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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation NEVADA PARTNERS INC	A Employer identification number 88-0291463
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 710 WEST LAKE MEAD BLVD	B Telephone number (see page 10 of the instructions) (702) 924-2100
	City or town, state, and ZIP code NORTH LAS VEGAS, NV 89030	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 5,316,471

J Accounting method: Cash, Accrual, Other (specify) _____ (Part I, column (d) must be on cash basis.)

E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3,958,191			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)			0	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	107,855	0			
12 Total. Add lines 1 through 11	4,066,046	0			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	402,015	0		0
	14 Other employee salaries and wages	1,467,650	0		0
	15 Pension plans, employee benefits	348,923	0		0
	16a Legal fees (attach schedule)	8,968	0		0
	b Accounting fees (attach schedule)	24,864	0		0
	c Other professional fees (attach schedule)				
	17 Interest	56,752	0		0
	18 Taxes (attach schedule) (see page 14 of the instructions)	178,518	0		0
	19 Depreciation (attach schedule) and depletion	244,057	0		0
	20 Occupancy	142,539	0		0
	21 Travel, conferences, and meetings	22,059	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,395,439	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,291,784	0		0
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	4,291,784	0		0	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-225,738				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		224,928		191,752		191,752
	2 Savings and temporary cash investments						
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable		411,940		871,696		871,969
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges		3,530		7,165		7,165
	10a Investments—U S and state government obligations (attach schedule)						
	b Investments—corporate stock (attach schedule)						
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis <input type="checkbox"/> <u>8,148,835</u> Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>1,577,746</u>		6,902,555		6,571,089		4,236,350
15 Other assets (describe <input type="checkbox"/> _____)	<input type="checkbox"/>	17,185	<input type="checkbox"/>	9,235	<input type="checkbox"/>	9,235	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		7,560,138		7,650,937		5,316,471	
Liabilities	17 Accounts payable and accrued expenses		345,639		675,347		
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
22 Other liabilities (describe <input type="checkbox"/> _____)	<input type="checkbox"/>	86,681	<input type="checkbox"/>	73,510			
23 Total liabilities (add lines 17 through 22)		432,320		748,857			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted		7,127,818		6,902,080		
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds							
30 Total net assets or fund balances (see page 17 of the instructions)		7,127,818		6,902,080			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		7,560,138		7,650,937			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,127,818
2	Enter amount from Part I, line 27a	2	-225,738
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	0
4	Add lines 1, 2, and 3	4	6,902,080
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,902,080

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	0	155,673	0 0
2007	0	-24,398	0 0
2006	2,698	41,726	0 064660
2005	50	106,361	0 000470
2004			

2	Total of line 1, column (d).	2	0 065130
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 016282
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	121,444
5	Multiply line 4 by line 3.	5	1,977
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	1,977
8	Enter qualifying distributions from Part XII, line 4.	8	0

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due and overpayment amounts are shown in rows 9 and 10.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Each row has a question and three columns for 'Yes', 'No', and a blank column. Questions cover political activities, unrelated business income, and state reporting requirements.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW NEVADAPARTNERS ORG	13	Yes	
14 The books are in care of LINDA MATTOON Telephone no (702) 924-2100 Located at 710 W LAKE MEAD BLVD NORTH LAS VEGAS NV ZIP+4 89030			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>

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

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

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

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

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

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

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

Total number of other employees paid over \$50,000. 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 JOB READINESS TRAINING, JOB PLACEMENT, HOUSING, TUTORING, YOUTH EDUCATION AND COMPUTER TRAINING FOR NEVADA INDIVIDUALS	3,386,932
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	123,293
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	123,293
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	123,293
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,849
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	121,444
6	Minimum investment return. Enter 5% of line 5.	6	6,072

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

1	Minimum investment return from Part X, line 6.	1	6,072
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,072
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,072
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,072

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

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

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,072
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				1,061,350
b From 2005.				50
c From 2006.				612
d From 2007.				
e From 2008.				
f Total of lines 3a through e.	1,062,012			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____ 0				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2009 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,072			6,072
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,055,940			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	1,055,278			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	662			
10 Analysis of line 9				
a Excess from 2005.				50
b Excess from 2006.				612
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

- c** Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Total ▶ 3a				0
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Schedule B

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of organization

NEVADA PARTNERS INC

Employer identification number

88-0291463

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule—

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year \$

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

Name of organization
NEVADA PARTNERS INC

Employer identification number

88-0291463

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	CLARK COUNTY NEVADA 500 S CENTRAL PARKWAY 5TH FLOOR BOX LAS VEGAS, NV 89155	\$ <u>243,540</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	CULINARY BARTENDERS HOUSING PARTNER 710 W LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	\$ <u>200,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	GOSHEN COMMUNITY DEVELOPMENT COALIT 2008 HAMILTON LANE PHONE LAS VEGAS, NV 89106	\$ <u>60,198</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	HEREIU WELFARE FUND CONSULTING 1901 SOUTH LAS VEGAS BLVD SUITE 101 LAS VEGAS, NV 89104	\$ <u>31,335</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	UNITED WAY EITC PO BOX 70720 LAS VEGAS, NV 89170	\$ <u>16,379</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	US DEPARTMENT OF HOUSING URBAN DEVE 457 7TH STREET NW WASHINGTON, DC 20410	\$ <u>52,684</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
NEVADA PARTNERS INC

Employer identification number

88-0291463

Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

Name of organization NEVADA PARTNERS INC	Employer identification number 88-0291463
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

Additional Data

Software ID: 09000028
Software Version: 2009.04040
EIN: 88-0291463
Name: NEVADA PARTNERS INC

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN HORSFORD 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DIRECTOR 1 00	0	0	0
ROSE MCKINNEY-JAMES 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	CHAIR 2 00	0	0	0
TONY F SANCHEZ III 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DIRECTOR 1 00	0	0	0
PAMELA EGAN 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	CEO 21 00	62,498	4,970	0
MARCIA TURNER 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DIRECTOR 1 00	0	0	0
LINDA MATTOON 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	VP OF FINANCE & ADMINISTRATION 20 00	35,530	4,534	0
MONICA FORD 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	VP OF TRAINING & DEVELOPMENT 10 00	19,231	2,180	0
BEVERLY ROGERS 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DIRECTOR 1 00	0	0	0
JESSIE WALKER JR 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	PROGRAM ADMINISTRATOR 25 59	53,135	5,801	0
JULIO JIMENEZ 710 WEST LAKE MEAD BLVD NORHT LAS VEGAS, NV 89030	PROGRAM COORDINATOR 40 00	70,000	9,069	0
TIFFANY TYLER 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DIRECTOR 40 00	59,731	9,069	0
JANICE RAEAL 710 WEST LAKE MEAD BVLD NORTH LAS VEGAS, NV 89030	DEPUTY DIRECTOR 40 00	50,890	9,069	0
ASHA JONES 710 WEST LAKE MEAD BLVD NORTH LAS VEGAS, NV 89030	DEPUTY DIRECTOR 40 00	51,000	9,069	0

TY 2009 Accounting Fees Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,864	0		0

TY 2009 Legal Fees Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,968	0		0

TY 2009 Other Assets Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCOUNTS RECEIVABLE - RELATED PARTY	17,185	7,495	7,495
OTHER ASSETS		1,740	1,740

TY 2009 Other Expenses Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPORT SERVICES	1,095,574	0		0
INSURANCE	46,578	0		0
OFFICE SUPPLIES	152,735	0		0
SECURITY EXPENSE	17,285	0		0
BANK CHARGES	99	0		0
LICENSES & DUES	2,537	0		0
CONTRACT LABOR	50,873	0		0
TRAINING SUPPLIES	4,238	0		0
REPAIRS & MAINTENANCE	13,268	0		0
PAYROLL SERVICES	12,252	0		0

TY 2009 Other Income Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HOUSING, TUTORING AND YOUTH EDUCATION	107,855		107,855

TY 2009 Other Liabilities Schedule**Name:** NEVADA PARTNERS INC**EIN:** 88-0291463

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO RELATED PARTY	86,681	73,510

TY 2009 Taxes Schedule

Name: NEVADA PARTNERS INC

EIN: 88-0291463

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	178,518	0		0




ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov



090501

**Certificate to Accompany
 Restated Articles or
 Amended and Restated Articles**
 (PURSUANT TO NRS)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 00002681075-39
	Filing Date and Time 03/29/2010 8:09 AM
	Entity Number C8812-1992

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1 Name of Nevada entity as last recorded in this office:

Nevada Partners, Inc.

2. The articles are: (mark only one box) Restated Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3 Indicate what changes have been made by checking the appropriate box:*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on.
 The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov



090901

**Nonprofit Amendment
 (After First Meeting)**
 (PURSUANT TO NRS CHAPTERS 81 AND 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nonprofit Corporations
(Pursuant to NRS Chapters 81 and 82 - After First Meeting of Directors)

1. Name of corporation: _____
 Nevada Partners, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)
 Fourth Article (Purposes)

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: *

Vote of Directors: X Vote of Members:

4. Signature: (required)

X *Ross Miller*
 Signature of Officer

President
 Title

* A majority of a quorum of the voting power of the members, or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

FILING FEE: \$50.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Nonprofit -After
 Revised: 3-12-09

**Amended and Restated Articles of Incorporation
of Nevada Partners, Inc.,
(a Nevada Non-Profit Corporation)**

The acting Board of Directors ("Board", "Board of Directors" or "Directors") of the non-profit corporation, Nevada Partners, Inc. (the "Corporation"), under the provisions of Chapter 82 of the Nevada Revised Statutes, amends, restates and adopts the following Amended and Restated Articles of Incorporation ("Articles"):

FIRST: The name of the Corporation is Nevada Partners, Inc., a Nevada non-profit corporation.

SECOND: The Registered Agent of the Corporation is Kevin B. Christensen, Chartered dba Christensen James & Martin, a Nevada corporation, whose street address is 7440 West Sahara Avenue, Las Vegas, Nevada 89117.

THIRD: The Corporation is a non-profit corporation and shall have perpetual existence.

FOURTH: The Corporation is organized solely for charitable, educational, scientific, literary and eleemosynary objects and proposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection, the objects, purposes and the nature of the business to be carried on by the Corporation shall include the following:

- A. To provide meaningful work experiences for Nevada residents through education, training, mentoring and counseling;
- B. To support the disadvantaged of Nevada through a fostering of work ethics, skill building, self-esteem and role models;
- C. To serve as an innovative, flexible, efficient and meaningful vehicle to facilitate the employment and development of the disadvantaged by the public and private sectors;
- D. To receive, maintain and administer a fund of real and personal property, derived from any source whatsoever, and subject to the terms of any specific gift, grant, bequest or devise and to the restrictions set forth below, to use, apply and distribute the income from and principal of such a fund exclusively to, for the benefit, or to carry out the purposes of the Corporation or any organization that is affiliated with the Corporation and is exempt from federal income taxation;
- E. To serve as a vehicle to facilitate the solicitation and management of gifts, grants, bequests and devises for the benefit of the Corporation;
- F. To aid through training and education those desiring to acquire skills that will enable them to obtain gainful employment;

- G. To maintain and administer programs for charitable and educational purposes, including, but not limited to, the following: anti-poverty, clothing assistance, adult and youth education, employment improvement and social development, housing, homebuyer and down-payment assistance, childcare training, financial counseling, technology or computer-related, pre-apprentice, adult and youth job training and any other program approved by the Board of Directors;
- H. To do and engage in all lawful activities and further the purposes specified above through any lawful means, whether or not specified herein, provided that the Corporation shall engage in no activity that will subject it to Federal Taxation.

FIFTH: In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all the rights, power, privileges and immunities now or subsequently conferred upon or related to a non-profit corporation organized under the laws of the State of Nevada.

SIXTH: Notwithstanding any other provisions of these Articles, the powers of the Corporation are restricted as follows:

- A. The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by (1) an organization exempt from federal income taxation under §501(c)(3) of the Code; or (2) an organization to which contributions are deductible under §§170, 642, 2055 or 2522 of the Code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Directors or officers of the Corporation or any other private individual, except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation in effecting one or more of its purposes and payments other than for the reasonable compensation of officers and the reimbursement of reasonable expenses to officers and Directors, may be made to a private individual other than a Director or officer of the Corporation in furtherance of the purposes and objects set forth in paragraph FOURTH hereto, and no Director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of a candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

SEVENTH: Notwithstanding any other provisions of these Articles, if the Corporation at any time is a "private foundation", as defined in §509 of the Code, the following provisions shall apply:

The Corporation shall not engage in any "act of self-dealing", as defined in §494(d) of the Code;

The Corporation shall not retain any "excess business holdings", as defined in §4943^o of the Code;

The Corporation shall not make any investments which may subject the Corporation to tax imposed under §4944 of the Code;

The Corporation shall not make any "taxable expenditures" as defined in §4945(d) of the Code;

The Corporation will not accept any donation, grant, bequest, or contract payment which will interfere with the Corporation's exempt status under §509(1)(2) of the Code as now in force or hereafter amended.

EIGHTH: The Corporation shall have no capital stock. The Board of Directors shall constitute the Corporation. The Corporation shall have no members pursuant to NRS 82.231(1).

NINTH: The Affairs and management of the Corporation shall be under the control of its Board of Directors. The Board of Directors of the Corporation shall consist of not less than three (3) and no more than fifteen (15) Directors. The term served by the Directors shall be of such length as to best minimize the possibility that more than three (3) Directors' terms expire during any given year.

TENTH: The Board of Directors shall have the power to make such bylaws ("Bylaws") that it may deem proper for management of the affairs of the Corporation, provided that the initial Bylaws of the Corporation and any substantive amendments thereto, alterations of, changes in or repeal of the Bylaws, shall not become effective unless they have been submitted for approval by a majority of the members of the Board of Directors. Such Bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons, including the President, who shall be authorized to execute the instruments of conveyance or encumbrance.

ELEVENTH: The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. The term of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

TWELFTH: To the extent and in the manner provided in the Bylaws of the Corporation, the Board of Directors may delegate to a finance committee the power exclusively to control, manage, invest and dispose of property of the Corporation for the purposes of earning income, as distinguished from application of such property and its income for the accomplishment of

charitable or educational objects and purposes of the Corporation. Any such committee shall consist of not less than two (2) members of the Board of Directors.

THIRTEENTH: The Corporation shall make its programs, services, research, facilities and funds available to all persons regardless of race, color, creed, religion, national origin, sex, sexual orientation, age or disability, and the Corporation shall not in any way discriminate against any person on the bases of race, color, creed, religion, national origin, sex, sexual orientation, age or disability.

FOURTEENTH: The Board of Directors of the Corporation shall have the right, from time to time, to propose or recommend that the Corporation be dissolved or that any provisions contained within these Articles be amended, altered, changed or repealed, provided that no such dissolution or amendment, alteration, change or repeal shall become effective unless submitted to and approved by a majority of the Board of Directors, and provided that no such amendment, alteration, change or repeal shall be made which shall:

Amend, alter, change or repeal the restrictions set forth in SIXTH and SEVENTH unless the Code changes so that all amending, altering, changing or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under §501(c)(3) of the Code or as an organization to which contributions are deductible under §§170, 642, 2055 or 2522 of the Code.

Operate to permit the use, application or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles, or other than exclusively for charitable, educational, scientific, literary or eleemosynary purposes.

Operate to permit the principal or income of any bequest, devise, grant or gift to the Corporation to be used contrary to the conditions, limitations or restrictions contained in any such bequest, devise, grant or gift.

FIFTEENTH:

A. **Dedication.** The property of the Corporation is irrevocably dedicated to charitable, educational, scientific, literary and eleemosynary purposes and no part of the assets of the Corporation shall ever inure to the benefit of any Director, officer or private person.

B. **Dissolution.** Upon any liquidation, dissolution or winding-up of the Corporation, after paying or adequately providing for the payment of all just obligations and liabilities of the Corporation, the Board of Directors shall dispose of all corporate assets exclusively for the purposes of the Corporation, or to such organization(s) organized and operated exclusively for such charitable, educational, scientific, literary or eleemosynary purposes as shall at the time qualify as exempt organization(s) under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be distributed by the District Court of the State and County in which the principal


office of the Corporation is then located and exclusively to such 501(c)(3) organization(s) as said Court shall determine, which are organized and operated exclusively for such charitable, educational, scientific, literary or eleemosynary purposes, upon a petition therefor by the Attorney General or by any person concerned in the liquidation of the Corporation, in a proceeding to which the Attorney General of the State of Nevada is a party.

SIXTEENTH: No officer or Director of the Corporation shall be liable individually or personally to the Corporation for damages resulting from a breach of fiduciary duty as a director or officer, except for (i) acts or omissions which involve intentional misconduct, fraud or knowing violation of law; (ii) the payment of distributions in violation of NRS 82.136; or (iii) an action or proceeding brought pursuant to NRS 82.536 or Chapter 35 of NRS.

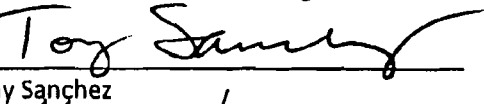
Neither the amendment or repeal of this Article SIXTEENTH, nor the adoption of any revision of these Articles, the corporate Bylaws or of any statute inconsistent with this Article SIXTEENTH, shall eliminate or reduce the effect of this Article SIXTEENTH in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of any inconsistent provision.

IN WITNESS WHEREOF, we have hereunto set our hands and executed these Amended and Restated Articles this ___ day of February, 2010.

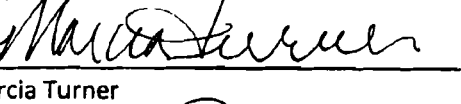
Board of Directors:



Steven Horsford



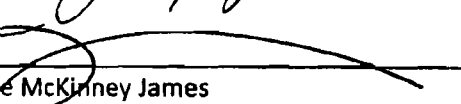
Tony Sanchez



Marcia Turner



Beverly Rogers



Rose McKinney James

**RESTATED BYLAWS
OF NEVADA PARTNERS, INC.,
A NEVADA NON-PROFIT CORPORATION**
[Effective February 8, 2010]

ARTICLE I
INTRODUCTION

A. Name of the Entity. The Corporation's name shall be Nevada Partners, Inc. ("NPI" or "Corporation"), as filed with the Office of the Nevada Secretary of State.

B. Description of Entity. NPI is a non-profit Corporation, originally established by the filing of its Articles of Incorporation on August 14, 1992 ("Articles").

C. Registered Office. The Registered Office of the Corporation shall be located in North Las Vegas, Clark County, Nevada pursuant to the Articles.

D. Other Offices. The Corporation may also maintain offices at such other places within or without the State of Nevada or the United States, as the Board of Directors may from time to time determine or the business of the Corporation may require.

E. Purposes. Consistent with the purposes for which the Corporation was formed, appearing in its filed Articles, the Corporation shall be administered and governed according to the following principles and objectives:

1. Significantly and meaningfully improve the lives of the citizens and residents of the State of Nevada by engaging in activities and programs, including, but not limited to, anti-poverty and clothing assistance programs, adult and youth programs, education, employment improvement and social development programs, housing, homebuyer, down-payment assistance, childcare training and financial counseling programs, technology or computer-related programs, pre-apprentice, adult and youth job training programs, and other programs approved by the Board of Directors.

2. Mobilize public and private resources in an effort to improve the lives of

the citizens and residents of the State of Nevada. This mobilization of resources shall include applications for and use of Federal, State, County and City grants, and other funding programs, including funds available from private foundations.

3. Plan and evaluate both long and short-range strategies for improving the lives of citizens and residents of the State of Nevada.

4. Evaluate the effectiveness of programs administered by the Corporation.

ARTICLE II CORPORATE POWERS AND FUNCTIONS

Consistent with the powers and limitations enumerated in the Articles, and those found in NRS 82.121 through 82.136 (inclusive), the Corporation shall have and exercise the following powers and functions:

1. Develop, implement and administer one or more programs to achieve the objectives of the Corporation.

2. Subject only to the non-profit provisions of the Articles, the power to contract with and transfer funds to private non-profit corporations, other private organizations and the State government, including its political subdivisions and agencies.

3. Enforce contracts and agreements, including authority to audit, disallow improper costs, suspend and terminate contracts and engage in court actions to require performance or to recover funds, fees, damages due and owing to the Corporation.

4. Accept, use and account for contributions from any appropriate source: (a) money in any form, including cash and credit; (b) office space and physical plant facilities; (c) goods, materials and equipment; and (d) volunteer or paid services.

ARTICLE III GOVERNING BOARD, MEETINGS

A. Number and Term. The governing board shall be known as the Board of

Directors, and its members shall be known as Directors or members of the Board of Directors (“Board”, “Board of Directors” or “Directors”). All Directors shall represent the general community. The Directors comprising the Board shall be odd in number (e.g., 5, 7, 9). The Directors on the Board shall number no fewer than three (3) and no more than fifteen (15). Each Director shall serve until his/her successor shall be qualified and duly elected. A Director may serve multiple and/or successive terms.

Subject to the numerical limitation stated above, the total number of Directors on the Board of Directors shall increase or decrease consistent with resolutions duly approved by the Board from time to time. When occasion requires, the Board of Directors shall vote to elect additional Directors, or shall vote to remove members of the Board of Directors to ensure that the Board remains fully-staffed, but not overstaffed, at all times.

B. Vacancies. Any vacancy occurring among the Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. Each Director so elected shall hold office for the unexpired portion of the term of the Director whose office is vacant, or until the next annual election of Directors, whichever is later.

C. Scope and Authority. The property and business of the Corporation shall be managed by its Board, which may exercise all powers of the Corporation, and take all lawful actions that are not prohibited by statute or other laws, by the Articles or these Bylaws.

D. First Meeting. The first meeting of each newly elected Board shall be held at such time and place either within or without the State of Nevada, as shall be fixed by vote of the Board of Directors at the immediately prior held annual meeting. No additional notice of such meeting shall be necessary to legally constitute the meeting, provided a quorum shall be present. The Board may meet at such place and time as shall be fixed by the consent, in writing, of all Directors.

E. Regular Meeting. Regular meetings of the Board of Directors may be held without notice at such time and place either within or without the State of Nevada as shall from time to time be determined by the Board.

F. Special Meeting. Special meetings of the Board of Directors may be called by the President on three (3) business days notice to each Director by either hand-delivery, mail, facsimile or email (with confirmation of receipt). Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of any two (2) Directors.

G. Meetings by Telephone or Similar Communications. The Board may participate in a meeting by means of telephone conference or similar communications equipment by means of which all Directors participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person by each participating Directors.

H. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or committee thereof, may be taken without a meeting if a written consent of such action is signed by all members of the Board and such written consent is filed with the minutes of the proceeding.

I. Quorum and Voting Requirements. A majority of the Directors at a meeting duly assembled shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting of a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles or these Bylaws. Any action of a majority, although not at a regularly called meeting, and the record thereof, if ratified by all of the members of the Board, shall be as valid and effective in all respects as if passed by the Board in a regular meeting.

J. Committee of Directors. The Board of Directors may, by majority resolution(s),

designate one or more committees, each committee to consist of two (2) or more of the Directors of the Corporation, which, to the extent provided in said resolution(s), shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all paper(s) which may require it. Such committee(s) shall have such name(s) as may be determined from time to time by resolution(s) adopted by the Board.

K. Reports of Committees. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

L. Compensation of Directors. Directors, as such, shall not receive any stated compensation for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for such regular or special meetings of the Board; provided, however, that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may also be allowed a fixed sum and expenses for attending committee meetings.

M. Removal of Director. Any Director may be removed from office by the super-majority (66 2/3%) vote or written consent of the Board, and his/her successor may be elected at the same meeting. No Director shall be removed from office, except upon the super-majority vote or written consent of the Board.

ARTICLE IV OFFICERS

A. Selection and Office. The officers of the Corporation shall be chosen by the Directors and shall consist of a President, who shall be the chief executive officer of the Corporation, a Secretary and a Treasurer.

B. Annual Selection. The officers of the Corporation shall be chosen by the Board of Directors at its first meeting following each annual meeting of the Board.

C. Additional Officers. The Board may appoint additional Vice-Presidents, Assistant Secretaries and Treasurers and such other officers and agents as may be deemed necessary, who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Board.

D. Officer Salaries. The salaries of all officers and agents, if any, of the Corporation shall be fixed by the Board of Directors.

E. Term of Office. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed by the Board at any time by the affirmative vote of a majority of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

F. Duties of the President and Chief Executive Officer. The President, who is the chief executive officer of the Corporation, subject to Board authority, shall conduct all meetings of the Board of Directors and its committees. The President shall be an ex-officio member of all standing committees, shall manage the daily business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

G. Authority of the President. The President shall execute all agreements, bonds, mortgages and other contracts of the Corporation, whether or not requiring the Corporate Seal, except where required by law to be otherwise signed and except where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

H. Duties and Powers of the Secretary. The Secretary shall attend all meetings of

the Board of Directors and shall record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall perform like duties for the standing committees, as required. The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board of Directors or the President, who shall supervise the Secretary. The Secretary or Registered Agent shall maintain custody of the seal of the Corporation, and when authorized by the Board, shall affix the same to any instrument requiring a seal. When so affixed, the corporate action shall be attested by the signature of the Secretary or any other authorized officer of the Corporation.

I. Duties of the Treasurer. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

J. Powers of the Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, properly documenting all such disbursements, and shall render to the Board and Directors, at the regular meetings of the Board, or whenever they may require, an account of all corporate transactions and the financial condition of the Corporation.

K. Bonds. If required by the Board of Directors, any officer shall give the Corporation a bond in such sum, and with such surety or sureties, as shall be satisfactory to the Board, for the faithful performance of the duties of any office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in possession or control of an

officer belonging to the Corporation.

ARTICLE V
INDEMNITY AND LIABILITY

A. Liability. To the fullest extent allowed by Chapter 82 of the Nevada Revised Statutes, as amended, the liability of Directors and officers shall be eliminated and limited, such that no Director or officer shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director or officer, except for intentional misconduct, fraud or knowing violation of the law. Any amendment or repeal of this Section, which has the effect of increasing Director or officer liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, prior to its adoption.

B. Indemnification. Every Director and officer of the Corporation shall be entitled as a matter of right to be indemnified by the Corporation against reasonable expense and any liability paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been: (i) a Director or officer of the Corporation, or (ii) serving at the request of the Corporation as a Director, officer, employee, fiduciary or other representative of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "action"); provided, however, that such right of indemnification shall not exist with respect to any action brought by a Director or officer against the Corporation, other than in a suit for indemnification as provided hereunder. Such indemnification shall include the right to have expenses incurred by such person in connection with an action paid in advance by the Corporation prior to final disposition of such action,

subject to such conditions as may be prescribed by law. As used herein, "expense" shall include, among other things, fees and expenses of counsel selected by such person, and "liability" shall include amounts of any judgments, excise taxes, fines, penalties and sums paid in settlement.

1. Insurance; Other Funding. The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any action, whether or not the Corporation would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section. The Corporation may make other financial arrangements, which may include, among other things, a trust fund, program of self-insurance, grant of a security interest or other lien on any assets of the Corporation or establishment of a letter of credit, guaranty or surety, to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

C. Non-Exclusive Nature and Extent of Rights. The right of indemnification provided for herein (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which those seeking indemnification hereunder may be entitled under any agreement, Bylaw, Article provision, resolution of the Board or otherwise, (ii) shall be deemed to create contractual rights in favor of persons entitled to indemnification hereunder, (iii) shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were designated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnification hereunder and (iv) shall be applicable to actions, suits or proceedings commenced after the adoption of these Bylaws, whether arising from acts or omissions occurring before or after the adoption hereof. The right

of indemnification provided for herein may not be amended, modified or repealed so as to limit in any way the indemnification provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment, restatement or repeal.

ARTICLE VI NOTICES

A. Notices. Whenever under the provisions of the statutes, the Articles or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to mean personal notice, but such notice may be given in writing, by hand-delivery, mail, facsimile or email (with confirmation of receipt), addressed to such Director or officer at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus delivered, mailed, faxed or emailed.

B. Objections and Consents. Whenever all Directors entitled to vote at any meeting, whether the act of a Director, or filed with the Secretary, or by presence at such meeting, or ratification of the minutes, or by taking part in the deliberations at such meeting without objection, the actions taken at such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not expected from the written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting irregular for want of notice or such consent, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved and rendered valid and the irregularity or defect therein waived by a writing signed by all Directors having the right to vote thereat. Such consent or approval, if given by a Director, may be by proxy or attorney, but all such proxies and powers-of-attorney must be in writing.

C. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the statutes, the Articles or these Bylaw, a waiver thereof in writing signed by

the person entitled to said notice either before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII
AMENDMENTS

These Bylaws may be altered or amended at any regular or special meeting of the Board of Directors at which a quorum is present or represented, if notice of the proposed alteration or amendment be contained in the notice of such meeting, by the affirmative vote of a majority of the Directors entitled to vote at such meeting and present and represented thereat.

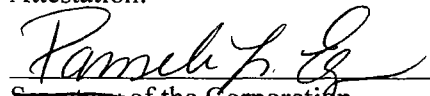
ARTICLE VIII
GENERAL PROVISIONS

A. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers, person or agents, including the President or Treasurer, as may be designated from time to time by the Board of Directors.

B. Fiscal Year. The fiscal year shall commence January 1st of each year and shall close on December 31st of each year.

C. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the date of incorporation and the words "Corporate Seal, Nevada."

Attestation:



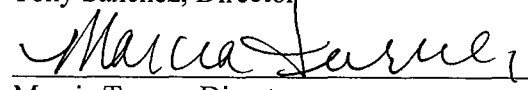
Secretary of the Corporation
President
Board of Directors:



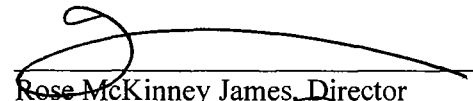
Steven Horsford, Director



Tony Sanchez, Director



Marcia Turner, Director



Rose McKinney James, Director



Beverly Rogers, Director