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Form 990

Department of the Treasury  
Internal Revenue Service

## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

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

OMB No 1545-0047

2009

Open to Public  
Inspection

## A For the 2009 calendar year, or tax year beginning

, and ending

- B Check if applicable
- Address change  
 Name change  
 Initial return  
 Termination  
 Amended return  
 Application pending

Please use IRS label or print or type.  
See Specific Instructions.

C Name of organization  
**Boys and Girls Clubs of Las Vegas**

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

PO Box 26689

Room/suite

City or town, state or country, and ZIP + 4

Las Vegas

NV 89126

D Employer identification number

**88-0093150**

E Telephone number

**702-367-2582**G Gross receipts \$ **7,722,128**H(a) Is this a group return for  
affiliates?  Yes  NoH(b) Are all affiliates included?  Yes  No

If "No," attach a list (see instructions)

I Tax-exempt status  501(c) ( 3 ) ► (insert no)  4947(a)(1) or  527J Website: ► [www.bgclv.org](http://www.bgclv.org)K Type of organization  Corporation  Trust  Association  Other ►L Year of formation **1984** M State of legal domicile **NV**

## Part I Summary

- 1 Briefly describe the organization's mission or most significant activities

**Our mission is to enable all young people, especially those who need us most, to reach their full potential as productive, caring, responsible citizens.**

- 2 Check this box ►
- 
- if the organization discontinued its operations or disposed of more than 25% of its net assets

- 3 Number of voting members of the governing body (Part VI, line 1a)

3 **18**

- 4 Number of independent voting members of the governing body (Part VI, line 1b)

4 **18**

- 5 Total number of employees (Part V, line 2a)

5 **193**

- 6 Total number of volunteers (estimate if necessary)

6 **42**

- 7a Total gross unrelated business revenue from Part VIII, column (C), line 12

7a **0**

- b Net unrelated business taxable income from Form 990-T, line 34

Activities & Governance	Revenue	Expenses	Prior Year		Current Year	
			3	4	5	6
	8 Contributions and grants (Part VIII, line 1h)		<b>5,271,847</b>		<b>6,240,513</b>	
	9 Program service revenue (Part VIII, line 2g)		<b>1,747,638</b>		<b>1,204,418</b>	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		<b>17,785</b>		<b>-621,569</b>	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		<b>218,171</b>		<b>160,930</b>	
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)		<b>7,255,441</b>		<b>6,984,292</b>	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)					<b>124,890</b>
	14 Benefits paid to or for members (Part IX, column (A), line 4)					
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		<b>3,814,193</b>		<b>3,557,581</b>	
	16a Professional fundraising fees (Part IX, column (A), line 11e)					
	b Total fundraising expenses (Part IX, column (D), line 25) ►		<b>419,167</b>			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		<b>2,159,760</b>		<b>1,909,301</b>	
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		<b>5,973,953</b>		<b>5,591,772</b>	
	19 Revenue less expenses Subtract line 18 from line 12		<b>1,281,488</b>		<b>1,392,520</b>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)		<b>Beginning of Current Year</b>		<b>End of Year</b>	
	21 Total liabilities (Part X, line 26)		<b>15,370,390</b>		<b>17,598,979</b>	
	22 Net assets or fund balances Subtract line 21 from line 20		<b>643,318</b>		<b>1,479,387</b>	
			<b>14,727,072</b>		<b>16,119,592</b>	

## Part II Signature Block

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

Sign Here

Signature of officer

**Jack Benter**

Type or print name and title

**11/12/2010**

Date

Chief Financial Officer

Paid  
Preparer's  
Use OnlyPreparer's  
signature**Diane Russo**

Date

**11/11/10**Check if  
self-  
employed ►Preparer's identifying number  
(see instructions)**P00292786**Firm's name (or yours  
if self-employed),  
address, and ZIP + 4**Houldsworth, Russo & Company, P.C.**  
**8675 S Eastern Ave Ste A**  
**Las Vegas, NV 89123-2839**EIN ► **88-0374623**Phone no ► **702-269-9992**

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

 Yes  No

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

Form 990 (2009)

DAA

3

**Part III - Statement of Program Service Accomplishments**

1 Briefly describe the organization's mission

Our mission is to enable all young people, especially those who need us most, to reach their full potential as productive, caring, responsible citizens.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes  No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes  No

If "Yes," describe these changes on Schedule O.

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

4a (Code ) (Expenses \$ 4,548,892 including grants of \$ 124,890 ) (Revenue \$ 1,204,418 )

Our core programs engage young people in activities with adults, peers and family members that enable them to reach their full potential. Based on the interests and needs of the boys and girls they serve, clubs offer diverse program activities in five areas: Character Leadership Development, Education and Career Development, The Arts, Sports Fitness and Recreation, and Health and Life Skills.

4b (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 4,548,892

Form 990 (2009)

## Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2 Is the organization required to complete Schedule B, Schedule of Contributors?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
  - Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
  - Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
  - Did the organization report an amount for other assets related in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
  - Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
  - Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X
- 12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII
- 12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

	Yes	No
1	X	
2	X	
3		X
4		X
5		
6		X
7		X
8		X
9		X
10	X	
11	X	
12		X
13		X
14a		X
14b		X
15		X
16		X
17		X
18	X	
19		X
20		X

## Part IV Checklist of Required Schedules (continued)

- 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II
- 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III
- 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J
- 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25
- b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?
  - c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?
  - d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?
- 25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I
- b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
- 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II
- 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III
- 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)
- a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV
  - b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV
  - c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV
- 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M
- 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M
- 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I
- 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II
- 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I
- 34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1
- 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2
- 36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2
- 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI
- 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O

	Yes	No
21		X
22	X	
23	X	
24a		X
24b		
24c		
24d		
25a		X
25b		X
26		X
27		X
28a	X	
28b		X
28c	X	
29	X	
30	X	
31		X
32		X
33		X
34	X	
35		X
36		X
37		X
38	X	

## Part V Statements Regarding Other IRS Filings and Tax Compliance

- 1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns Enter -0- if not applicable
- |    |   |
|----|---|
| 1a | 6 |
| 1b | 0 |
- 1c
- 1b
- 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return
- |    |     |
|----|-----|
| 2a | 193 |
|----|-----|
- 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)
- 3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
- 3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O
- 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
- 4b If "Yes," enter the name of the foreign country ► See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts
- 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?
- 5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?
- 5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?
- 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?
- 6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
- 7 **Organizations that may receive deductible contributions under section 170(c).**
- 7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?
- 7b If "Yes," did the organization notify the donor of the value of the goods or services provided?
- 7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?
- 7d If "Yes," indicate the number of Forms 8282 filed during the year
- 7e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
- 7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
- 7g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?
- 7h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?
- 8 **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?
- 9 **Sponsoring organizations maintaining donor advised funds.**
- 9a Did the organization make any taxable distributions under section 4966?
- 9b Did the organization make a distribution to a donor, donor advisor, or related person?
- 10 **Section 501(c)(7) organizations.** Enter
- 10a Initiation fees and capital contributions included on Part VIII, line 12
- 10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities
- 11 **Section 501(c)(12) organizations.** Enter
- 11a Gross income from members or shareholders
- 11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them )
- 12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?
- 12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year

	Yes	No
1c		
2b	X	
3a		X
3b		
4a		X
5a		X
5b		X
5c		
6a		X
6b		
7a	X	
7b	X	
7c		X
7e		X
7f		X
7g		
7h		
8		
9a		
9b		
10a		
10b		
11a		
11b		
12a		
12b		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

### Section A. Governing Body and Management

- 1a Enter the number of voting members of the governing body 1a 18  
 b Enter the number of voting members that are independent 1b 18
- 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2 X
- 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? 3 X
- 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? 4 X
- 5 Did the organization become aware during the year of a material diversion of the organization's assets? 5 X
- 6 Does the organization have members or stockholders? 6 X
- 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? 7a X  
 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? 7b X
- 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following 8a X  
 a The governing body? 8b X  
 b Each committee with authority to act on behalf of the governing body?
- 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O 9 X

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

- 10a Does the organization have local chapters, branches, or affiliates? 10a X  
 b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? 10b
- 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? 11 X
- 11a Describe in Schedule O the process, if any, used by the organization to review this Form 990 11a
- 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 12a X  
 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b X  
 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done 12c X
- 13 Does the organization have a written whistleblower policy? 13 X
- 14 Does the organization have a written document retention and destruction policy? 14 X
- 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a X  
 a The organization's CEO, Executive Director, or top management official 15b X  
 b Other officers or key employees of the organization  
 If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions ) 16a X
- 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16b X  
 b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

### Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **None**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website  Another's website  Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **Organization**  
**2850 Lindell Road**  
**Las Vegas** **NV 89146** **702-367-2582**

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

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual or director	Institutional trustee	Officer	Key employee	Highest compensated			
Al Flangas Member	1.00	X					0	0	0
Alan Gordon Member	1.00	X					0	0	0
Allen Montoya Member	1.00	X					0	0	0
Dan Russell Member	1.00	X					0	0	0
David Melroy Member	1.00	X					0	0	0
Debra Nelson Member	1.00	X					0	0	0
Joyce Luman Member	1.00	X					0	0	0
Julie Pippenger Member	1.00	X					0	0	0
Kevin Blair Board	1.00	X					0	0	0
Michael Kling Member	1.00	X					0	0	0
Ray Specht Member	1.00	X					0	0	0
Reggie Turner Member	1.00	X					0	0	0
Rob McCoy Member	1.00	X					0	0	0
Rossi Ralenkotter Member	1.00	X					0	0	0
Terri Maruca Member	1.00	X					0	0	0
James Richards Exec Director	40.00		X				191,145	0	4,536
Dulcinea Almazan VP of Development	40.00		X				122,661	0	3,414

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

**1b Total**

422,065

9,174

- 2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 3

Yes No

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

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

1 X

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

---

**Section B. Independent Contractors**

- 1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

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

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

0

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts					
1a Federated campaigns	1a	106,867			
b Membership dues	1b				
c Fundraising events	1c	69,684			
d Related organizations	1d	1,071,397			
e Government grants (contributions)	1e	1,311,615			
f All other contributions, gifts, grants, and similar amounts not included above	1f	3,680,950			
g Noncash contributions included in lines 1a-1f		\$ 89,694			
h Total. Add lines 1a-1f		► 6,240,513			
Program Service Revenue					
2a Program service revenues		Busn. Code			
		713990	1,204,418		1,204,418
b					
c					
d					
e					
f All other program service revenue					
g Total. Add lines 2a-2f		► 1,204,418			
Other Revenue					
3 Investment income (including dividends, interest, and other similar amounts)		►	21,602		21,602
4 Income from investment of tax-exempt bond proceeds		►			
5 Royalties		►			
6a Gross Rents	(i) Real	(ii) Personal			
	106,874				
b Less rental exps					
c Rental inc or (loss)	106,874				
d Net rental income or (loss)		►	106,874	106,874	
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		9,061			
b Less cost or other basis & sales exps		652,232			
c Gain or (loss)		-643,171			
d Net gain or (loss)		►	-643,171	-643,171	
8a Gross income from fundraising events (not including \$ 69,684 of contributions reported on line 1c)					
See Part IV, line 18	a	85,604			
b Less direct expenses	b	85,604			
c Net income or (loss) from fundraising events		►			
9a Gross income from gaming activities					
See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities		►			
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory		►			
Miscellaneous Revenue		Busn. Code			
11a Other income		531390	54,056	54,056	
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		► 54,056			
12 Total Revenue. See instructions		► 6,984,292	-482,241	0	1,226,020

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22	124,890	124,890		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	422,065	78,451	159,645	183,969
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,621,257	2,295,340	205,554	120,363
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	29,990	23,392	3,599	2,999
9 Other employee benefits	170,468	132,965	20,456	17,047
10 Payroll taxes	313,801	244,765	37,656	31,380
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	39,025		39,025	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	104,205	54,491	49,714	
12 Advertising and promotion	10,011			10,011
13 Office expenses	24,175	10,116	2,860	11,199
14 Information technology				
15 Royalties				
16 Occupancy	33,952	26,483	4,074	3,395
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	48,475	18,254	14,487	15,734
20 Interest	16,555		16,555	
21 Payments to affiliates	39,416	39,416		
22 Depreciation, depletion, and amortization	548,621	544,213	2,285	2,123
23 Insurance	78,262	77,625	330	307
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Utilities	301,626	299,203	1,256	1,167
b Program supplies	187,325	187,325		
c Repairs and maintenance	139,285	138,166	580	539
d Recreation supplies	70,626	70,626		
e Telephone	64,234	50,103	7,708	6,423
f All other expenses	203,508	133,068	57,929	12,511
25 Total functional expenses. Add lines 1 through 24f	5,591,772	4,548,892	623,713	419,167
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	252,117	1	608,207
	2 Savings and temporary cash investments	1,121,160	2	881,245
	3 Pledges and grants receivable, net	1,103,281	3	778,941
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	12,759	7	1,074
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	120,428	9	45,594
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	22,228,505		
	b Less accumulated depreciation	10b 7,968,594	10c 11,378,744	14,259,911
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	1,381,901	15	1,024,007
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	<b>15,370,390</b>	<b>16</b>	<b>17,598,979</b>	
Liabilities	17 Accounts payable and accrued expenses	553,686	17	511,975
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	55,922	24	
	25 Other liabilities. Complete Part X of Schedule D	33,710	25	967,412
	<b>26 Total liabilities.</b> Add lines 17 through 25	<b>643,318</b>	<b>26</b>	<b>1,479,387</b>
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	12,443,071	27	14,730,049
	28 Temporarily restricted net assets	2,284,001	28	1,389,543
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	14,727,072	33	16,119,592
	<b>34 Total liabilities and net assets/fund balances</b>	<b>15,370,390</b>	<b>34</b>	<b>17,598,979</b>

**Part XI Financial Statements and Reporting**

1 Accounting method used to prepare the Form 990  Cash  Accrual  Other \_\_\_\_\_

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

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

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both

Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2009)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

# Public Charity Status and Public Support

**Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

**Open to Public  
Inspection**

**Name of the organization**

## Boys and Girls Clubs of Las Vegas

**Employer identification number**  
**88-0093150**

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.  
2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )  
3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.  
4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:  
5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )  
6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.  
7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II )  
9  An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )  
10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.  
11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)** See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
e  a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other  
e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**  
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box  
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
(ii) A family member of a person described in (i) above?  
(iii) A 35% controlled entity of a person described in (i) or (ii) above?  
h Provide the following information about the supported organization(s)

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

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

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	6,572,373	5,351,467	6,054,179	5,271,847	6,240,513	29,490,379
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	6,572,373	5,351,467	6,054,179	5,271,847	6,240,513	29,490,379
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,074,295
6 <b>Public support.</b> Subtract line 5 from line 4						26,416,084

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	6,572,373	5,351,467	6,054,179	5,271,847	6,240,513	29,490,379
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	145	27,517	30,380	15,690	21,602	95,334
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )	15,376	9,497	9,749	69,540	1,204,418	1,308,580
11 <b>Total support.</b> Add lines 7 through 10						30,894,293
12 Gross receipts from related activities, etc (see instructions)					12	1,232,442
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	85.50 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	95.99 %
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	► <input checked="" type="checkbox"/>	
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	► <input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)
**Section A. Public Support**

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

**Section B. Total Support**

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

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
<b>18</b> Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
<b>19a</b> <b>33 1/3 % support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b</b> <b>33 1/3 % support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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

**Part II, Line 10 - Other Income Detail**

Other revenue \$ 104,162

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

Employer identification number

**Boys and Girls Clubs of Las Vegas****88-0093150****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

## 1 Purpose(s) of conservation easements held by the organization (check all that apply)

- Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of certified historic structure  
 Preservation of open space

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

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

- a Total number of conservation easements  
b Total acreage restricted by conservation easements  
c Number of conservation easements on a certified historic structure included in (a)  
d Number of conservation easements included in (c) acquired after 8/17/06

## 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

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

## 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

 Yes  No

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

► \_\_\_\_\_

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

► \$ \_\_\_\_\_

## 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

 Yes  No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_  
(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

## 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_  
b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

## Schedule D (Form 990) 2009 Boys and Girls Clubs of Las Vegas 88-0093150

Page 2

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a  Public exhibition  
 b  Scholarly research  
 c  Preservation for future generations

- d  Loan or exchange programs  
 e  Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes  No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

Yes  No

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

Yes  No

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

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

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

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

a Board designated or quasi-endowment ► — — — %

b Permanent endowment ► — — — %

c Term endowment ► — — — %

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

- (i) unrelated organizations  
 (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,219,628		1,219,628
b Buildings		18,999,894	6,202,686	12,797,208
c Leasehold improvements				
d Equipment	1,666,515	1,499,285		167,230
e Other	342,468	266,623		75,845
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	14,259,911

Schedule D (Form 990) 2009

**Part VII Investments—Other Securities. See Form 990, Part X, line 12.**

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other _____		
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**Part VIII Investments—Program Related. See Form 990, Part X, line 13.**

**Part IX Other Assets. See Form 990, Part X, line 15.**

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

<b>Part X Other Liabilities. See Form 990, Part X, line 25.</b>		
1	(a) Description of liability	(b) Amount
Federal income taxes		
<b>Loan payable to B&amp;G Foundation</b>		<b>900,000</b>
<b>Refundable advances</b>		<b>66,312</b>
<b>Interest payable</b>		<b>1,100</b>
<b>Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)</b>		<b>967,412</b>

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1	6,984,292
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	5,591,772
3 Excess or (deficit) for the year Subtract line 2 from line 1	3	1,392,520
4 Net unrealized gains (losses) on investments	4	
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV )	8	
9 Total adjustments (net) Add lines 4 through 8	9	
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	1,392,520

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1 Total revenue, gains, and other support per audited financial statements	1	7,771,772
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	31,347
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV.)	2d	756,133
e Add lines 2a through 2d	2e	787,480
3 Subtract line 2e from line 1	3	6,984,292
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV )	4b	
c Add lines 4a and 4b	4c	
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 )	5	6,984,292

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

1 Total expenses and losses per audited financial statements	1	6,379,252
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	31,347
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV )	2d	756,133
e Add lines 2a through 2d	2e	787,480
3 Subtract line 2e from line 1	3	5,591,772
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV )	4b	
c Add lines 4a and 4b	4c	
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 )	5	5,591,772

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part XI, Line 8 - Reconciliation of Changes - Other

<u>Loss on disposal shown in revenue</u>	\$	643,171
<u>Pledges bad debt</u>	\$	112,962
<u>Loss on disposal in expense presentation</u>	\$	-643,171
<u>Pledges bad debt</u>	\$	-112,962

Part XII, Line 2d - Revenue Amounts Included in Financials - Other

## Part XIV Supplemental Information (continued)

Loss on disposal shown in revenue - - - - - \$ 643,171

Pledges bad debt - - - - - \$ 112,962

-----  
Part XIII, Line 2d - Expense Amounts Included in Financials - Other -----

Loss on disposal in expense presentation - - - - - \$ 643,171

Pledges bad debt - - - - - \$ 112,962

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

**Department of the Treasury  
Internal Revenue Service**

## **Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

**Open To Public  
Inspection**

Name of the organization

## Boys and Girls Clubs of Las Vegas

**Employer identification number**  
**88-0093150**

Part

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- a**  Mail solicitations
  - b**  Internet and email solicitations
  - c**  Phone solicitations
  - d**  In-person solicitations
  - e**  Solicitation of non-government grants
  - f**  Solicitation of government grants
  - g**  Special fundraising events

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes  No

- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		<u>Auction</u> (event type)	<u>Girls Day and B</u> (event type)	1 (total number)	
Revenue	1 Gross receipts	80,070	47,360	27,858	155,288
	2 Less Charitable contributions	40,035	1,791	27,858	69,684
	3 Gross revenue (line 1 minus line 2)	40,035	45,569		85,604
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	40,035	1,200		41,235
	6 Rent/facility costs				
	7 Food and beverages		40,584		40,584
	8 Entertainment				
	9 Other direct expenses		3,785		3,785
	10 Direct expense summary Add lines 4 through 9 in column (d)			►	85,604
	11 Net income summary Combine line 3, column (d), and line 10			►	

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)			►	( )
	8 Net gaming income summary Combine line 1, column d, and line 7			►	

9 Enter the state(s) in which the organization operates gaming activities	<input type="checkbox"/> Yes	<input type="checkbox"/> No
a Is the organization licensed to operate gaming activities in each of these states?		
b If "No," Explain		
9a		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?		
b If "Yes," Explain		
10a		
11 Does the organization operate gaming activities with nonmembers?		
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?		
11		
12		

13 Indicate the percentage of gaming activity operated in

- a The organization's facility
- b An outside facility

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

	Yes	No
13a	%	
13b	%	

Name ►

Address ►

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

b If "Yes," enter the amount of gaming revenue received by the organization ► \$

and the

amount of gaming revenue retained by the third party ► \$

c If "Yes," enter name and address of the third party

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$

Description of services provided ►

 Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$



Schedule I (Form 990) 2009 **Boys and Girls Clubs of Las Vegas** **88-0093150**  
**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
 Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
<b>Clothing/household supply</b>	<b>480</b>	<b>24,031</b>			
<b>YELP services</b>	<b>53</b>	<b>2,158</b>			
<b>Bus passes</b>	<b>129</b>	<b>7,118</b>			
<b>Medical expenses</b>	<b>71</b>	<b>3,550</b>			
<b>Miscellaneous services</b>	<b>91</b>	<b>4,592</b>			
<b>Education expenses</b>	<b>2</b>	<b>3,933</b>			
<b>Food</b>	<b>31977</b>	<b>79,508</b>			

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

**Part I, Line 2 - Procedures for Monitoring the Use of Grant Funds**

The Club has a Family Resource Center that provides funds for food, clothing, medical care, bus passes and other critical services for families in need. The families are qualified in accordance with the granting agencies requirements.

**SCHEDULE J**  
(Form 990)Department of the Treasury  
Internal Revenue Service

**Compensation Information**  
For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees  
► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**Open To Public  
Inspection

Name of the organization

**Boys and Girls Clubs of Las Vegas**Employer identification number  
**88-0093150****Part I Questions Regarding Compensation**

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
<input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)	
1b		
2		
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
<input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee	
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		X
c Participate in, or receive payment from, an equity-based compensation arrangement?		X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		
7		
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III		
8		
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		
9		

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

Schedule J (Form 990) 2009

Schedule J (Form 990) 2009  
**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed.

**Boys and Girls Clubs of Las Vegas 88-0093150**

Page 2

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)–(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation			
James Richards	191,145	0	0	0	4,536	195,681
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**Part III**      **Supplemental Information**

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

**SCHEDULE L**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Name of the organization**

## **Transactions With Interested Persons**

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

OMB No 1545-0047

2009

Open To Public  
Inspection

**Name of the organization**

**Employer identification number**

88-0093150

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

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

► \$ \_\_\_\_\_

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

▼ 60

**Part II      Loans to and/or From Interested Persons**

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

**Total**  

### **Part III Grants or Assistance Benefitting Interested Persons**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

## Part IV Business Transactions Involving Interested Persons

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of org revenues?	
				Yes	No
Russell Financial Services	Board Member	17,745	Insurance agent		x

**SCHEDULE M**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Noncash Contributions**

OMB No 1545-0047

**2009****Open To Public  
Inspection**

► Complete if the organizations answered "Yes" on Form  
990, Part IV, lines 29 or 30  
► Attach to Form 990.

Name of the organization

**Boys and Girls Clubs of Las Vegas**Employer identification number  
**88-0093150****Part I Types of Property**

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art	<input checked="" type="checkbox"/>	<b>42</b>	<b>40,035</b>	<b>Auction price</b>
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ( Flooring )	<input checked="" type="checkbox"/>	<b>1</b>	<b>12,553</b>	<b>FMV</b>
26 Other ► ( Supplies )	<input checked="" type="checkbox"/>	<b>195</b>	<b>37,106</b>	<b>FMV</b>
27 Other ► ( )				
28 Other ► ( )				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			<b>29</b>	

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II
- 33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		<input checked="" type="checkbox"/>
31		<input checked="" type="checkbox"/>
32a		<input checked="" type="checkbox"/>

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

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

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

**Boys and Girls Clubs of Las Vegas**Employer identification number  
**88-0093150****Form 990, Part III, Line 2**

The Las Vegas West Family Resource Center (FRC) is located within the Lied Memorial Boys & Girls Club and serves a population of approximately 400,000 on the west side of the Las Vegas community. Direct service programs teach families and children skills for employment and self-sufficiency. These programs assist families with physical and mental health issues, special needs of children, food and nutritional needs, recreational needs, employment services (resume building, health cards, and sheriff cards), housing problems, domestic violence and substance abuse.

The FRC also provides information to clients about services available from a variety of social service agencies and provides referrals to those agencies. Transportation services are provided to help people traveling to other social service agencies. Additionally, the FRC provides free English as a Second Language classes (ESL) to the community, Nutrition Classes, and Spanish language classes.

**Form 990, Part VI, Line 2 - Related Party Information Among Officers**

Steve Hill

Michael Kling

Member

Member

Brothers-in-law

**Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents**  
There was a corporate charter conversion, amended and restated bylaws and revised articles of incorporation executed during the year. All are

## Schedule O (Form 990) 2009

Page 2

Name of the organization

Boys and Girls Clubs of Las Vegas

Employer identification number

88-0093150

attached.

**Form 990, Part VI, Line 11A - Organization's Process to Review Form 990**  
The Form 990 is reviewed by the CFO and the Finance Committee before being presented to the Board, approved, signed and filed with the IRS.

**Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy**

Annually the policy is distributed to each board member who reviews/signs the document.

**Form 990, Part VI, Line 15a - Compensation Process for Top Official**

Human resources obtains a salary survey for each position and prepares comparability studies. This is reviewed/approved by the Human Resources committee.

**Form 990, Part VI, Line 15b - Compensation Process for Officers**

Human resources obtains a salary survey for each position and prepares comparability studies. This is reviewed/approved by the Human Resources committee.

**Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation**  
Upon request.

## Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

► Attach to Form 990 ► See separate instructions

## Internal Revenue Service

## Boys and Girls Clubs of Las Vegas

Employer identification number  
88-0093150

**Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)**

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
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**Part II** **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
LVBGClub Foundation, Inc.	94-2965164	Related	NV	501c3	7
PO Box 26689 Las Vegas	NV 89126				N/A
Boys and Girls Club of America 1275 Peachtree Street NE Atlanta	GA 30309	13-5562976	Affiliate	GA	501c3
					7
					N/A

## Boys and Girls Clubs of Las Vegas

## Part III Identification of Related Organizations Taxable as a Parent

organization answered "Yes" to Form 990, Part IV, line 34

because it had one or more related organizations treated as a partnership during the tax year.)							
(a)	(b)		(c)	(d)	(e)	(f)	(g)
Name, address, and EIN of related organization	Primary activity	Legal domicile (state or country)	Direct controlling entity	Predominant income (related, unrelated, excluded from	Share of total income	Share of end-of-year assets	(h) Disproportionate alloc. >
							(i) Code V—UBI amount in box 20 of Schedule K-1 <small>Form 1065</small>

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV,

trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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**Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)****Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)
- f Sale of assets to other organization(s)
- g Purchase of assets from other organization(s)
- h Exchange of assets
- i Lease of facilities, equipment, or other assets to other organization(s)
- j Lease of facilities, equipment, or other assets from other organization(s)
- k Performance of services or membership or fundraising solicitations for other organization(s)
- l Performance of services or membership or fundraising solicitations by other organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets
- n Sharing of paid employees
- o Reimbursement paid to other organization for expenses
- p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1) Boys and Girls Clubs of America	1	39,416
(2) Las Vegas Boys and Girls Club Fnd	d	869
(3) Las Vegas Boys and Girls Club Fnd	e	901,100
(4) Las Vegas Boys and Girls Club Fnd	c	1,071,397
(5)		
(6)		

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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

Form **4562**Department of the Treasury  
Internal Revenue Service  
(99)**Depreciation and Amortization**  
**(Including Information on Listed Property)**

OMB No 1545-0172

**2009**Attachment  
Sequence No **67**

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

**Boys and Girls Clubs of Las Vegas**Identifying number  
**88-0093150**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount See the instructions for a higher limit for certain businesses	1	<b>250,000</b>
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	<b>800,000</b>
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the <b>smaller</b> of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	► 13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	<b>548,621</b>

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	<b>0</b>
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

**Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	<b>548,621</b>
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2009)

DAA

There are no amounts for Page 2

Forms <b>990 / 990-PF</b>	<b>Other Notes and Loans Receivable</b>			<b>2009</b>
For calendar year 2009, or tax year beginning _____, and ending _____				
Name		Employer Identification Number		
<b>Boys and Girls Clubs of Las Vegas</b>		<b>88-0093150</b>		
<b>Form 990, Part X, Line 7 - Additional Information</b>				
Name of borrower		Relationship to disqualified person		
(1) <b>Other receivables</b>				
(2) <b>Related party receivables</b>				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Original amount borrowed		Date of loan	Maturity date	Repayment terms
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Security provided by borrower		Purpose of loan		
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Consideration furnished by lender		Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)		5,054	205	
(2)		7,705	869	
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals		12,759	1,074	

**AMENDED AND RESTATED BYLAWS  
OF  
BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
a Nevada nonprofit corporation**

**I. CORPORATION'S ARTICLES OF INCORPORATION**

1.1. References to Articles. Any reference in these bylaws (the "Bylaws") made to the Articles of Incorporation (the "Articles") of Boys & Girls Club of Las Vegas, Inc. (the "Corporation") will be deemed to refer to its articles of incorporation and all amendments thereto at any given time on file with the Nevada Secretary of State, together with any and all certificates filed by the Corporation with the Nevada Secretary of State pursuant to applicable law.

**II. CORPORATE OFFICES**

2.1. Office. The principal place of business of the Corporation in the State of Nevada will be 2850 Lindell Road, Las Vegas, Nevada 89146, unless otherwise designated in the Articles or in a written statement filed with the records of the Corporation. The Corporation may have such other offices, either within or without the State of Nevada, as the board of directors of the Corporation (the "Board") may designate or as the business of the Corporation may require from time to time.

2.2. Registered Agent. The Board may change the Corporation's registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

**III. MEMBERS**

The membership of the Corporation will consist of the individual members of the Board.

**IV. BOARD OF DIRECTORS**

4.1. Board of Directors. The Board shall administer the affairs of the Corporation and has general powers to manage and direct the activities of the Corporation. The Board shall be comprised of not less than 10 nor more than 45 voting members (each, a "Director" and collectively, the "Directors"), until changed by amendment to the Articles and the Bylaws. The number of Directors within the foregoing fixed minimum and maximum may be established and changed from time to time by resolution adopted by the Board without amendment to the Articles or the Bylaws. The Directors may elect persons to the Board. Vacancies may be filled by a majority of the remaining Directors, though less than a quorum. Directors will be elected to hold office for a term of one year or until their successors are duly elected and installed. All terms will commence on January 1 of each year. Subject to Sections 4.12 and 8.1 below and annual evaluation by the Board, each Director's term automatically renews upon expiration of such Director's term.

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
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4.2. Regular Meetings. The Board shall hold not less than five (5) regular meetings of the Board during each calendar year, one of which will be the annual meeting. Such meetings shall be held at a time and place designated by the Board. A regular annual meeting of the Board must be held within the first sixty (60) days of each calendar year. Additional regular meetings may be held at regular intervals designated by the Board.

4.3. Special Meetings. Special meetings of the Board may be held whenever and wherever called for by the Chairman or the number of Directors that would be required to constitute a quorum.

4.4. Notices. No notice need be given of regular meetings of the Board. Advance written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special meeting or change of date, time or place of a regular meeting will be given to each Director in person or by mail, electronic mail or facsimile addressed to him or her at his or her latest mailing address, electronic mail address or facsimile number appearing on the Corporation's records. Notice to any Director of any such special meeting will be deemed given sufficiently in advance when (a) if given by the U.S. Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five days before the meeting date, (b) if personally delivered or delivered by electronic mail, the same is transmitted at least two days before the meeting date, or (c) if given by facsimile, the same is transmitted and electronic confirmation of successful transmission is received at least two days prior to the convening of the meeting. Any Director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a Director at any meeting will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those Directors in attendance.

4.5. Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the Board will consist of a majority of those Directors duly elected, installed and entitled to vote at the meeting.

4.6. Voting. Any matter submitted to a meeting of the Board at which a quorum is present will be resolved by a majority of the votes cast thereon. In the case of equality of votes, the Chairman of the meeting will have an additional or deciding vote.

4.7. Committees. The Board, from time to time, by resolution adopted by a majority of the entire Board, may appoint other standing or temporary committees, and vest such committees with such powers as the Board may include in its resolution; provided, however, that such committees shall be restricted in their authority as described by this Section 4.7. In accordance with the limitations on committee actions set forth in Chapter 82 of the NRS, a committee shall not have the authority of the Board in reference to the following matters: (a) the filling of vacancies on the Board or in any committee of the Board, and (b) the amendment or repeal of the Articles or the Bylaws, or the adoption of new Articles or bylaws. A member of any committee may be removed, with or

without cause, by the Board. In the event any vacancy occurs in a committee, it shall be filled by the Board. Unless otherwise specifically required pursuant to a resolution adopted by a majority of the entire Board, a member of a committee need not be a Director of the Corporation; provided, however, that each committee must have at least one Director.

4.8. Presumption of Assent. A Director who is present at a meeting of the Board or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

4.9. Compensation. No Director shall receive or be entitled to receive any compensation from the Corporation by reason of serving on the Board. Notwithstanding the foregoing, a Director may be reimbursed for reasonable expenses, if any, incurred by the Director on behalf of the Corporation.

4.10. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a majority of Directors or committee members entitled to vote on the matter, as the case may be, consent thereto in writing. Such consent shall have the same effect as a majority vote of the Directors or committee members of the Corporation at a meeting duly called and noticed.

4.11. Meetings by Conference Telephone. Any member of the Board or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

4.12. Removal From the Board of Directors. A Director may be removed only by a majority of the remaining members of the Board entitled to vote on the matter. The removal of a person as a Director does not automatically prevent the same person from serving as an officer.

## V. COMMITTEES

5.1. Committees. There shall be an Executive Committee and a Finance Committee. Changes in the membership of any body created pursuant to this Article V will be subject to the approval of the Board. A majority of all the members of any such committee, council or subcommittee may determine its action and fix the time and place of its meetings.

5.2. Executive Committee. The Executive Committee will consist of the Chairman of the Corporation, one or more Vice Chairmen of the Corporation, the Secretary of the Corporation, the Treasurer of the Corporation, the Immediate Past President of the Corporation, at least three (3) Directors chosen by the Chairman of the Corporation, and the chairpersons of various standing committees. The Chairman of the Corporation serves as chairperson of the Executive Committee.

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
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The Executive Committee meets on call between regular Board meetings and assumes duties and powers as delegated by the Board. It does not assume the authority of the Board unless authorized by the Board. The Executive Committee formulates recommendations for Board action. In addition, the Executive Committee:

- a. Using external counsel as needed, reviews all legal matters affecting the Corporation and makes recommendations to the Board;
- b. Reviews the Corporation's insurance program annually and determines, with Board approval, the coverage needed by the Corporation;
- c. Handles all insurance matters involving the Corporation;
- d. Assures the establishment and implementation of a comprehensive risk management program;
- e. With the assistance and guidance of the Facilities Committee, determines the need for additional facilities and the need to extend club services to other areas;
- f. Using guidance and assistance from Boys & Girls Clubs of America, develops a master plan for extending and improving facilities and the establishment of additional service locations; and
- g. Works closely with other committees and makes periodic progress reports to the Board.

5.3. Finance Committee. The Finance Committee will consist of at least three (3) Board members, including the Treasurer. The Finance Committee will report and make recommendations to the Board concerning all the financial affairs of the Corporation.

5.4. Advisory Boards, Councils and Other Committees. The Board, or the Executive Committee if the Board grants such authority, from time to time, may create and appoint advisory boards, councils or other committees, including, without limitation, an Associate Board, a Board of Trustees, a Facilities Committee, a Marketing Committee and a Legal & Insurance Committee, whether composed of Directors, officers or employees (so long as each committee of the Corporation has at least one Director), with such duties, responsibilities and authority as may be prescribed by the Board or the Executive Committee, pursuant to the authority of the Board or the Executive Committee. Upon the creation of a new committee, advisory board or council, the responsibilities and authority of such body shall be defined in writing and approved by the Board or the Executive Committee, as appropriate.

## VI. OFFICERS - GENERAL

6.1. Elections and Appointments. The Board shall elect or appoint a Chairman of the Board, one or more Vice Chairmen, a President, a Secretary, a Treasurer and such other officers of

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
PLAN OF CONVERSION

the Corporation as the Board may approve. The office of the Immediate Past President shall be held by the person who has just concluded his or her term of office as the President and shall be an officer of the Corporation. A person elected or appointed to any office will serve for a one (1) year term and continue to hold that office until a successor is elected, or such officer resigns pursuant to Section 8.1 or is removed pursuant to Section 6.2. Any two or more offices may be held by the same person.

6.2. Removal; Resignation; Delegation of Duties. The Board may, whenever in its judgment the best interests of the Corporation will be served thereby, remove any officer or agent of the Corporation or temporarily delegate such officer's or agent's powers and duties to any other officer or to any Director.

6.3. Salaries. An officer may be paid reasonable compensation and shall be reimbursed for reasonable expenses, if any, incurred by such officer on behalf of the Corporation. Notwithstanding the foregoing, no salary or other compensation shall be paid to an individual serving as an officer of the Corporation who is also on the Board unless such compensation relates solely to such individual's capacity as an officer. The following guidelines shall be followed by the Directors when determining reasonable compensation of any officer:

a. The Corporation's Conflict of Interest Policy must be consulted and satisfied;

b. Compensation arrangements must be based on (i) information about compensation paid by at least three similarly situated organizations (taxable or tax-exempt) for similar services, (ii) current compensation surveys compiled by independent firms, or (iii) actual written offers from similarly-situated organizations;

c. Compensation arrangements must be approved pursuant to this Section 6.3 in advance of any payment of compensation;

d. The date and terms of approved compensation arrangements must be documented in writing, and the written documentation must identify (i) the members of the authorized body who were present during debate on the approved compensation arrangement, (ii) the decision made by each individual who participated in the determination of the approved compensation arrangement, (iii) the information on which the compensation arrangement was based and its source, and (iv) any actions taken, consistent with the Conflict of Interest Policy referenced in Section 6.3(a), with respect to consideration of the compensation arrangement by anyone who otherwise is authorized to vote on compensation arrangements but who had a conflict of interest with respect to the transaction.

## VII. SPECIFIC OFFICERS

7.1. Chairman. The Chairman will:

- a. preside at all meetings of the members of the Corporation and of the Board;
- b. be an ex-officio member of all committees;

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- c. sign such papers as may be required by the office or as may be directed by the Board;
- d. make such reports and recommendations to the Board and to the members of the Corporation at any regular or special meetings concerning the work and affairs of the Corporation as in his or her judgment may be necessary for their information and guidance;
- e. request from the President, Secretary and Treasurer such reports as he or she determines are necessary; and
- f. perform such other duties incidental to the office.

7.2. **Vice Chairmen.** In the absence of the Chairman, a Vice Chairman may exercise any and all powers and perform all duties pertaining to the office of the Chairman, or conferred or imposed upon the Chairman by the Board.

7.3. **President.** The President will be the chief executive officer of the Corporation. The President will:

- a. attend all meetings of the Board, unless otherwise directed by the Board, and be an ex-officio member of all committees;
- b. manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board;
- c. prepare expense budgets for the approval of the Finance Committee;
- d. be authorized to incur expenses in accordance with the approved budget, or as directed by the Board; and
- e. from time to time make reports of the work and affairs of the Corporation to the Chairman, the Board and members of the Corporation at the annual and special meetings.

7.4. **Secretary.** The Secretary will:

- a. keep the minutes of meetings of the Board, the minutes of the meetings of any committee of the Board, and all written consents of the Board and any committee of the Board;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. be custodian of the corporate seal, if any, and corporate records and, in general, will perform all duties incident to the office; and

d. except as may otherwise be specifically provided in a resolution of the Board, the Secretary and each Assistant Secretary will be a proper officer to impress the Corporation's seal, if any, on or certify any instrument signed by the Chairman, President, a Vice Chairman, or any other duly-authorized person, and to attest to the same.

7.5. Treasurer. The Treasurer will:

- a. receive all moneys of the Corporation and have custody thereof;
- b. cause all money and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal in such manner, as may be designated by the Board;
- c. disburse such funds in accordance with the directions of, and upon the signature of, persons designated by the Board;
- d. keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;
- e. render to the Board at proper times an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- f. cause the book of account of the Corporation to be audited at least once annually by a public accountant approved by the Board;
- g. cause to be present and prepared at each annual meeting a comprehensive financial statement, including the audit report of the accountant;
- h. be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law;
- i. sign such papers as may be required by his or her office or as may be directed by the Board, including giving such bonds as may be necessary to secure his or her faithful performance of the office; and perform such other duties as may be incidental to his or her office.

7.6. Immediate Past President. The Immediate Past President will assist the President in such duties as the President or the Board may request.

## VIII. RESIGNATIONS AND VACANCIES

8.1. Resignations. Any Director, committee member or officer may resign from his or her office at any time by written notice delivered or addressed to the Corporation at its known place of business. Any such resignation will be effective upon its receipt by the Corporation unless some later

time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

8.2. Vacancies. If the office of any Director, committee member or officer becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the provisions of Section 4.1, 4.7 or 6.1, as the case may be, will apply with respect to the selection of a successor to hold office for the unexpired term.

## **IX. CONFLICTS OF INTEREST**

The Corporation's Conflict of Interest Policy must be consulted and satisfied prior to entering into any transaction or arrangement covered by such policy. The Directors and officers of the Corporation shall annually acknowledge such policy consistent with Article 6 of such policy.

## **X. INDEMNIFICATION**

The Corporation shall, to the full extent consistent with Nevada law, indemnify the Directors, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceeding in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

## **XI. FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

## **XII. AMENDMENTS**

These Bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by the vote of at least a majority of the voting power of the Directors then in office or, alternatively, by way of a written consent without a meeting of the Board, executed by at least a majority of the voting power of the Directors then in office.

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
PLAN OF CONVERSION

**CERTIFICATION OF ADOPTION**

I certify that I am the Secretary of Boys & Girls Club of Las Vegas, Inc. (the "Corporation"), and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Amended and Restated Bylaws have been adopted as the bylaws of the Corporation by its Board of Directors, and that these bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated or superseded, and remain in full force and effect.

DATED the 30 day of September, 2009.

Josephine Grusein  
\_\_\_\_\_  
\_\_\_\_\_, Secretary

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
PLAN OF CONVERSION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**BOYS & GIRLS CLUB OF LAS VEGAS, INC.**

a Nevada nonprofit corporation

Boys & Girls Club of Las Vegas, Inc. hereby amends and restates its Articles of Incorporation in connection with the conversion, pursuant to Chapter 92A of the Nevada Revised Statutes, of such corporation from a Nevada nonprofit cooperative corporation to a Nevada nonprofit corporation that will be subject to Chapter 82 of the Nevada Revised Statutes ("NRS").

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is Boys & Girls Club of Las Vegas, Inc. (the "Corporation"). The Corporation's principal place of business will be 2850 Lindell Road, Las Vegas, Clark County, Nevada, but its board of directors (the "Board") may meet for the transaction of business at such other places within or without the State of Nevada as the Board may, from time to time, designate.

**ARTICLE II**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

**PURPOSE AND POWERS**

A. The Corporation accepts Chapter 82 of the NRS and adopts these Amended and Restated Articles of Incorporation (these "Articles") to conform to the provisions of such chapter.

B. The Corporation is formed and organized and shall always be operated exclusively for educational and charitable activities, solely and exclusively in the interest of the general public. More specifically, the Corporation's objects, purposes and nature of business are to provide behavioral guidance and to promote the health, social, educational, vocational and character development of boys and girls, irrespective of race, color, creed or national origin; and to receive, invest and disburse funds and hold property for the purposes of the Corporation; provided, that such activities are for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code").

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

C. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in NRS, Section 82.121, *et seq.*, as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporations code, which are incorporated herein by this reference.

## ARTICLE IV

### TAX EXEMPT

Notwithstanding any other provisions of these Articles, the Corporation shall engage only in activities that may be conducted by an organization which is described in Section 501(c)(3) of the Code and contributions to which are deductible pursuant to Code Sections 170(c)(2), 642(c), 2055 and 2522.

## ARTICLE V

### INITIAL BUSINESS

The Corporation's initial activities will include educating teens and young adults.

## ARTICLE VI

### EARNINGS; LOBBYING; LIQUIDATION

A. The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as set forth in these Articles; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in these Articles.

B. No substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Upon the winding up and dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such

organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

### **BOARD OF DIRECTORS AND OFFICERS**

The Corporation's affairs shall be conducted by the Board, which shall be composed of not less than 10 nor more than 45 voting members, notwithstanding any non-voting members of any advisory board appointed by the Board in accordance with the bylaws of the Corporation (the "Bylaws"). The Board may adjust the number of directors within the aforesaid limits and shall fill any vacancies occurring in the Board pursuant to the Bylaws.

## ARTICLE VIII

### **PRIVATE PROPERTY**

The private property of the directors and officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

## ARTICLE IX

### **MEMBERSHIP AND CAPITAL STOCK**

The Corporation shall have no capital stock of any kind. The membership of the Corporation shall consist of the members of the Board. The members shall have no property rights in the Corporation.

## ARTICLE X

### **INDEMNIFICATION**

A. Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada in effect from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person.

B. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

8832971.5

behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that such director or officer is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right that such directors or officers may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of the Board, provision of law or otherwise, as well as their rights under this Article X.

C. Without limiting the application of the foregoing, the Board may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

D. The indemnification provided in this Article X shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

E. If Nevada law is amended to authorize corporate action broadening the Corporation's ability to indemnify its directors and officers, the Corporation will indemnify its existing and former directors and officers to the fullest extent permitted by the laws of the State of Nevada, as amended; provided, that any such indemnification is not inconsistent with the Corporation's status as an organization described in Section 501(c)(3) of the Code. Any repeal or modification of this Article X will not adversely affect any right or protection of any existing or former director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

## ARTICLE XI

### LIMITATION OF DIRECTOR LIABILITY

The personal liability of the directors to the Corporation for monetary damage for any action taken or any failure to take any action as a director is eliminated to the fullest extent permitted by NRS, Section 82.221, as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporation code.

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

## ARTICLE XII

### DISCRIMINATION NOT PERMITTED

The Corporation does not discriminate unlawfully on the basis of sex, age, race, national origin, religion, physical handicap or disability, or sexual orientation in the administration of its educational policies, admissions policies, scholarships and other programs.

## ARTICLE XIII

### PRIVATE FOUNDATION

In the event that this Corporation becomes a "private foundation," as defined in Section 509 of the Code, while it is a "private foundation":

- A. the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- B. the Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code;
- C. the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;
- D. the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- E. the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

## ARTICLE XIV

### AMENDMENTS

These Articles may be amended, and the Corporation may be dissolved, by the vote of the directors and members holding not less than a majority of the voting power of the Corporation, whether at a meeting or by corporate action without a meeting; provided, however, that Article III and Article IV may be amended only to the extent that changes in the applicable provisions of the federal tax code make such changes necessary or desirable or in order for the Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of those persons entitled to vote in accordance with NRS 82.356 and 82.371. The undersigned certifies that \_\_\_\_\_% of the directors and members of the Corporation have voted in favor of the adoption of these Amended and Restated Articles of Incorporation.

*Mary Haye Cashman*  
Name: Mary Haye Cashman  
Title: Chairman

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

8832971.5

# SECRETARY OF STATE



## CORPORATE CHARTER (CONVERSION)

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **BOYS & GIRLS CLUB OF LAS VEGAS, INC.** did on October 8, 2009 file in this office the Convert In and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 8, 2009.

A handwritten signature of Ross Miller.

ROSS MILLER  
Secretary of State

Certified By: Robert Sandberg  
Certificate Number: C20091008-2198  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**ATTACHMENT**  
**ARTICLES OF INCORPORATION**  
**OF**

**BOYS & GIRLS CLUB OF LAS VEGAS, INC.**  
a Nevada nonprofit corporation

The undersigned incorporator, desiring to form a nonprofit corporation under and pursuant to the laws of the State of Nevada, including Chapter 82 of the Nevada Revised Statutes "NRS"), hereby adopts these Articles of Incorporation (the "Articles").

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is Boys & Girls Club of Las Vegas, Inc. (the "Corporation"). The Corporation's principal place of business will be 2850 Lindell Road, Las Vegas, Clark County, Nevada, but its board of directors (the "Board") may meet for the transaction of business at such other places within or without the State of Nevada as the Board may, from time to time, designate.

**ARTICLE II**

**NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS/TRUSTEES**

**Additional Directors/Trustees:**

Alan Gordon, 300 South Fourth Street, 2nd Floor, Las Vegas, NV 89101  
Ron Hall, 7373 Peak Drive, Suite 250, Las Vegas, NV 89128  
Steve Hill, 4005 Dean Martin Drive, Las Vegas, NV 89103  
Michael Kling, 10799 W. Twain Ave., Las Vegas, NV 89135  
Joyce Luman, 2004 Plaza Del Dios, Las Vegas, NV 89102  
Bobbie Lynch-Cobell, 4975 Dean Martin Drive, Las Vegas, NV 89118  
Terri Maruca, 7935 W. Sahara Ave., Suite 201, Las Vegas, NV 89117  
Rob McCoy, 330 S. Valley View, Las Vegas, NV 89107  
Dave Melroy, 370 E. Windmill Lane, Suite 100, Las Vegas, NV 89123  
Allen Montoya, 6226 W. Sahara Ave., Las Vegas, NV 89102  
Debra Nelson, 3260 Industrial Road, Las Vegas, NV 89109  
Julie Pippenger, 3883 Howard Hughes Pkwy., 8th Floor, Las Vegas, NV 89169  
Rossi Ralenkotter, 3150 Paradise Road, Las Vegas, NV 89109  
Dan Russell, 133 E. Warm Springs Road, Suite 102, Las Vegas, NV 89119  
Ray Specht, 2485 Village View Drive, Suite 200, PM99, Henderson, NV 89074  
Reggie Turner, 4321 W. Flamingo Road, Las Vegas, NV 89103  
Chris Wilcox, 7690 W. Sahara Ave., Las Vegas, NV 89117

## **ARTICLE III**

### **DURATION**

The duration of the Corporation shall be perpetual.

## **ARTICLE IV**

### **PURPOSE AND POWERS**

A. The Corporation is formed and organized and shall always be operated exclusively for educational and charitable activities, solely and exclusively in the interest of the general public. More specifically, the Corporation's objects, purposes and nature of business are to provide behavioral guidance and to promote the health, social, educational, vocational and character development of boys and girls, irrespective of race, color, creed or national origin; and to receive, invest and disburse funds and hold property for the purposes of the Corporation; provided, that such activities are for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code").

B. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in NRS, Section 82.121, *et seq.*, as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporations code, which are incorporated herein by this reference.

## **ARTICLE V**

### **TAX EXEMPT**

Notwithstanding any other provisions of these Articles, the Corporation shall engage only in activities that may be conducted by an organization which is described in Section 501(c)(3) of the Code and contributions to which are deductible pursuant to Code Sections 170(c)(2), 642(c), 2055 and 2522.

## **ARTICLE VI**

### **INITIAL BUSINESS**

The Corporation's initial activities will include educating teens and young adults.

## **ARTICLE VII**

### **EARNINGS; LOBBYING; LIQUIDATION**

A. The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation or any private individual, or be

BOYS & GIRLS CLUB OF LAS VEGAS, INC.  
ATTACHMENT TO ARTICLES OF INCORPORATION

appropriated for any purposes other than the purposes of the Corporation as set forth in these Articles; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in these Articles.

B. No substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Upon the winding up and dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS AND OFFICERS**

The Corporation's affairs shall be conducted by the Board, which shall be composed of not less than 10 nor more than 45 voting members, notwithstanding any non-voting members of any advisory board appointed by the Board in accordance with the bylaws of the Corporation (the "Bylaws"). The Board may adjust the number of directors within the aforesaid limits and shall fill any vacancies occurring in the Board pursuant to the Bylaws.

## **ARTICLE IX**

### **PRIVATE PROPERTY**

The private property of the directors and officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

## **ARTICLE X**

### **MEMBERSHIP AND CAPITAL STOCK**

The Corporation shall have no capital stock of any kind. The membership of the Corporation shall consist of the members of the Board. The members shall have no property rights in the Corporation.

## ARTICLE XI

### INDEMNIFICATION

A. Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada in effect from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person.

B. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that such director or officer is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right that such directors or officers may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of the Board, provision of law or otherwise, as well as their rights under this Article XI.

C. Without limiting the application of the foregoing, the Board may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

D. The indemnification provided in this Article XI shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

E. If Nevada law is amended to authorize corporate action broadening the Corporation's ability to indemnify its directors and officers, the Corporation will indemnify its existing and former directors and officers to the fullest extent permitted by the laws of the State of Nevada, as amended; provided, that any such indemnification is not inconsistent with the Corporation's status as an organization described in Section 501(c)(3) of the Code. Any repeal

or modification of this Article XI will not adversely affect any right or protection of any existing or former director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

## ARTICLE XII

### LIMITATION OF DIRECTOR LIABILITY

The personal liability of the directors to the Corporation for monetary damage for any action taken or any failure to take any action as a director is eliminated to the fullest extent permitted by NRS, Section 82.221, as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporation code.

## ARTICLE XIII

### DISCRIMINATION NOT PERMITTED

The Corporation does not discriminate unlawfully on the basis of sex, age, race, national origin, religion, physical handicap or disability, or sexual orientation in the administration of its educational policies, admissions policies, scholarships and other programs.

## ARTICLE XIV

### PRIVATE FOUNDATION

In the event that this Corporation becomes a "private foundation," as defined in Section 509 of the Code, while it is a "private foundation":

- A. the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- B. the Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code;
- C. the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;
- D. the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- E. the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

## ARTICLE XV

### AMENDMENTS

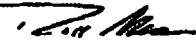
These Articles may be amended, and the Corporation may be dissolved, by the vote of the directors and members holding not less than a majority of the voting power of the Corporation, whether at a meeting or by corporate action without a meeting; provided, however, that Article IV and Article V may be amended only to the extent that changes in the applicable provisions of the federal tax code make such changes necessary or desirable or in order for the Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Code.

[Remainder of page intentionally left blank.]



**ROSS MILLER**  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.nv.gov

**Articles of Conversion**  
(PURSUANT TO NRS 92A.205)  
Page 1

Filed in the office of 	Document Number <b>20090733440-52</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>10/08/2009 1:00 PM</b>
	Entity Number <b>C1810-1961</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
(Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

Boys & Girls Club of Las Vegas, Inc.  
Name of constituent entity

Nevada  
Jurisdiction

Nonprofit Cooperative Corporation  
Entity type \*

and,

Boys & Girls Club of Las Vegas, Inc.  
Name of resulting entity

Nevada  
Jurisdiction

Nonprofit Corporation  
Entity type \*\*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.380.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form AM Conversion page 1 2007  
Revised Oct 01/07



**ROSS MILLER**  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4208  
(775) 684 5708  
Website: [secretaryofstate.nv.gov](http://secretaryofstate.nv.gov)

**Articles of Conversion**  
(PURSUANT TO NRS 92A.205)  
**Page 2**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:   
c/o:

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) \*:

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

X Thaynaya Cashmore  
Signature

Chairman  
Title

07/10/08  
Date

\* Pursuant to NRS 92A.205(4) If the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's' articles.

**Filing Fee \$350.00**

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Form AM Conversion page 2 2007  
Revised on 01/01/07

STATE OF NEVADA

ROSS MILLER  
*Secretary of State*



SCOTT W. ANDERSON  
*Deputy Secretary  
for Commercial Recordings*

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

October 8, 2009

**Job Number:** C20091008-2198  
**Reference Number:** 00002446509-00  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20090733441-63	Articles of Incorporation	8 Pages/1 Copies



Respectfully,

A handwritten signature of Ross Miller.

ROSS MILLER  
*Secretary of State*

Certified By: Robert Sandberg  
Certificate Number: C20091008-2198  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



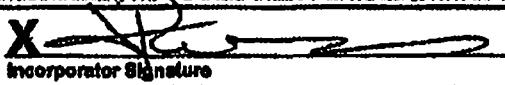
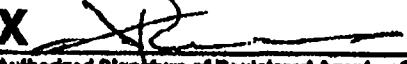
ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684 5708  
Website: [www.nvaos.gov](http://www.nvaos.gov)

**Nonprofit  
Articles of Incorporation  
(PURSUANT TO NRS CHAPTER 82)**

Filed in the office of 	Document Number <b>20090733441-63</b>
	Filing Date and Time <b>10/08/2009 1:00 PM</b>
	Entity Number <b>C1810-1961</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation: <b>BOYS &amp; GIRLS CLUB OF LAS VEGAS, INC.</b>				
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: Name <input checked="" type="checkbox"/> Noncommercial Registered Agent: Name and address below <b>JAMES RICHARDS</b> Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity			
	<input type="checkbox"/> OR <input type="checkbox"/> Office or Position with Entity (name and address below) <b>2850 LINDELL ROAD</b> <b>LAS VEGAS</b> <b>Nevada</b> <b>89146</b> Street Address City Zip Code			
	<b>2850 LINDELL ROAD</b> <b>LAS VEGAS</b> <b>Nevada</b> <b>89146</b> Street Address City Zip Code			
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) <b>KEVIN BLAIR</b> Name <b>801 S. RAMPART BLVD., SUITE 200</b> <b>LAS VEGAS</b> <b>NV</b> <b>89145</b> Street Address City State Zip Code			
	2) <b>MARYKAYE CASHMAN</b> Name <b>3300 ST. ROSE PKWY</b> <b>HENDERSON</b> <b>NV</b> <b>89052</b> Street Address City State Zip Code			
	3) <b>JOSELYN COUSINS</b> Name <b>2700 W SAHARA AVENUE</b> <b>LAS VEGAS</b> <b>NV</b> <b>89102</b> Street Address City State Zip Code			
	4) <b>BOB FINCH</b> Name <b>1505 S. PAVILLION CENTER DRIVE</b> <b>LAS VEGAS</b> <b>NV</b> <b>89135</b> Street Address City State Zip Code			
4. Purpose: (required; continue on additional page if necessary)	<b>The purpose of the corporation shall be:</b> <b>ALL LAWFUL PURPOSES</b>			
5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	<b>JAMES RICHARDS</b>  Name <b>2850 LINDELL ROAD</b> <b>LAS VEGAS</b> <b>NV</b> <b>89146</b> Address City State Zip Code			
6. Certificate of Acceptance of Appointment of Registered Agent:	<b>I hereby accept appointment as Registered Agent for the above named Entity.</b>  Date <b>10-6-09</b> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
Revised: 4-14-00

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
- 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](http://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  <b>Boys and Girls Clubs of Las Vegas</b>	Employer identification number  <b>88-0093150</b>
	Number, street, and room or suite no. If a P O. box, see instructions  <b>PO Box 26689</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>Las Vegas NV 89126</b>	

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

- Form 990  
 Form 990-BL  
 Form 990-EZ  
 Form 990-PF

- Form 990-T (corporation)  
 Form 990-T (sec. 401(a) or 408(a) trust)  
 Form 990-T (trust other than above)  
 Form 1041-A

- Form 4720  
 Form 5227  
 Form 6069  
 Form 8870

- The books are in the care of ► **Jack Benter**

Telephone No ► **702-367-2582**FAX No ► 

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15/10**, 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	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$

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

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

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

Form 8868 (Rev. 4-2009)

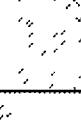
Page 2 ► 

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

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

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

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

<b>Type or print</b>  <b>File by the extended due date for filing the return</b> See instructions	Name of Exempt Organization  <b>Boys and Girls Clubs of Las Vegas</b>		Employer identification number  <b>88-0093150</b>
	Number, street, and room or suite no. If a P O box, see instructions  <b>PO Box 26689</b>		For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions  <b>Las Vegas NV 89126</b>		

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

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

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

- The books are in the care of ► **Jack Benter**

Telephone No ► **702-367-2582** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is

for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

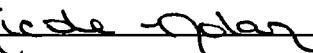
- 4 I request an additional 3-month extension of time until **11/15/10**
- 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If this tax year is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension

**Additional time is required to gather all information necessary to file a complete 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 \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c <b>Balance Due.</b> 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 \$

**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 ► 

Title ► **CPA**

Date ► **08/09/10**

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