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

2009

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

3/1/2009

, and ending

2/28/2010

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeUse the IRS
label.
Otherwise, print

Name of foundation

Joseph & Ligia Wiegand Family Foundation, Inc.

A Employer identification number

65-0734395

or type.
See Specific
Instructions.Number and street (or P O box number if mail is not delivered to street address)
c/o William L. Sax, 215-19 MeadowRidge Road, P.O. Box 3080

Room/suite

B Telephone number (see page 10 of the instructions)
828-355-9266

City or town, state, and ZIP code

Boone

NC

28607

C If exemption application is pending, check here ►
D 1. Foreign organizations, check here ► 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

2. Foreign organizations meeting the 85% test,
check here and attach computation ►
E If private foundation status was terminated
under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► of year (from Part II, col. (c),
line 16) ► \$

1,435,920

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books (b) Net investment
income (c) Adjusted net
income (d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	RECEIVED	
	4 Dividends and interest from securities	37,992	37,992		
	5 a Gross rents				
	b Net rental income or (loss)	0	0		
	6 a Net gain or (loss) from sale of assets not on line 10	508,422	508,422	JUL 06 2010	IRS
	b Gross sales price for all assets on line 6a	508,537		OGDEN, UT	
	7 Capital gain net income (from Part IV, line 2)		508,422		
	8 Net short-term capital gain				0
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
Operating and Administrative Expenses	b Less: Cost of goods sold	0			
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	546,414	546,414	0	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	10,694	5,347	0	5,347
	b Accounting fees (attach schedule)	94	47	0	47
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	102	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,735	868	0	867
	24 Total operating and administrative expenses.	12,625	6,262	0	6,261
	Add lines 13 through 23	65,000			65,000
	25 Contributions, gifts, grants paid	77,625	6,262	0	71,261
	26 Total expenses and disbursements. Add lines 24 and 25	468,789			
	27 Subtract line 26 from line 12.	540,152			
	a Excess of revenue over expenses and disbursements				
	b Net Investment Income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See Instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		94,631	563,532	563,532
3	Accounts receivable ►	0			
	Less: allowance for doubtful accounts ►	0	0	0	0
4	Pledges receivable ►	0			
	Less: allowance for doubtful accounts ►	0	0	0	0
5	Grants receivable				
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) ►	0			
	Less allowance for doubtful accounts ►	0	0	0	0
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10	a Investments—U.S. and state government obligations (attach schedule)		0	0	0
	b Investments—corporate stock (attach schedule)		140,410	140,298	872,388
	c Investments—corporate bonds (attach schedule)		0	0	0
11	Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
15	Other assets (describe ►)		0	0	0
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		235,041	703,830	1,435,920
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0
	21	Mortgages and other notes payable (attach schedule)		0	0
Net Assets or Fund Balances	22	Other liabilities (describe ►)		0	0
	23	Total liabilities (add lines 17 through 22)		0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		235,041	703,830
	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)		235,041	703,830
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		235,041	703,830

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	235,041
2	Enter amount from Part I, line 27a	2	468,789
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	703,830
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	703,830

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	2500 Shrs Emerson Electric	D	4/9/1997	9/24/2009
b	2500 Shrs Emerson Electric	D	4/9/1997	9/30/2009
c	2500 Shrs Emerson Electric	D	4/9/1997	10/29/2009
d	2500 Shrs Emerson Electric	D	4/9/1997	11/19/2009
e	2500 Shrs Emerson Electric	D	4/9/1997	1/5/2010
(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 100,474	0	23		100,451
b 97,006	0	23		96,983
c 97,800	0	23		97,777
d 104,974	0	23		104,951
e 108,283	0	23		108,260
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a 0	0	0		100,451
b 0	0	0		96,983
c 0	0	0		97,777
d 0	0	0		104,951
e 0	0	0		108,260
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		508,422
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		0

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	38,144	1,462,519	0.026081
2007	88,522	1,733,891	0.051054
2006	84,943	1,524,406	0.055722
2005	78,336	1,323,386	0.059194
2004	75,094	1,210,595	0.062031

2 Total of line 1, column (d) **2** 0.254082

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** 0.050816

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** 1,206,539

5 Multiply line 4 by line 3 **5** 61,311

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 5,402

7 Add lines 5 and 6 **7** 66,713

8 Enter qualifying distributions from Part XII, line 4 **8** 71,261

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	5,402
Date of ruling or determination letter _____ (attach copy of letter if necessary—see Instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	5,402
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	4	0
3 Add lines 1 and 2	5	5,402
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)		
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0		
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,901
b Exempt foreign organizations—tax withheld at source	6b	0
c Tax paid with application for extension of time to file (Form 8868)	6c	0
d Backup withholding erroneously withheld	6d	0
7 Total credits and payments Add lines 6a through 6d	7	1,901
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,501
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 0 Refunded ► 0	11	0

Part VII-A Statements Regarding Activities

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

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	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address	► None		
14	The books are in care of ► William Sax Located at ► 215-19 MeadowRidge Road, P.O. Box 3080, Boone, NC	Telephone no ► 828-355-9266 ZIP+4 ► 28607	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► □

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

File Form 4720 If any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 ► □	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): 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?	2a	
	If "Yes," list the years ► 20 , 20 , 20 , 20	2b	N/A
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	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	4a	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the

tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

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

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

 Yes No

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

 Yes No

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

5b N/A

6b X

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
Stanley J. Wiegand PO Box 630217, Miami, FL 33163	Pres & Dir 1/2 Hour	0	0	0
David M. Wiegand PO Box 630217, Miami, FL 33163	VP & Dir 1/2 Hour	0	0	0
Marilyn McAuliffe PO Box 630217, Miami, FL 33163	S/T & Dir 8 Hours	0	0	0
Ligia Wiegand PO Box 630217, Miami, FL 33163	Dir 1/2 Hour	0	0	0

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 ►

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		0
		0
		0
		0
		0
		0

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

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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Amount

1 None	
2	
All other program-related investments. See page 24 of the instructions	
3	
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	956,845
b	Average of monthly cash balances	1b	268,068
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,224,913
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,224,913
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	18,374
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,206,539
6	Minimum Investment return. Enter 5% of line 5	6	60,327

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	60,327
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,402
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,402
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,925
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,925
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	54,925

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	71,261
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	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	71,261
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	54,925
6	Adjusted qualifying distributions. Subtract line 5 from line 4		65,859

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				54,925
2 Undistributed income, if any, as of the end of 2009:			7,505	
a Enter amount for 2008 only		0		
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0			
b From 2005	0			
c From 2006	0			
d From 2007	0			
e From 2008	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 71,261			7,505	
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)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount			54,925	
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0		0
6 Enter the net total of each column as indicated below:	8,831			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	8,831			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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)		0		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	8,831			
10 Analysis of line 9:				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	8,831			

Part XV Supplementary Information (continued)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate:**

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory**

11 Other revenue: a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

14

37,992

13 Total. Add line 12, columns (b), (d), and (e)

13

546,414

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

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

N/A

Line No.

▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of:

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . .

b If "Yes," complete the following schedule.

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

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

Signature of officer or trustee

June 29, 2010
Date

President
Title

Paid Preparer's Use Only	Preparer's signature	William Sax	Date	Check if self-employed	Preparer's identifying number (see Signature on page 30 of the instructions)
	6/29/2010			<input type="checkbox"/>	P00073901
Firm's name (or yours if self-employed), address, and ZIP code	Sax, Willinger & Gold 5801 N.W. 151 Street, Suite 307, Miami Lakes, FL 33014			EIN	59-2127670
				Phone no.	(828) 355-9266

Line 16a (990-PF) - Legal Fees

		10,694	5,347	0	5,347
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Sax, Willinger & Gold	10,694	5,347		5,347
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Nancy Smith	94	47		47
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1					
2	Tax on investment income	102			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		1,735	868	0	867
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		0	0	0	0
2	Bank Charges	120	60		60
3	D&O Insurance	505	253		252
4	Membership Dues	495	247		248
5	Office Supplies	223	112		111
6	PO Box	392	196		196
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2						
3	Cisco System, Inc.	800	34,304	34,304	11,656	19,464
4	CitiGroup	1,000	25,118	25,118	1,500	3,400
5	Emerson Electric	16,700	263	151	781,100	790,578
6	General Electric	800	32,746	32,746	6,808	12,848
7	Intel Corp	400	13,303	13,303	5,096	8,212
8	Microsoft Corp	600	13,444	13,444	9,690	17,202
9	Morgan Stanley	300	16,741	16,741	5,862	8,454
10	Regeneron Pharmaceuticals	500	4,491	4,491	7,125	12,230
11						
12						
13						
14						
15						
16						
17						

03/10/10
02.04 PM

Wiegand Family Foundation, Inc.
EIN: 65-0734395
Part XV - Grants And Contributions Paid
Form 990-PF Fiscal Year Ended 02/28/2010

Recipient Name & Address	Relationship	Foundation Status	Purpose Of Grant	Amount Of Grant
All Florida Youth Orchestra, Inc 1708 N. 40th Avenue, Hollywood, FL 33021	Not Applicable	Public Charity	General Charitable	1,000
Allied Arts Foundation 216 First Ave South, #253, Seattle, WA 98104	Not Applicable	Public Charity	General Charitable	2,500
American Music Center, Inc. 322 Eight Avenue, Suite 1401, New York, NY 10001	Not Applicable	Public Charity	General Charitable	5,000
American Red Cross of Greater Miami 335 SW 27th Avenue, Miami, Florida 33135	Not Applicable	Public Charity	General Charitable	3,000
Bellingham Chamber Chorale P.O. Box 5894, Bellingham, WA 98227	Not Applicable	Public Charity	General Charitable	3,000
Calvary Hospital, Inc. 1740 Eastchester Road, Bronx, NY 10461	Not Applicable	Public Charity	General Charitable	3,000
Chaminade-Madonna College Preparatory 500 Chaminade Drive, Hollywood, FL 33021-5800	Not Applicable	Public Charity	General Charitable	2,000
Chopin Foundation of the United States 1440 79th Street Causeway, Suite 117, Miami, FL 33141	Not Applicable	Public Charity	General Charitable	15,500
Mercy Siena Woods 6125 North Main Street, # 402, Dayton, Ohio 45415	Not Applicable	Public Charity	General Charitable	2,000
Holy Rosary School 4142 42nd Avenue, Southwest, Seattle, Washington 98116	Not Applicable	Public Charity	General Charitable	3,500
Hudson Valley Shakespeare Festival, Inc. 155 Main Street, Cold Spring, NY 10516	Not Applicable	Public Charity	General Charitable	2,000
Maryland Classic Youth Orchestras, Inc. 5301 Tuckerman Lane, N. Bethesda, MD 20852	Not Applicable	Public Charity	General Charitable	2,000
Saint Lawrence Catholic Church 2200 NE 191 Street, N Miami Beach, FL 33180-2199	Not Applicable	Public Charity	General Charitable	10,000
Saint Lawrence Catholic School 2200 NE 191 Street, N Miami Beach, FL 33180-2199	Not Applicable	Public Charity	General Charitable	7,500
Sunday Afternoons of Music, Inc. P.O. Box 6688, Pinecrest, FL 33256-6688	Not Applicable	Public Charity	General Charitable	2,500
WestSide Baby 10032 15th Avenue SW, Seattle, WA 98146	Not Applicable	Public Charity	General Charitable	500
Total Grants And Contributions				65,000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2009

Scott Willinger, Esq.
Sax, Willinger & Gold
5801 N.W. 151 Street, Suite 307
Miami Lakes, FL 33014

Re: Document Number N97000001296

The Amended and Restated Articles of Incorporation for JOSEPH & LIGIA WIEGAND FAMILY FOUNDATION, INC., a Florida corporation, were filed on August 21, 2009.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Annette Ramsey
Regulatory Specialist II
Division of Corporations

Letter Number: 409A00028544

2010 RELEASE UNDER E.O. 14176



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on August 21, 2009, for JOSEPH & LIGIA WIEGAND FAMILY FOUNDATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N97000001296.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of August, 2009



CR2EO22 (01-07)

A handwritten signature in black ink, appearing to read "Kurt S. Browning".

Kurt S. Browning
Secretary of State

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE

2009 AUG 21 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOSEPH & LIGIA WIEGAND FAMILY FOUNDATION, INC.

(A Corporation Not for Profit)

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation, which were unanimously approved and adopted, in compliance with the requirements of Florida law, by all the Trustees (formerly Members and Board of Directors) by Corporate Action dated effective June 1, 2009.

ARTICLE I
NAME

The name of this corporation is Joseph & Ligia Wiegand Family Foundation, Inc.

ARTICLE II
ADDRESS

The street address of the principal office of the corporation is 3802 N.E. 207th Street, #901, Aventura, FL 33180. The mailing address of the corporation is P.O. Box 630217, Miami, FL 33163.

ARTICLE III
PURPOSES

A. This corporation is organized and shall operate exclusively for charitable, educational, religious, literary, and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute furtherance of such exempt purposes. In furtherance of such exempt purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions that qualify as exempt organizations under said Section 501(c)(3).

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, the corporation shall have and exercise all powers which now are or which may hereafter be accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the corporation's exempt purposes as provided in Subparagraph A above.

C. Notwithstanding anything herein to the contrary, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of

any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

D. No part of the net earnings or principal of this corporation shall inure to the benefit of or be distributed to any trustee, officer, member or director of the corporation or any other private individual. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of net earnings or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV TRUSTEES (FORMERLY MEMBERS AND DIRECTORS)

The corporation shall no longer have voting Members. The Trustees may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of nonvoting membership, the qualifications and rights of the nonvoting members of each class and the manner of their admission to nonvoting membership shall be regulated by the Bylaws of the corporation. The Trustees of the corporation shall be elected in the manner provided in the Bylaws. The corporation currently has seven Trustees. The number of Trustees may be increased or diminished, from time to time, in accordance with the Bylaws, but shall never be less than three. The names of the current Trustees, who shall serve until their successors are elected, are: Ligia I. Wiegand, Marilyn W. McAuliffe, Andrew M. Wiegand, Virginia W. McIntyre, Richard M. Wiegand, David M. Wiegand & Stanley J. Wiegand

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually, which commenced upon the filing of the original Articles with the Secretary of State, unless it shall be dissolved pursuant to the laws of the State of Florida.

ARTICLE VI NAME AND ADDRESS OF ORIGINAL INCORPORATOR

The name and address of the original incorporator was Scott R. Willinger, whose address at that time was 8180 N.W. 36 Street, Suite 100, Miami, Florida 33166.

ARTICLE VII
NAME AND OFFICE OF REGISTERED AGENT

The street address of the current registered office of this Corporation is 5801 N.W. 151 Street, Suite 307, Miami Lakes, Florida 33014. The name of the Registered Agent of this Corporation at that office is Scott R. Willinger.

ARTICLE VIII
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation or Bylaws (or both) of this corporation may be amended or restated by a majority vote of all the Trustees at any regular meeting of the Trustees, or at a called meeting, after due notice has been given, in writing, with the purpose of the meeting stated therein.

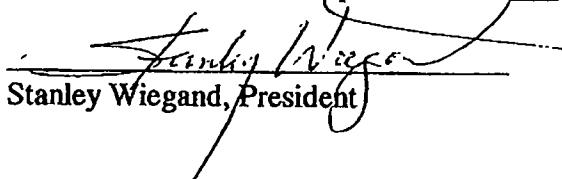
ARTICLE IX
INDEMNIFICATION

The corporation shall have the power, as provided for in the Bylaws, to indemnify officers, trustees, employees and agents of the corporation, and other persons or entities acting for or on behalf of the corporation, to the fullest extent permitted by Florida law.

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

In the event of the partial or complete liquidation or the dissolution of the corporation, the residual assets of the corporation will be turned over to (a) one or more organizations which themselves are exempt as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or (b) to any Federal, State or local government for public purpose. Any assets not so 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 1 day of June, 2009.


Stanley Wiegand, President

BYLAWS
OF THE
JOSEPH & LIGIA WIEGAND FAMILY FOUNDATION, INC.
_____, 2009

ARTICLE I
Offices

Section 1.1. **Name**. The name of the corporation is the Joseph & Ligia Wiegand Family Foundation (hereinafter “the Foundation”).

Section 1.2. **Principal & Registered Offices**. The principal office of the Foundation shall be in the State of Florida. The Foundation shall designate a registered office (which may be the same as the principal office) in accordance with Florida law. The address of these offices may be changed from time to time by the Board of Trustees.

Section 1.3. **Other Offices**. The Foundation may establish or discontinue, from time to time, such other offices and places of business within or without the state of Florida as the Board of Trustees may deem proper for the conduct of the Foundation’s business.

ARTICLE II
Board of Trustees

Section 2.1. **Powers and Responsibilities**. The business and affairs of the Foundation shall be managed by its Board of Trustees (hereinafter “the Board”), which may exercise all such powers of the Foundation and do all such lawful acts and things as are not proscribed by the applicable law, the Articles of Incorporation, or these Bylaws.

Section 2.2. **Number and Qualifications**. The original donors (Joseph & Ligia Wiegand), their lineal descendants, and all children adopted by their lineal descendants are considered “family members” and are eligible to serve on the Board. All trustees must be at least 30 years old. Presently, the Board is composed of seven trustees, but that number may be changed from time to time by a majority vote of the Board, provided the Board at all times comprises a minimum of three trustees.

Section 2.3. *Election and Term of Office.* Ligia Wiegand and the donors' six children shall serve as trustees until death, resignation, or removal. All future applicants for trusteeship must be sponsored by a then current trustee, and approved by a majority of the acting trustees present at a duly held Board meeting. All future elected family member trustees shall serve for 2-year terms (unless terminated by death, resignation, or removal) and with no limit to re-election.

Section 2.4. *Place of Board Meeting.* The meetings of the Board may be held at such place within or without the State of Florida as the Board may from time to time determine, or as may be designated in the notice calling the meeting.

Section 2.5. *Annual Board Meetings.* The trustees shall have an annual meeting each year on a date fixed by the trustees.

Section 2.6. *Other Board Meetings.* Other meetings of the trustees may be called by the President or upon the written request of at least 50% of the trustees. Notice of any such meeting shall specify the date, place and hour of the meeting and shall state the general nature of the business to be conducted at the meeting. This notice shall be mailed to each trustee at that trustee's residence or usual place of business at least 15 days before the day on which the meeting is to be held, or shall be given to that trustee by telegraph, facsimile, overnight express mail service, personally, email (marked urgent or important), or by telephone at least 10 days before the time of such meeting.

Section 2.7. *Waiver of Notice.* Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to notice at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.8. *Action without Board/Committee Meetings.* Any action required or permitted to be taken at any meeting of the trustees or of any committee thereof may be taken without a meeting if all the trustees or members of such committee (as the case may be) consent thereto in writing and the writing(s) are filed with the minutes of proceedings of the trustees or of such committee at the next held meeting.

Section 2.9. *Presiding Officer and Secretary at Board Meetings.* Each Board meeting shall be presided over by the President or in his/her absence, by the Vice-President; and if neither is present, then by such Trustee as shall be chosen at the meeting. If the Secretary is not in

attendance, a secretary of the meeting shall be designated by the person presiding over the meeting.

Section 2.10. *Quorum for Board Meeting*. A majority of the total number of trustees shall constitute a quorum for the transaction of business. In the absence of a quorum, any trustee then present may adjourn the meeting without notice, other than an announcement at the meeting, until such time as a quorum is present. The vote of a majority of trustees present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 2.11. *Board/Committee Meeting by Telephone or Webcam*. Trustees of the Board (or any committee thereof) may participate in a meeting of the trustees or of such committee thereof by means of teleconference telephone, webcam, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

Section 2.12. *Voting*. Each trustee shall be entitled to one vote on each matter submitted to a vote at the meeting.

Section 2.13. *Resignation*. Any trustee, member of any committee, or other officer may resign at any time by giving written notice thereof to the President or the Secretary, or if their positions have been vacated, to any Board member. Such resignation shall be effective at the time of its receipt, unless a date certain is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Section 2.14. *Removal of Trustees*. Any trustee may be removed, with or without cause, at any time by affirmative vote of a majority of all the other then serving trustees.

Section 2.15. *Filling of Vacancies*. In case of any voted increase in the number of trustees or vacancies created by the death, removal, or resignation of trustees, the open positions may be filled by the affirmative vote of a majority of the remaining trustees. In the unlikely event resignation removal and/or simultaneous or successive deaths should leave fewer than 3 trustees, the personal representative(s) of the estate of each deceased trustee shall appoint a successor to serve as a “temporary trustee” on the Board. Temporary trustees chosen pursuant to this section need not meet the qualification requirements set forth in Section 2.2 and shall hold office until the next meeting of the Board, at which time the Board shall elect trustees qualified in accordance with sections 2.2 and 2.3 of these bylaws to fill the positions of any temporary trustees. In the event this election does not yield a total of at least 3 trustees qualified in accordance with sections 2.2 and 2.3 of these bylaws, the then acting Board shall initiate action to dissolve the corporation and distribute the remaining assets in a manner consistent with the

Foundation's stated mission, past contributions, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent internal revenue laws of the United States. (IRC 501(c)(3))

Section 2.16. *Compensation*. All trustees of the Foundation agree to serve without compensation or reimbursement of expenses, unless specifically authorized by the Board.

ARTICLE III Committees

Section 3.1. *The Establishment of Committees and Committee Powers*. The Board may, by resolution adopted by a majority of the whole Board, designate one or more standing committees, each such committee to consist of two or more persons to be named by the Board. Any such committee shall have and exercise the authority of the Board in the management of the business and affairs of the Foundation as provided in the resolutions or these Bylaws; except that no such committee shall have the power or authority as to the following: (i) the filling of vacancies in the Board; (ii) the adoption, amendment or repeal of these Bylaws; (iii) the amendment or repeal of any resolution of the Board; and (iv) action on matters committed by these Bylaws or by a resolution of the Board to another committee of the Board. Currently, the following committees have been established:

Section 3.2. *Governance Committee*. The Governance Committee is tasked with developing amendments to the Foundation Bylaws and any amendments thereto, as well as Conflict of Interest, Decision-Making, and other general Foundation policies.

Section 3.3. *Grants Committee*. The Grants Committee is tasked with developing plans and procedures related to grants and donations, receiving and recording all requests for grants or donations, reviewing their legality, and organizing the presentation of requests for grants and donations for Board meetings.

Section 3.4. *Investment Committee*. The Investment Committee is tasked with developing and implementing an investment policy, as well as asset allocation, diversification, and rebalancing plans.

Section 3.5. *Operations Committee*. The Operations Committee is tasked with determining the role to be played by legal counsel retained by the Foundation and developing operational plans and procedures such as bookkeeping, check-writing, letter-writing, establishing the annual budget, investment reconciliation, and filing of form 990s.

ARTICLE IV

Officers

Section 4.1. Designation. The Foundation shall have such officers with such titles and duties as set forth in these Bylaws or in a resolution of the trustees.

Section 4.2. Election and Qualification. The officers of the Foundation shall be elected by the Board and include a President, Vice President, Secretary, and Treasurer. There shall be such other officers of the Foundation as the Board may deem advisable.

Section 4.3. Term of Office. Officers shall be elected to a term of 1 year, with no limit to re-election.

Section 4.4. Resignation of Officers. Any officer of the Foundation may resign at any time by giving written notice thereof to the President or the Secretary, or if there is no currently serving President or Secretary, to any Board member. Such resignation shall be effective at the time of its receipt, unless a date certain is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Section 4.5. Removal of Officers. Any officer may be removed by the Board, with or without cause, upon majority vote of the Board. In the event the officer in question is also a trustee, the removal procedures set forth in Section 2.14 shall apply. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 4.6. The President. The President shall be the chief executive officer of the Foundation and, subject to the control of the Board, shall have general and active charge, control, and supervision of all of the business and affairs of the Foundation. The President shall report to the trustees, and shall direct the implementation of the decisions, policies, and procedures established by the Board and standing committees. The President shall have general authority to execute contracts and other documents in the name and on behalf of the Foundation, and in general to exercise all the powers generally appertaining to the chief executive officer of a corporation. The President shall (1) preside at all meetings of the Board; (2) set the agenda for Board meetings; (3) appoint committee members on an interim basis until the next meeting of the Board, if any such positions are left vacant by resignation, disability, or death; and (4) perform such other duties as the Board may prescribe.

Section 4.7. The Vice-President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board may prescribe.

Section 4.8. *The Secretary*. The Secretary shall (1) record all the votes of the Foundation and the minutes of Foundation meetings; (2) attend to Foundation mail and correspondence to grantees and those individuals/entities seeking grants; (3) assist in issuing calls for Board meetings; (4) organize, prepare and distribute all reports and other written materials prior to Foundation meetings; (5) maintain all Foundation files; (6) chair the Grants Committee; and (7) perform such other duties as the Board may prescribe. By vote of the Board, some or all of the duties of the Secretary may be outsourced to one or more individuals or entities.

Section 4.9. *The Treasurer*. The Treasurer shall deposit all monies and other property in the name and to the credit of the Foundation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board or the President. The Treasurer shall render to the President and the Board at the regular meetings of the Board, or whenever they request it, an account of all his/her transactions as Treasurer and the financial condition of the Foundation. If required by the Board, the Treasurer shall give the Foundation a bond for the faithful discharge of his/her duties in such amount and with such surety as the Board shall prescribe. In addition, the Treasurer shall (1) prepare all foundation checks; (2) reconcile Foundation investment and bank statements; (3) prepare annual financial reports of the Foundation; (4) determine minimum yearly foundation distributions; (5) timely file the Foundation's 990 PF Statements; and (6) perform such other duties as the Board may prescribe. By vote of the Board, some or all of the duties of the Treasurer may be outsourced to one or more individuals or entities.

Section 4.10. *Other Officers*. Each other officer of the Foundation shall have such powers and shall perform such duties as shall be assigned by the Board.

Section 4.11. *Compensation*. All officers of the Foundation agree to serve without compensation or reimbursement of expenses, unless specifically authorized by the Board.

ARTICLE V

Contracts, Checks, Deposits, and Funds

Section 5.1. *Contracts*. The Board may employ or retain agents or employees, and may authorize any officer, employee, or agent of the Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Foundation by the President.

Section 5.2. *Checks, Drafts, Orders for Payment*. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall

be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or President of the Foundation.

Section 5.3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VI

Indemnification of Officers, Trustees, Employees, and Agents

Section 6.1. Indemnification authorized by Florida Law. The Foundation shall indemnify officers, trustees, employees, and agents of the Foundation to the fullest extent permitted by the Florida Not for Profit Corporation Act and Florida Statute 607.0850, as the same may be amended and supplemented, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested trustees, or otherwise, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6.2. Liability Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by them in any such capacity, or arising out of the status as such, whether or not the Foundation would have the power to indemnify the person against such liability under these provisions.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the Foundation shall be determined by resolution of Board.

Section 7.2. Severability. The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions.

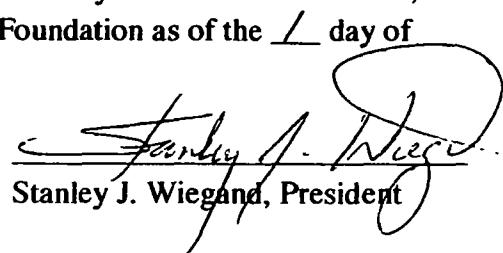
Section 7.3. Corporate Seal. The corporate seal shall be in such form as the Board may from time-to-time prescribe, and the same may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE VIII
Amendment of Bylaws

These Bylaws may be made, altered, or repealed, or new Bylaws may be adopted, at any meeting of the trustees by a majority vote of the trustees. However, no such amendment shall authorize the trustees to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent internal revenue laws of the United States.

Approval of Trustees

The foregoing Bylaws completely amend and restate the Bylaws of the Foundation, dated March 6, 1997, and were adopted by all the trustees of the Foundation as of the 1 day of June, 2009.


Stanley J. Wiegand, President


Marilyn W. McAuliffe, Secretary