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Form 990-EZ

Department of the Treasury
Internal Revenue Service

Short Form

Return of Organization Exempt From Income Tax

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

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
- The organization may have to use a copy of this return to satisfy state reporting requirements.

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning 07-01-2009, and ending 06-30-2010

B Check if applicable

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

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

C Name of organization EXODUS CRY INC	D Employer identification number 26-2317116
Number and street (or P O box, if mail is not delivered to street address) 3535 E RED BRIDGE RD	E Telephone number (816) 763-0200
City or town, state or country, and ZIP + 4 KANSAS CITY, MO 64137	F Group Exemption Number ►

* Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). ►

G Accounting method Cash Accrual
Other (specify) ►

I Website: ► www.exoduscry.com

H Check ► if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-Exempt status (check only one) 501(c)(3) (insert no) 4947(a)(1) or 527

K Check ► if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 498,598

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1 Contributions, gifts, grants, and similar amounts received	1	482,109
2 Program service revenue including government fees and contracts	2	
3 Membership dues and assessments	3	
4 Investment income	4	5
5a Gross amount from sale of assets other than inventory	5a	
b Less cost or other basis and sales expenses	5b	
c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6 Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ►	6c	
a Gross revenue (not including \$ of contributions reported on line 1)	6a	
b Less direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	7c	5,579
7a Gross sales of inventory, less returns and allowances	7a	16,400
b Less cost of goods sold	7b	10,821
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		
8 Other revenue (describe ►)	8	84
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	487,777
10 Grants and similar amounts paid (attach schedule) ►	10	30,198
11 Benefits paid to or for members	11	
12 Salaries, other compensation, and employee benefits	12	47,395
13 Professional fees and other payments to independent contractors	13	25,994
14 Occupancy, rent, utilities, and maintenance	14	22,376
15 Printing, publications, postage, and shipping	15	7,474
16 Other expenses (describe ►)	16	100,876
17 Total expenses. Add lines 10 through 16	17	234,313
18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	253,464
19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	107,700
20 Other changes in net assets or fund balances (attach explanation)	20	
21 Net assets or fund balances at end of year Combine lines 18 through 20	21	361,164

Part II Balance Sheets—If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)

(A) Beginning of year	(B) End of year
20,794	22 136,464
	23
89,698	24 235,407
110,492	25 371,871
2,792	26 10,707
107,700	27 361,164

- 22 Cash, savings, and investments
- 23 Land and buildings
- 24 Other assets (describe ►)
- 25 Total assets
- 26 Total liabilities (describe ►)
- 27 Net assets or fund balances (line 27 of column (B) must agree with line 21)

Cat No 10642I

Form 990-EZ (2009)

Part III Statement of Program Service Accomplishments (See the instructions for Part III)			Expenses (Required for section 501 (c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)
What is the organization's primary exempt purpose? HUMAN TRAFFICKING AWARENESS			
Describe what was achieved in carrying out the organization's exempt purposes In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title			
28 SUPPORT OF MISSIONS AND ORGANIZATIONS DIRECTLY INVOLVED IN THE CARE OF RESCUED VICTIMS OF HUMAN TRAFFICKING (Grants \$ 30,198)	If this amount includes foreign grants, check here . . . ► <input checked="" type="checkbox"/>	28a	172,922
29			
(Grants \$)	If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	29a	
30			
(Grants \$)	If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	30a	
31 Other program services (attach schedule) (Grants \$)	If this amount includes foreign grants, check here . . . ► <input type="checkbox"/>	31a	
32 Total program service expenses (add lines 28a through 31a) ►	32	172,922

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

Form **990-EZ** (2009)

Part V Other Information (Note the statement requirements in the instructions for Part V.)			Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		33	No
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes		34	Yes
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T			
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033 (e) notice, reporting, and proxy tax requirements?		35a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		35b	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		36	No
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions	► 37a	0	
b	Did the organization file Form 1120-POL for this year?		37b	
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		38a	No
b	If "Yes," complete Schedule L, Part II and enter the total amount involved		38b	
39	Section 501(c)(7) organizations. Enter		39a	
a	Initiation fees and capital contributions included on line 9		39b	
b	Gross receipts, included on line 9, for public use of club facilities			
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 ► 0 , section 4912 ► 0 , section 4955 ► 0			
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		40b	No
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ► 0			
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ► 0			
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		40e	No
41	List the states with which a copy of this return is filed ►			
42a	The organization's books are in care of ► The Organization Telephone no ► (816) 763-0200 3535 E RED BRIDGE RD Located at ► KANSAS CITY, MO ZIP + 4 ► 64137			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		42b	No
If "Yes," enter the name of the foreign country ►				
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		42c	No
If "Yes," enter the name of the foreign country ►				
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ► and enter the amount of tax-exempt interest received or accrued during the tax year ► 43			
44	Did the organization maintain any donor advised funds? If "Yes," <i>Form 990 must be completed instead of Form 990-EZ.</i>		44	No
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," <i>Form 990 must be completed instead of Form 990-EZ.</i>		45	No

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.

All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input type="checkbox"/> Yes	<input type="checkbox"/> No
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	46	No
48	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	47	No
49a	Did the organization make any transfers to an exempt non-charitable related organization?	48	No
	b If "Yes," was the related organization a section 527 organization?	49a	No
50	Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."	49b	

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

50(f) Total number of other employees paid over \$100,000 ► _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

51(d) Total number of other independent contractors each receiving over \$100,000 ► _____

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	***** Signature of officer <u>BENJAMIN R NOLOT PRESIDENT</u>	Date 2011-05-13	
	Type or print name and title		

Paid Preparer's Use Only	Preparer's signature <u>John A Parrish</u>	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 <u>KELLER & OWENS LLC 10955 LOWELL AVE STE 800 OVERLAND PARK, KS 66210</u>			EIN <input type="checkbox"/>
				Phone no <input type="checkbox"/> (913) 338-3500

May the IRS discuss this return with the preparer shown above? See instructions ► Yes No

2009

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
EXODUS CRY INC

Employer identification number

26-2317116

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

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

1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

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

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

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

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?	(vii) Amount of support?
			Yes	No	Yes	No		
FRIENDS OF THE BRIDEGROOM	742938033	9	Yes		Yes		Yes	172,922
Total								172,922

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						►

Section C. Computation of Public Support Percentage

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2008 Schedule A, Part III, line 15	16

Section D. Computation of Investment Income Percentage

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

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

Additional Data

Software ID:
Software Version:
EIN: 26-2317116
Name: EXODUS CRY INC

Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees

(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 & deferred compensation	(e) Expense account and other allowances
BENJAMIN R NOLOT 3535 E RED BRIDGE RD KANSAS CITY, MO 64137	PRESIDENT 40 00	12,200	0	0
IAN RUTHERFORD 3535 E RED BRIDGE RD KANSAS CITY, MO 64137	SECRETARY 2 00	0	0	0
PETER HERDER 3535 E RED BRIDGE RD KANSAS CITY, MO 64137	TREASURER 2 00	0	0	0
TIMOTHY CERNEY 3535 E RED BRIDGE RD KANSAS CITY, MO 64137	DIRECTOR OF OPERATIONS 20 00	10,000	0	0
ANGELA BEDLEY 3535 E RED BRIDGE RD KANSAS CITY, MO 64137	DIRECTOR OF OPERATIONS 20 00	6,500	0	0

TY 2009 Grants and Similar Amounts Paid Schedule

Name: EXODUS CRY INC**EIN:** 26-2317116

Item No.	1
Class of Activity	CARE OF RESCUED VICTIMS
Donee's Name	BEGINNING OF LIFE
Donee's Address	MUNCESTI 162-138 CHISINAU 2002, MOLDOVA MD
Amount (FMV)	24,690
Purpose of Payment to Affiliate	
Relationship	NONE
Description	
Book Value	
How BV Determined	
How FMV Determined	
Date of Gift	

TY 2009 Other Assets Schedule

Name: EXODUS CRY INC**EIN:** 26-2317116

Description	Beginning of Year Amount	End of Year Amount
INVENTORY	86,994	219,468
DEPOSITS	250	250
Other Depreciable Assets	2,454	15,689

TY 2009 Other Expenses Schedule

Name: EXODUS CRY INC**EIN:** 26-2317116

Description	Amount
ADVERTISING	433
BANK & CREDIT CARD FEES	7,890
CONFERENCES	5,331
DUES, SUBSCRIPTIONS, BOOKS	1,603
EQUIPMENT RENTAL & MAINTENANCE	1,905
INTEREST	70
LICENSES, TAXES & PERMITS	657
MARKETING	9,777
PAYROLL TAXES	5,795
SUPPLIES	26,206
TELEPHONE	1,537
TRAVEL	34,907
MISCELLANEOUS EXPENSES	687
Depreciation	4,078

TY 2009 Other Liabilities Schedule

Name: EXODUS CRY INC**EIN:** 26-2317116

Description	Beginning of Year Amount	End of Year Amount
ACCRUED PAYROLL LIABILITIES	2,792	0
ACCOUNTS PAYABLE	0	10,707

TY 2009 Other Revenues Schedule

Name: EXODUS CRY INC**EIN:** 26-2317116

Description	Amount
MISCELLANEOUS INCOME	84

TY 2009 Transfers Personal Benefits Contracts Declaration

Name: EXODUS CRY INC

EIN: 26-2317116

Declaration: The organization did not, during the year, receive any funds, directly, or indirectly, to pay premiums on a personal benefit contract. The organization, did not, during the year, pay any premiums, directly, or indirectly, on a personal benefit contract.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

Exodus Cry, Inc.

a Missouri Nonprofit Corporation

COPY

The undersigned, Exodus Cry, Inc., a Missouri corporation (the "Corporation"), for the purpose of amending and restating the Articles of Incorporation of the Corporation, in accordance with The General Nonprofit Corporation Law of the State of Missouri, does hereby make and execute these Amended and Restated Articles of Incorporation and does hereby certify that:

- (a) The name of the Corporation is Exodus Cry, Inc.. Its original Articles of Incorporation were filed with the Secretary of State of Missouri on March 14, 2008.
- (b) Resolutions setting forth the proposed amendment and restatement of the Articles of Incorporation of the Corporation were duly adopted by unanimous consent in lieu of a special meeting of the Board of Directors of the Corporation dated October 13, 2009.
- (c) The Amended and Restated Articles of Incorporation of the Corporation approved by a resolution of the Board of Directors read as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is Exodus Cry, Inc.

ARTICLE II

PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation.

ARTICLE III

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV

REGISTERED AGENT

The address of its initial Registered Office in the State of Missouri is 4610 E 114th Terrace, Kansas City, Mo. 64137 and the name of its initial Resident Agent at said address is Benjamin R. Nolot.

COPY

ARTICLE V
PURPOSES

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code").

The Corporation's activities shall be in furtherance of the purposes set forth in Section 509(a)(3)(A) of the Code; that is, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of Friends of the Bridegroom, Inc., a Missouri nonprofit corporation (hereinafter the "Publicly Supported Organization"), so long as the Publicly Supported Organization is exempt from federal income taxation under Section 501(a) of the Code and is described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code. Notwithstanding the foregoing, the Corporation may substitute an organization that is described in Section 501(c)(3), and Section 509(a)(1) or 509(a)(2), of the Code for the Publicly Supported Organization, as long as each such organization for which such substitution is made has the same purpose or purposes as the Publicly Supported Organization where the Publicly Supported Organization has substantially abandoned operations or dissolved. The Corporation's purposes shall include but not be limited to assisting the poor and distressed by launching a global awareness and prevention program for ending human trafficking.

The Corporation shall not engage in activities which are not in furtherance of the Corporation's purposes as described in this Article, and is not empowered to operate to support or benefit any organization or organizations other than the Publicly Supported Organization(s) named by the Board of Directors pursuant to the provisions of the Articles of Incorporation of the Corporation. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

The Corporation may pay over its income and principal to the Publicly Supported Organization or use its income and principal to carry on activities or programs which support or benefit the Publicly Supported Organization; may engage in fundraising activities for the Publicly Supported Organization or for its supporting programs; and, subject to the limitations set forth above, may receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the stated charitable purposes of the Publicly Supported Organization. The purposes set forth in the Articles of Incorporation or governing instruments of the Publicly Supported Organization from time to time are incorporated herein by reference as additional purposes of the Corporation, provided that nothing in these

Articles of Incorporation or other governing instruments of the Corporation shall be construed as granting the Corporation powers or purposes broader than the powers and purposes of the Publicly Supported Organization from time to time specified or which would disqualify the Corporation as a supporting organization under Section 509(a)(3) of the Code.

The Corporation shall be operated, supervised or controlled by (within the meaning of Section 509(a)(3)(B) of the Code) the Publicly Supported Organization, and will not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than the Publicly Supported Organization and the Corporation managers, all within the meaning of Sections 509(a)(3) and 4946 (as to definition of disqualified persons) of the Code.

The Publicly Supported Organization shall have a substantial degree of direction over the conduct, policies, programs and activities of the Corporation; the relationship shall be comparable to that of a parent and subsidiary when the subsidiary is under the direction of and accountable or responsible to the parent organization; and all of the directors of the Corporation shall be appointed or elected by the governing body, members of the governing body, or officers acting in their official capacity of the Publicly Supported Organization. No organization other than the Publicly Supported Organization shall have the right to appoint or vote for directors of the Corporation.

ARTICLE VI

NO PRIVATE INUREMENT OR SUBSTANTIAL LOBBYING

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

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 in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

NONSTOCK CORPORATION

The Corporation shall have no authority to issue capital stock.

ARTICLE VIII
MEMBERSHIP

The Corporation will not have members.

COPY

ARTICLE IX
BOARD OF DIRECTORS

The current number of directors of the Board of Directors is three (3). The allowable number of directors shall be fixed in the Bylaws of the Corporation.

ARTICLE X
NO PERSONAL LIABILITY FOR CORPORATE DEBTS

Neither the directors nor the members, if any, of the Corporation shall be individually or personally liable for the debts, liabilities or obligations of the Corporation.

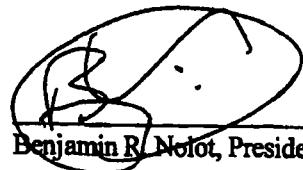
ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Publicly Supported Organization, as long as the Publicly Supported Organization qualifies under Article V hereof. Otherwise, all the assets of the Corporation shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code and as a public charity or charities under either 509(a)(1) or 509(a)(2) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Missouri.

In affirmation of the facts stated above, these Articles of Incorporation have been signed this
13th day of October 2009.



Benjamin R. Nolot, President

Attest:



Ian B. Rutherford
Ian B. Rutherford, Secretary

COPY



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:

N00882313

Date Filed: 10/29/2009

Robin Carnahan

Secretary of State

**Articles of Amendment
for a Nonprofit Corporation**

(Submit with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

1. The name of corporation is: Exodus Cry, Inc.

2. The amendment was adopted on 10/13/2009
month/day/year and changed article(s) Entire Restated and A to state as follows:

See attached.

3. If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5):

4. If approval by members was required, check here and provide the following information:

A. Number of memberships outstanding:

B. Complete either C or D:

C. Number of votes for and against the amendment(s) by class was:

Class	Number entitled to vote	Number voting for	Number voting against

D. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

5. If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained:

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized signature of officer or chairman of the board

Benjamin R. Nolot

Printed Name

President

Title

10/19/2009

Date

Name and address to return filed document:

Name: Kerry Hall

Address: 3535 E. Red Bridge Rd

City, State, and Zip Code: Kansas City, Mo 64137

State of Missouri
Amend/Restate - NonProfit 68 Page(s)



T0930211567

AMENDED BYLAWS

OF

EXODUS CRY, INC.

a Missouri Nonprofit Corporation

501(c)(3) Public Charity

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ARTICLE I Purposes and Limitations

The Corporation is organized and will be operated exclusively for charitable, religious and educational purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to Friends of the Bridegroom, Inc., a Missouri nonprofit corporation, the supported organization of the Corporation as defined in the Articles (hereinafter referred to as the "Publicly Supported Organization"). The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles").

To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the "Act"), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; (b) by a corporation operating as a supporting organization within the meaning of section 509(a)(3) of the Code; and/or (c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II Members

The Corporation will not have members.

ARTICLE III Board of Directors

Section 3.1 **General Powers.** Other than such rights, if any, reserved for Members, under these Bylaws, the Articles, or the Act, the affairs of the Corporation will be managed by the Board.

Section 3.2 Number. The number of Directors on the Board will initially be three (3). The number of Directors will be set at not less than three (3) and not more than eleven (11). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

Section 3.3 Election, Class and Term. The Directors will be appointed by the Publicly Supported Organization. In order to provide for staggered terms of office, the Directors will be equally divided, as evenly as possible, into three (3) classes with respect to the time for which they will severally hold office and stand for appointment. The terms of the Directors in the first class will expire on October 1, 2012, the terms of the Directors in the second class will expire on October 1, 2011, and the terms of the Directors in the third class will expire on October 1, 2010; provided that, in any event and irrespective of the expiration of their terms, the Directors of any class will remain in office until their successors have been appointed and qualified. At each meeting of the Board of the Publicly Supported Organization occurring nearest to October 1 of each year beginning in 2009, the Directors appointed and qualified to succeed the Directors of any class will be appointed for a term of three (3) years expiring on October 1 of the third year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. Any Director whose term is expiring may be reappointed to the Board. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all groups of Directors as nearly equal in number as possible, and any additional Director elected to any group of Directors will hold office for a term which will expire with the term of the Directors in such group. The expiration of terms of the Directors serving on the Board at the time of the adoption of these Amended Bylaws shall be as follows:

- Benjamin R. Nolot.....October 1, 2012
- Peter Herder.....October 1, 2011
- Ian B. Rutherford.....October 1, 2010

Section 3.4 Annual and Regular Meetings. The annual meeting of the Board will be held on the second Tuesday of January each year, either within or without the State of Missouri, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, either within or without the State of Missouri for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

Section 3.5 Special Meetings. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President, or by any two Directors. The person or persons calling a special meeting of the Board may fix any place in the

United States, either within or without the State of Missouri, as the place for holding the special meeting of the Board called by them.

Section 3.6 Notice; Waiver of Notice. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.7 Quorum and Voting. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.8 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Act or the Articles.

Section 3.9 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.10 Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.11 Removal; Vacancies. Any Director may be removed without cause by the Publicly Supported Organization. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors in accordance with the procedures for regular annual election of Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 3.12 Compensation. Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

ARTICLE IV Committees of the Board

Section 4.1 Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of two or more Directors (and no non-Directors), which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

Section 4.2 Executive Committee. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of three (3) or more Directors (and no non-Directors). The Chairman of the Board will serve as Chairman of the Executive Committee. The Executive Committee will possess and may exercise any and all powers of the Board in the management and affairs of the Corporation provided that all actions of the Executive Committee will be subject to the paramount power of the Board and will not conflict with any expressed policies of the Board, except that the Executive Committee will not have the power or authority of the Board to engage in the following acts:

- a. Authorize distributions to members, Directors, officers, agents or employees except in exchange for value received;
- b. Approve or recommend to members the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- c. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
- d. Adopt, amend or repeal the Articles or these Bylaws.

The Executive Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.]

Section 4.3 Absence. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the

other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.4 Notice: Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.5 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

Section 4.6 Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 4.7 Committee Action Without a Meeting. Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.8 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.9 Chairman. One member of each committee will be appointed chairman of the committee as designated by the Board, except that the Chairman of the Board will serve as Chairman of the Executive Committee.

Section 4.10 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.11 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.12 Participation by Non-Directors. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

Section 4.13 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V Officers

Section 5.1 Elected Officers. The elected officers of the Corporation will be a President, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

Section 5.2 Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

Section 5.3 Duties of Chairman of the Board. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

Section 5.4 Duties of President. The President will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 5.5 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 5.6 Duties of Treasurer. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

Section 5.7 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 5.8 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.9 Compensation. The compensation, if any, of the officers, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided,

however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI General Provisions

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. [Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.]

Section 6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. [The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances.]

Section 6.3 Checks, Drafts, etc.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

Section 6.4 Deposits. All funds of the Corporation will 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.

Section 6.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 6.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 6.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the

fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

Section 6.8 Interpretation. The terms "include", "including" and similar terms shall be construed as if followed by the phrase "without being limited to". The term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 6.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written", "in writing" or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 6.10 Conflicts of Interest Policy. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

ARTICLE VII **Indemnification of Officers and Directors**

The Corporation will indemnify and protect any Director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Missouri.

ARTICLE VIII **Property Devoted to Corporate Purposes**

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

ARTICLE IX **Amendments**

Section 9.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted. All proposals to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be made in writing at a regular meeting of the Board. The proposal shall include the text of the proposed Bylaw provisions as well as the text of any existing provision proposed to be altered, amended or repealed. Copies of all proposals shall be made available to all Trustees upon request. Within seven (7) days after the meeting in which the proposal was made, the President or its designee shall notify all Directors not present at the meeting that a proposal to alter, amend or repeal the Bylaws or to adopt new Bylaws has been made.

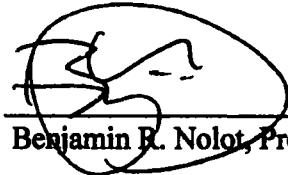
Section 9.02. At the regular meeting immediate following the meeting at which the proposal was made, the Board shall vote on the proposal. The Bylaws shall be altered, amended, or repealed and new Bylaws may be adopted, subject to approval by the Board of the Publicly Supported Organization, by the affirmative vote of a majority of the Board present at the meeting, a quorum being had.

Section 9.03. Before any alteration, amendment, or repeal of these Bylaws, or adoption of new Bylaws shall be effective, such alteration, amendment, or repeal of these Bylaws, or adoption of new Bylaws must be approved by the affirmative vote of a majority of all of the Trustees or Directors of the Publicly Supported Organization then in office at a meeting called for that purpose.

CERTIFICATION

The undersigned, being the President of Exodus Cry, Inc., a Missouri nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: 10/13/2009



Benjamin R. Nolot, President

Application for Change in Accounting Method

Name of filer (name of parent corporation if a consolidated group) (see instructions)	Identification number (see instructions)
EXODUS CRY, INC.	26-2317116
Number, street, and room or suite no. If a P O box, see the instructions	Principal business activity code number (see instructions)
3535 E. RED BRIDGE RD.	813000
City or town, state, and ZIP code	Tax year of change begins (MM/DD/YYYY) 07/01/2009
KANSAS CITY, MO 64137	Tax year of change ends (MM/DD/YYYY) 06/30/2010
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)	Name of contact person (see instructions)
	SOLEDAD MENA
	Contact person's telephone number
	816-763-0200

If the applicant is a member of a consolidated group, check this box

If Form 2848, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box

Check the box to indicate the type of applicant.

<input type="checkbox"/> Individual	<input type="checkbox"/> Cooperative (Sec. 1381)
<input type="checkbox"/> Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Controlled foreign corporation (Sec. 957)	<input type="checkbox"/> S corporation
<input type="checkbox"/> 10/50 corporation (Sec. 904(d)(2)(E))	<input type="checkbox"/> Insurance co. (Sec. 816(a))
<input type="checkbox"/> Qualified personal service corporation (Sec. 448(d)(2))	<input type="checkbox"/> Insurance co. (Sec. 831)
<input checked="" type="checkbox"/> Exempt organization. Enter Code section <input type="checkbox"/> 501 (c) (3)	<input type="checkbox"/> Other (specify) ►

Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)

<input type="checkbox"/> Depreciation or Amortization
<input type="checkbox"/> Financial Products and/or Financial Activities of Financial Institutions
<input checked="" type="checkbox"/> Other (specify) ► CHANGE FROM CASH BASIS TO ACCRUAL BASIS OF ACCOUNTING

Caution. To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request

1 Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions

Yes	No
X	

► (a) Change No. 122 (b) Other Description ►

2 Do any of the scope limitations described in section 4.02 of Rev. Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation

Note. Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).

Part II Information For All Requests

Yes	No
X	
X	

3 Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)?

If "Yes," the applicant is not eligible to make the change under automatic change request procedures

4a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? If "No," go to line 5

b Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?

Signature (see instructions)

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

Filer

Preparer (other than filer/applicant)

Signature and date

Signature of individual preparing the application and date

J. MICHAEL BALDASSARO, CPA

Name and title (print or type)

Name of individual preparing the application (print or type)

KELLER & OWENS, LLC

Name of firm preparing the application

Part II Information For All Requests (continued)

4c Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)? Yes No

d Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? Yes No

If "Yes," attach the consent statement from the director

e Is the request to change the method of accounting being filed under the 90-day or 120-day window period? Yes No

If "Yes," check the box for the applicable window period and attach the required statement (see instructions)

90 day 120 day Date examination ended ► _____

f If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination

Name ► _____ Telephone number ► _____ Tax year(s) ► _____

g Has a copy of this Form 3115 been provided to the examining agent identified on line 4f? Yes No

5a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? Yes No

If "Yes," enter the name of the (check the box) Appeals officer and/or counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court.

Name ► _____ Telephone number ► _____ Tax year(s) ► _____

b Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a? Yes No

c Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? Yes No

If "Yes," attach an explanation.

6 If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court. Yes No

7 If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? Yes No

If "Yes," the applicant is **not** eligible to make the change

8a Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)? Yes No

b If "Yes," attach an explanation. Yes No

9a Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)? Yes No

b If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent. Yes No

c If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation. Yes No

10a Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice? Yes No

b If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s). Yes No

11 Is the applicant requesting to change its **overall** method of accounting? Yes No

If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form

Present method: Cash Accrual Hybrid (attach description)

Proposed method: Cash Accrual Hybrid (attach description)

Part II Information For All Requests (continued)

Yes No

12 If the applicant is either (i) not changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following:

- The item(s) being changed.
- The applicant's present method for the item(s) being changed.
- The applicant's proposed method for the item(s) being changed.
- The applicant's present overall method of accounting (cash, accrual, or hybrid).

13 Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business, and which trade or business is requesting to change its accounting method as part of this application or a separate application

14 Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions
If "No," attach an explanation

15a Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?

b If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.

16 Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?

17 If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change

SHORT YEAR ENDED		
1st preceding year ended mo 06	2nd preceding year ended mo 12	3rd preceding year ended mo
\$ 120,430	\$ 43,851	yr

Part III Information For Advance Consent Request

Yes No

18 Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request?
If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures

19 Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists

20 Attach a copy of all documents related to the proposed change (see instructions).

21 Attach a statement of the applicant's reasons for the proposed change.

22 If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed?
If "No," attach an explanation.

23a Enter the amount of user fee attached to this application (see instructions). ► \$ _____
b If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).

Part IV Section 481(a) Adjustment

Yes No

24 Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment?
If "Yes," do not complete lines 25, 26, and 27 below

25 Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income ► \$ _____ 0 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment. If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.

Part IV Section 481(a) Adjustment (continued)		Yes	No
26	If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?		
27	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.		X

Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed)**Part I Change in Overall Method (see instructions)**

1 Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g

	Amount	
a	\$	NONE
b	\$	NONE
c	\$	NONE
d	\$	NONE
e	\$	NONE
f	\$	NONE
g	\$	NONE
h	\$	NONE

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? Yes No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information.

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations

Schedule B—Change to the Deferral Method for Advance Payments (see instructions)

1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5 02 of Rev Proc 2004-34, 2004-1 C.B. 991, attach the following information

a A statement explaining how the advance payments meet the definition in section 4.01 of Rev Proc 2004-34

b If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8 02(3)(a)-(c) of Rev. Proc. 2004-34.

c If the applicant is filing under the advance consent provisions of Rev. Proc. 97-27, the information required by section 8.03(2)(a)-(f) of Rev. Proc. 2004-34

2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following.

a A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1)

b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3)

c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii)

d A statement explaining whether the inventoriable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income

Schedule C—Changes Within the LIFO Inventory Method (see instructions)

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all Forms 970, Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method

- 1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
 - a Valuing inventory (e.g., unit method or dollar-value method).
 - b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc.).
 - c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc.)
 - d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).
- 2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.
- 3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.
- 4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable.
- 5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.
- 6 If changing to the IPIC method, attach a completed Form 970

Part II Change in Pooling Inventories

- 1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use
- 2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2):
 - a A description of the types of products produced by the applicant. If possible, attach a brochure
 - b A description of the types of processes and raw materials used to produce the products in each proposed pool
 - c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces
 - d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared
 - e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool
 - f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
 - g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.
- 3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3).
- 4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

Schedule D—Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)
Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities

2a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? Yes No

b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? Yes No
If line 2b is "No," attach an explanation

c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1.460-4(b)? Yes No

d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1.460-4(c)(2)? Yes No
If line 2d is "Yes," attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor
If line 2d is "No," attach an explanation of what method the applicant is using and the authority for its use

3a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? Yes No

b If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts.

c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods

4 To determine a contract's completion factor using the percentage-of-completion method

a Will the applicant use the cost-to-cost method in Regulations section 1.460-4(b)? Yes No

b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1.460-5(c))? Yes No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

1 Attach a description of the inventory goods being changed

2 Attach a description of the inventory goods (if any) NOT being changed.

3a Is the applicant subject to section 263A? If "No," go to line 4a Yes No

b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)? If "No," attach a detailed explanation Yes No

4a Check the appropriate boxes below

Identification methods:

Specific identification	Inventory Being Changed	Inventory Not Being Changed
FIFO	Present method	Present method
LIFO		
Other (attach explanation)		

Valuation methods:

Cost	Inventory Being Changed	Inventory Not Being Changed
Cost or market, whichever is lower	Present method	Present method
Retail cost		
Retail, lower of cost or market		
Other (attach explanation)		

b Enter the value at the end of the tax year preceding the year of change

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions)

a Copies of Form(s) 970 filed to adopt or expand the use of the method.

b **Only for applicants requesting advance consent.** A statement describing whether the applicant is changing to the method required by Regulations section 1.472-6(a) or (b), or whether the applicant is proposing a different method

c **Only for applicants requesting an automatic change.** The statement required by section 22 01(5) of the Appendix of Rev Proc 2008-52 (or its successor)

Part III **Method of Cost Allocation** (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions))

Section A—Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following

- 1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method)
- 2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method)
- 3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method)

Section B—Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked

	Present method	Proposed method
1 Direct material		
2 Direct labor		
3 Indirect labor		
4 Officers' compensation (not including selling activities)		
5 Pension and other related costs		
6 Employee benefits		
7 Indirect materials and supplies		
8 Purchasing costs		
9 Handling, processing, assembly, and repackaging costs		
10 Offsite storage and warehousing costs		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12 Depletion		
13 Rent		
14 Taxes other than state, local, and foreign income taxes		
15 Insurance		
16 Utilities		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18 Engineering and design costs (not including section 174 research and experimental expenses)		
19 Rework labor, scrap, and spoilage		
20 Tools and equipment		
21 Quality control and inspection		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23 Licensing and franchise costs		
24 Capitalizable service costs (including mixed service costs)		
25 Administrative costs (not including any costs of selling or any return on capital)		
26 Research and experimental expenses attributable to long-term contracts		
27 Interest		
28 Other costs (Attach a list of these costs.)		

Part III Method of Cost Allocation (see instructions) (continued)

Section C—Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs)

	Present method	Proposed method
1 Marketing, selling, advertising, and distribution expenses		
2 Research and experimental expenses not included in Section B, line 26		
3 Bidding expenses not included in Section B, line 22		
4 General and administrative costs not included in Section B		
5 Income taxes		
6 Cost of strikes		
7 Warranty and product liability costs		
8 Section 179 costs		
9 On-site storage		
10 Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11 Other costs (Attach a list of these costs.)		

Schedule E—Change in Depreciation or Amortization (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants **must** provide this information for each item or class of property for which a change is requested.

Note. See the *List of Automatic Accounting Method Changes* in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. Do not file Form 3115 with respect to certain late elections and election revocations (see instructions).

1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? Yes No
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(ii)

2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? Yes No
If "Yes," enter the applicable section ►

3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under sections 168(f)(1), 179, or 179C)? Yes No
If "Yes," state the election made ►

4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.

b If the property is residential rental property, did the applicant live in the property before renting it? Yes No

c Is the property public utility property? Yes No

5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc.)

6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.

7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:

a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).

b The applicable asset class from Rev. Proc. 87-56, 1987-2 C B 674, for each asset depreciated under section 168 (MACRS) or under section 1400L, the applicable asset class from Rev. Proc. 83-35, 1983-1 C B 745, for each asset depreciated under former section 168 (ACRS), an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.

c The facts to support the asset class for the proposed method

d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).

e The useful life, recovery period, or amortization period of the property.

f The applicable convention of the property.

g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

FORM 3115

FOOTNOTES

STATEMENT 1

PART II, NUMBER 13

THE EXEMPT ORGANIZATION'S ACTIVITIES CONSIST OF SUPPORTING MISSIONS AND ORGANIZATIONS DIRECTLY INVOLVED IN THE CARE OF RESCUED VICTIMS OF HUMAN TRAFFICKING PLEASE SEE ATTACHED FORM 990 AS WELL.