other than by announcement at the meeting which was adjourned. At

any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any trustee, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances and is thereafter confirmed in writing. Notice may be communicated in person, by telephone or other form of wire or wireless communication, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner and has been the subject of written confirmation.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

5.2 Waiver. A trustee may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the trustee entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the trustee at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX

Board of Advisors

6.1 Appointment. The Board of Trustees may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the corporation, and community standing will help the Board of Trustees carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Trustees.

6.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Trustees on matters relating to the business and affairs of the corporation and to suggest or be available for consultation with regard to projects or activities which the corporation may undertake, consistent with its exempt charitable purposes, in furtherance of its goals and objectives.

6.3 Periodic Meetings. The Board of Trustees, officers, members of the Board of Advisors, members of any committee of the corporation, and interested members of the community shall meet from time to time at times and places to be determined by the chair or the Board of Trustees. Notice of each such meeting, time and place shall be given to the trustees, officers, members of the Board of Advisors, and committee members, and to those individuals who have caused their names to be placed on the corporation mailing list. The mailing list shall be kept by the secretary. The date of the meeting may be changed by the chair or any two (2) members of the Board of Trustees, provided that notice is given of any such change at least two (2) days before the regularly scheduled date of such meeting.

ARTICLE SEVEN

Officers

7.1 Number and Qualifications. The executive officers of the corporation shall consist of a chair, one or more vice-chairs, a secretary, and a treasurer. The chair shall be the chief volunteer officer of the corporation and shall also act as the chair of the Board of Trustees and of any executive committee of the Board of Trustees. The Board of Trustees shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a chair, a vice-chair, a secretary, and a treasurer. Any two (2) or more offices, other than chair and vice-chair, may be held by the same person. With the exception of the secretary, all executive officers must be then serving members of the Board of Trustees at the time of their election and during their respective terms of office.

7.2 Election and Term of Office. The executive officers of the corporation, including the chair, the vice-chairs, the secretary, and the treasurer, shall be elected by the Board of Trustees. The executive officers of the corporation shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Except as otherwise provided herein, no executive officer other than the secretary of the corporation shall be eligible to serve for more than two (2) consecutive full one-year terms of office. Any other officers or assistant officers appointed by the Board of Trustees under Section 7.1 of these bylaws shall serve at the will of the Board of Trustees and until their successors have been appointed and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. See Section 9.1 ("Governance Committee").

7.3 Other Agents. The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. Except as otherwise provided in these bylaws, a vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Trustees.

7.6 Chair. The chair shall be the chief volunteer officer of the corporation. The chair shall preside at all meetings of the Board of Trustees. The chair shall perform such duties and have such authority and powers as the Board of Trustees may from time to time prescribe.

7.7 Vice-Chairs. The vice-chairs, in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the chair, perform the duties and have the authority and exercise the powers of the chair. They shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

7.8 President.

(a) The president shall be the chief staff officer of the corporation, subject to the control of the Board of Trustees. Under the direction of the Board of Trustees, the president shall be solely responsible for, shall supervise, and shall have general charge of the operations of the corporation and shall assist the chair of the corporation as well as the chairs of committees of the Board of Trustees, as contemplated herein, in carrying out the policies, programs, orders, directives, and resolutions of the Board of Trustees.

(b) Subject to the provisions of Article Twelve hereof, the books and financial records of the corporation shall be kept under the supervision of the president. All monies due and payable to the corporation from any source whatsoever shall be received by him or her and deposited by him or her to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may designate. He or she shall keep or cause to be kept proper account of all such monies received and all monies disbursed on behalf of the corporation and of all records in connection therewith.

(c) Subject to the provisions of Article Twelve hereof and subject to resolutions of the Board of Trustees limiting such authority, the president shall be authorized to sign checks, drafts, statements, and reports required to be filed with state and federal officials or agencies, to sign notes and certificates of stock, and to execute in the corporate name deeds, leases, mortgages, bonds, contracts, and agreements.

(d) The president shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she shall keep the Board of Trustees and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult freely with them concerning the business and affairs of the corporation.

(e) Unless otherwise provided by the Board of Trustees, the president shall act as spokesperson for the corporation and represent and conduct public relations contacts. He or she shall promote the development of effective private philanthropy on behalf of the corporation and develop and conduct relations which will broaden interest in the corporation. He or she may be responsible for coordinating the obtaining of charitable gifts and bequests on behalf of the corporation; and under the guidance of the Board of Trustees, the president shall develop and implement plans to attract funds to add to the corporation's endowment and with which to make distributions in furtherance of the charitable purposes of the corporation.

(f) The president shall perform such other duties and shall have such other authority and powers as the Board of Trustees may from time to time prescribe.

7.9 Secretary.

(a) The secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Trustees or the chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of any other corporate officer.

(d) The secretary shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

7.10 Assistant Secretaries. The assistant secretaries, in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

7.11 Treasurer.

(a) Subject to the provisions of Article Twelve hereof, the treasurer shall provide for the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Trustees.

(b) Subject to the provisions of Article Twelve hereof, the treasurer shall disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Trustees, and

prepare financial statements, or have financial statements prepared, at the end of each calendar month or at such other intervals as the Board of Trustees shall direct.

(c) If required by the Board of Trustees, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation. The corporation shall bear the expense of any bond it requires of the treasurer.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

7.12 Assistant Treasurers. The assistant treasurers, in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or as the chair may from time to time delegate.

ARTICLE EIGHT

Committees of Trustees

8.1 Executive Committee. By resolution adopted by a majority of the trustees in office, the Board of Trustees shall designate from among its members an executive committee consisting of three (3) or more trustees. In the interim between meetings of the Board of Trustees, the executive committee shall have and exercise the authority of the Board of Trustees in the management of the affairs of the corporation. However, nothing herein shall operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him or her by law. Any action by the executive committee shall be taken only by the affirmative vote of a majority of all the members of the executive committee. All actions taken and business transacted by the executive committee between meetings of the Board of Trustees shall be reported to the Board of Trustees at the meeting of the Board of Trustees next succeeding any such action or business.

8.2 Other Committees of Trustees. Other committees, each consisting of two (2) or more trustees, not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the corporation, with the approval of and after consultation with the Board of Trustees.

8.3 Advisory and Other Committees. The Board of Trustees may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not trustees of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and

purpose of each such committee to advise the Board of Trustees on matters relating to the business and affairs of the corporation; and each such committee shall be chaired by a member of the Board of Trustees and shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the corporation, with the approval of and after consultation with the Board of Trustees. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby. See Article Six ("Board of Advisors").

8.4 Term of Appointment; Removal. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any removal of any member of a committee of the trustees appointed or designated pursuant to the provisions of this Article Eight shall require the approval of the Board of Trustees with respect to such removal.

8.5 Chair and Vice-Chair. One member of each committee shall be appointed chair thereof by the chair of the corporation. One other member of each committee shall be elected vice-chair thereof by the members of the committee. The chair of the corporation shall serve as chair of the executive committee.

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

8.7 Quorum. Unless otherwise provided in these bylaws or in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee. Notwithstanding the foregoing, in the case of the executive committee, only the act of a majority of all the members shall be the act of the executive committee.

8.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE NINE

Special and Standing Committees

9.1 Governance Committee. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint a governance committee consisting of at least three (3) trustees of the corporation. The governance committee shall have the following responsibilities:

(a) The committee shall solicit suggestions from the trustees for those trusteeships and offices that are vacant or about to expire. The committee then shall nominate candidates for the

required trusteeships and offices of the corporation as provided in these bylaws and report such nominations to the members of the Board of Trustees at least fourteen (14) days before the meeting at which such new trustees and/or officers are to be elected. Nominations may also be received from the floor, provided, however, that the consent of the nominee to his or her election has been obtained in advance and a resume of the nominee's background and credentials is made available to the Board of Trustees at or before the meeting at which the election occurs. Said nominations shall be voted on by the trustees in accordance with these bylaws. See Section 3.5 ("Nominations").

(b) In addition to the responsibilities set forth in Section 9.1(a) of these bylaws, the committee shall be responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Trustees by:

- i. leading the board in regularly reviewing and updating the board's understanding of its roles and areas of responsibility and what is expected of individual board members;
- ii. assessing current and anticipated needs related to board composition;
- iii. working with staff to design and oversee a process of board orientation and education;
- iv. assessing and working to improve board effectiveness; and
- v. leading in succession planning by taking steps to recruit and prepare for future board leadership.

9.2 Investment Committee. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint an investment committee consisting of at least three (3) trustees of the corporation, together with such other persons (who need not be trustees of the corporation) as the chair may designate. The investment committee shall have the following responsibilities:

(a) recommending to the Board of Trustees investment policies and practices to be followed;

(b) investment of funds, distributions and disbursements of funds, and such other corporation financial matters as may be assigned to it from time to time; and

(c) monitoring and supervising all investments of the corporation, including, but not limited to, real estate holdings, bonds, stocks, interest-bearing accounts, certificates of deposit, treasury bills, etc.

No personal liability shall attach to any member of the investment committee for losses resulting from the exercise of his or her judgment in any decisions affecting the finances of the corporation or from the exercise of his or her good faith judgment in the purchase or sale of securities and the investment of funds of the corporation.

9.3 Finance and Personnel Committee. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint a finance and personnel committee consisting of at least three (3) trustees of the corporation, together with such other persons (who

need not be trustees of the corporation) as the chair may designate. The finance and personnel committee shall have the following responsibilities:

(a) Financial planning of the corporation's affairs including, without limitation, an annual operating budget as well as short and long-term budgets;

(b) In its budgetary functions, the finance and personnel committee shall administer the development of current and long-term budgets of income and expenditures of the corporation, recommend such budgets for approval, and review and report on actual performance against approved budgets and shall assure that the accounting records, procedures and reports of the corporation are adequate to enable this committee effectively to meet its budgetary responsibilities. The finance and personnel committee shall ensure that operations of the corporation are conducted in accordance with approved budgets;

(c) Approving the acceptance of donations by the corporation; and

(d) In its personnel functions, the finance and personnel committee shall have the responsibility for (i) the development of general salary and fringe benefit guidelines for corporation employees which should be updated on an annual basis; (ii) determining and making recommendations to the Board of Trustees as to the levels of and changes in and the development of performance-based compensation as well as the fringe benefits for the professional full-time employees of the corporation including, without limitation, the president of the corporation; and (iii) all other personnel matters of the corporation except those matters otherwise delegated to the president.

9.4 Audit Committee. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint an audit committee consisting of at least three (3) trustees of the corporation, together with such other persons (who need not be trustees of the corporation) as the chair may designate. These appointments may include one or more members who are deemed a "financial expert" (defined as one having, through education and experience, (1) an understanding of generally accepted accounting principles and financial statements, (2) experience in the preparation or auditing of financial statements, (3) experience with internal accounting controls, and (4) an understanding of audit committee functions). If the appointments do not include such an expert, the reasoning must be disclosed. The audit committee shall have the following responsibilities:

(a) To recommend to the Board of Trustees for its approval a firm of independent public accountants, hereinafter called the "firm," to audit the accounts of the corporation for the year regarding which the firm is appointed;

(b) To meet jointly and/or separately with any or all of the president, treasurer, or any other officer, trustee, employee, agent or representative of the corporation and the firm through any of its employees, partners or principals before commencement of each annual audit (i) to discuss the evaluation by the firm of the adequacy and effectiveness of the accounting procedures and internal controls of the corporation, (ii) to approve the overall scope of the audit to be made and the fees to be charged, (iii) to inquire regarding and discuss with the firm recent financial accounting or other regulatory agency pronouncements, if any, which might affect the

corporation's financial statements; (iv) to pre-approve any non-audit services provided by the firm, including tax services, in excess of amounts budgeted for such services for the year regarding which the firm is appointed; and (v) to communicate the committee's responsibility for the oversight of the services provided by the firm, including the resolution of disagreements between the firm and management regarding financial reporting;

(c) To meet jointly and/or separately with any or all of the president, treasurer, or any other officer, trustee, employee, agent or other representative of the corporation and the firm through any of its employees, partners or principals at the conclusion of the audit (i) to review the audited financial statements of the corporation, (ii) to discuss the results of the audit, (iii) to discuss any significant recommendations by the firm for improvement of accounting systems and controls of the corporation, and (iv) to discuss the quality and depth of staffing in the accounting and financial departments of the corporation;

(d) To meet and confer with any or all of the president, treasurer, or any other officer, trustee, employee, agent or other representative of the corporation as the audit committee shall deem appropriate in connection with carrying out the foregoing responsibilities, and the audit committee shall have complete access to all books and records, accounting or otherwise, of the corporation and shall have authority (and adequate resources) to engage independent legal counsel or such other advisors as may be needed in order to carry out its foregoing responsibilities;

(e) To establish and maintain procedures for the receipt, retention and treatment of complaints received by the corporation regarding any internal conduct regarding financial matters that is believed to be unethical or illegal and to investigate and resolve such complaints; and

(f) To establish and maintain a Code of Ethics for the corporation and to investigate and resolve any reported violations of this Code.

9.5 Program Committee. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint a program committee consisting of at least five trustees of the corporation. Program committee membership may include up to two additional individuals who are not trustees of the corporation. The Program Committee, supported by staff of the corporation, shall be responsible for making funding recommendations to the Board of Trustees, assessing grant evaluation results, working with staff to develop a framework of grantmaking procedures, guidelines, and practices, and making grantmaking policy recommendations to the Board of Trustees.

9.6 Special Committees. The chair, with the approval of and after consultation with the Board of Trustees, shall appoint such other committees, sub-committees, or task forces as may be necessary or desirable and which are not in conflict with any other provisions of these bylaws. The duties of any such committees shall be prescribed by the Board of Trustees upon their appointment, and all such committees shall be chaired by a member of the Board of Trustees.

9.7 Term of Appointment; Removal. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any removal of any member of a committee of the trustees appointed or designated pursuant to the provisions of this Article Nine shall require the approval of the Board of Trustees with respect to such removal.

9.8 Chair and Vice-Chair. One member of each committee shall be appointed chair thereof by the chair of the corporation. One other member of each committee shall be elected vice-chair thereof by the members of the committee.

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

9.10 Quorum. Unless the Board of Trustees directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

9.11 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE TEN

Distributions and Disbursements

10.1 Distributions and Disbursements. The Board of Trustees, not less frequently than annually, shall (a) determine all distributions to be made from net income and principal of the corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective trustees, custodians, or agents having custody of funds of the corporation as to payments thereof and funds to be charged.

10.2 Vote Required for Determinations. All such determinations shall be made by the affirmative vote of a majority of trustees present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these bylaws.

10.3 Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Corporation. The Board of Trustees shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the corporation and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds

given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use.

10.4 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the corporation, when charitable needs have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Trustees may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Trustees can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE ELEVEN

Trustee or Officer Conflicts of Interest

11.1 Conflict of Interest Transaction. Effective governance depends on deliberate, thoughtful, and objective decision-making. Decisions must be made in the best interests of the corporation and not be influenced by the financial or personal interests of individual corporation trustees, non-trustee committee members, or employees. This applies to all levels of decision-making, including decisions involving matters of organizational policy, contracting for goods and services, grant making, investment of corporation funds, and other transactions. The corporation shall adopt and revise from time to time a Code of Ethics that shall address the conflict of interest policies of the corporation.

ARTICLE TWELVE

Contracts, Checks, Deposits, and Funds

12.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

12.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Trustees.

12.3 Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

12.4 Gifts. The Board of Trustees may accept on behalf of the corporation, or agree to accept on such terms as the Board of Trustees may determine, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE THIRTEEN

Indemnification and Insurance

13.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under South Carolina law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in South Carolina law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by South Carolina law.

13.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 13.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13.3 Insurance. To the extent permitted by South Carolina law, the corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE FOURTEEN

Financial and Other Reports

14.1 Independent Auditor. The independent auditor appointed by the Board of Trustees of the corporation shall prepare for the corporation, at such time as the Board of Trustees may determine, but at least annually, a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board of Trustees. Such independent auditor shall also prepare such financial data as may be necessary for returns or reports required by federal or state government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of the corporation. Copies of all audits,

statements, reports and data delivered by the auditor to the Board of Trustees shall be made available or furnished to each trustee.

14.2 Written Reports. The Board of Trustees shall at least annually make such distribution of a written report of the corporation's financial condition, activities, and distributions to representative persons and organizations in the communities served by the corporation as will, in the opinion of the Board of Trustees, reasonably inform the interested public of the operations of the corporation. The Board of Trustees shall take such other appropriate actions as it may deem necessary or desirable to make the corporation and its purposes and functions known to the people of Spartanburg County, South Carolina, and the surrounding region.

ARTICLE FIFTEEN

Miscellaneous

15.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. The corporation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under South Carolina law.

15.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

15.3 Fiscal Year. The Board of Trustees is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

15.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

15.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

15.6 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, such contents and headings shall be subordinated in importance to the other written material.

15.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE SIXTEEN

Amendments

16.1 Power to Amend Bylaws. Except as otherwise provided in these bylaws, the Board of Trustees shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

16.2 Conditions. Action by the Board of Trustees with respect to bylaws shall be taken by the affirmative vote of not less than two thirds (2/3) of all trustees then holding office, provided that at least ten (10) days prior written notice is given of the intention to alter, amend, or repeal the bylaws.

ARTICLE SEVENTEEN

Tax-Exempt Status

17.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a tax-exempt charitable organization as defined in section 501(c)(3) of the Internal Revenue Code.

ARTICLE EIGHTEEN

Adoption of Bylaws

These second amended and restated bylaws were adopted by resolution of the Board of Trustees of the corporation on December 15, 2009, and shall be effective as of January 1, 2010.

MARY BLACK FOUNDATION, INC.

By 

KAREN H. MITCHELL
Chair, Board of Trustees

ATTEST


PHILIP B. BELCHER
Secretary

[CORPORATE SEAL]

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).							
Type or print File by the extended due date for filing the return See instructions	<table border="1"> <tr> <td>Name of Exempt Organization MARY BLACK FOUNDATION, INC.</td> <td>Employer identification number 57-0843135</td> </tr> <tr> <td>Number, street, and room or suite no. If a P.O. box, see instructions. 349 EAST MAIN STREET, SUITE 100</td> <td>For IRS use only</td> </tr> <tr> <td>City, town or post office, state, and ZIP code. For a foreign address, see instructions SPARTANBURG, SC 29302</td> <td></td> </tr> </table>	Name of Exempt Organization MARY BLACK FOUNDATION, INC.	Employer identification number 57-0843135	Number, street, and room or suite no. If a P.O. box, see instructions. 349 EAST MAIN STREET, SUITE 100	For IRS use only	City, town or post office, state, and ZIP code. For a foreign address, see instructions SPARTANBURG, SC 29302	
Name of Exempt Organization MARY BLACK FOUNDATION, INC.	Employer identification number 57-0843135						
Number, street, and room or suite no. If a P.O. box, see instructions. 349 EAST MAIN STREET, SUITE 100	For IRS use only						
City, town or post office, state, and ZIP code. For a foreign address, see instructions SPARTANBURG, SC 29302							

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

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

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

PHILIP BELCHER, PRESIDENT

- The books are in the care of **349 EAST MAIN STREET, SUITE 100 - SPARTANBURG, SC 29302**
Telephone No. **(864) 573-9500** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

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

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

7 State in detail why you need the extension

THE TAXPAYER IS STILL WAITING FOR INFORMATION THAT IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	13,359.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	21,703.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

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

Signature **Imelda Jimbaras** Title **CPA** Date **08/10/10**

Form 8868 (Rev. 4-2009)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	MARY BLACK FOUNDATION, INC.	57-0843135
	Number, street, and room or suite no. If a P.O. box, see instructions. 349 EAST MAIN STREET, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SPARTANBURG, SC 29302	

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

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

PHILIP BELCHER, PRESIDENT

- The books are in the care of ► **349 EAST MAIN STREET, SUITE 100 - SPARTANBURG, SC 29302**

Telephone No ► **(864) 573-9500**

FAX No. ►

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	21,703.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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