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Form 990-EZ

Department of the Treasury
Internal Revenue ServiceShort 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.

OMB No 1545-1150

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning JUL 1, 2009 and ending JUN 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

ROANOKE FOUNDATION FOR DOWNTOWN, INC.

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

213 MARKET STREET

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

ROANOKE, VA 24011

D Employer identification number

54-1671847

E Telephone number

540-342-2028

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: ▶ N/A

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 ☐ 527K 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 ▶ \$ 21,961.

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	6,966.
2	Program service revenue including government fees and contracts	2	
3	Membership dues and assessments	3	
4	Investment income	4	4,745.
5a	Gross amount from sale of assets other than inventory	5a	10,250.
b	Less: cost or other basis and sales expenses	5b	9,848.
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	402.
6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
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)	6c	
7a	Gross sales of inventory, less returns and allowances	7a	
b	Less: cost of goods sold	7b	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8	Other revenue (describe ▶ _____)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	12,113.
10	Grants and similar amounts paid (attach schedule)	10	8,079.
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	6,025.
14	Occupancy, rent, utilities, and maintenance	14	4,893.
15	Printing, publications, postage, and shipping	15	
16	Other expenses (describe ▶ SEE SCHEDULE)	16	5,228.
17	Total expenses. Add lines 10 through 16	17	24,225.
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<12,112.>
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	189,379.
20	Other changes in net assets or fund balances (attach explanation)	20	15,601.
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	192,868.

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
22 Cash, savings, and investments	188,119.	194,291.
23 Land and buildings		
24 Other assets (describe ▶ SEE STATEMENT 1)	1,361.	1,875.
25 Total assets	189,480.	196,166.
26 Total liabilities (describe ▶ SEE STATEMENT 2)	101.	3,298.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	189,379.	192,868.

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		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
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?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. 0.		
b	Did the organization file Form 1120-POL for this year?		X
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?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved N/A		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 N/A		
b	Gross receipts, included on line 9, for public use of club facilities N/A		
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		X
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		X
41	List the states with which a copy of this return is filed. NONE		
42a	The organization's books are in care of THE CORPORATION Telephone no. (540) 342-2028 Located at 213 MARKET STREET, SE ROANOKE, VA ZIP + 4 24011		
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)?		X
	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.?		X
	If "Yes," enter the name of the foreign country: Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here		
43	and enter the amount of tax-exempt interest received or accrued during the tax year 43 N/A		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

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
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a Did the organization make any transfers to an exempt non-charitable related organization?
- b If "Yes," was the related organization a section 527 organization?
- 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."

	Yes	No
46		X
47		X
48		X
49a		X
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				

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		

d Total number of other independent contractors each receiving over \$100,000

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

Sign Here: Signature of officer: *Robert Manetta* Date: 11-2-10

Type or print name and title: Robert Manetta TREASURER

Paid Preparer's Use Only: Preparer's signature: *Alfred Bowman Jr* Date: 11/2/10 Check if self-employed: ☐ Preparer's identifying number (See instr.): EIN: (540) 344-4333

Firm's name (or yours if self-employed), address, and ZIP + 4: ANDERSON & REED LLP P.O. BOX 13885 ROANOKE, VA 24038

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes ☐ No

Form 990-EZ (2009)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

ROANOKE FOUNDATION FOR DOWNTOWN, INC.

Employer identification number

54-1671847

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.
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The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

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

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

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

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

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

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

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

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

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

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

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

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

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

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

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

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

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

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

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

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	114,478.	61,699.	65,289.	26,869.	6,966.	275,301.
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	114,478.	61,699.	65,289.	26,869.	6,966.	275,301.
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)						6,710.
6 Public support. Subtract line 5 from line 4						268,591.

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	114,478.	61,699.	65,289.	26,869.	6,966.	275,301.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,112.	6,191.	6,393.	5,570.	4,745.	29,011.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	233.					233.
11 Total support. Add lines 7 through 10						304,545.
12 Gross receipts from related activities, etc. (see instructions)					12	273.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	88.19	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	90.42	%
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 a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐			
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 Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
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 section 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. Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

PART II, LINE 10 - SEE STATEMENT

FORM 990-EZ	OTHER ASSETS	STATEMENT	1
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PREPAID EXPENSE	1,361.	1,361.	
PLEDGE/OTHER RECEIVABLE	0.	514.	
TOTAL TO FORM 990-EZ, LINE 24	1,361.	1,875.	

FORM 990-EZ	OTHER LIABILITIES	STATEMENT	2
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
ACCOUNTS PAYABLE	101.	219.	
CONTRIBUTION PAYABLE	0.	3,079.	
TOTAL TO FORM 990-EZ, LINE 26	101.	3,298.	

FORM 990-EZ	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT 3
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
	10,250.	9,848.	0.	402.
TO FORM 990-EZ, LINE 5	10,250.	9,848.	0.	402.

FORM 990-EZ	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
DESCRIPTION	AMOUNT		
UNREALIZED GAIN ON INVESTMENT	15,601.		
TOTAL TO FORM 990-EZ, LINE 20	15,601.		

FORM 990-EZ

CASH GRANTS AND ALLOCATIONS

STATEMENT 5

CLASS OF ACTIVITY/GRANTEE'S NAME AND ADDRESS	GRANTEE'S RELATIONSHIP	AMOUNT
SEE SCHEDULE.	NONE	8,079.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10

8,079.

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 6

- A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO
- B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

Roanoke Foundation For Downtown, Inc.
Employer ID. 54-1671847
2009
Year ended June 30, 2010

Form 990-EZ, Part III- Exempt purpose and Statement of Program Service Accomplishments

The Foundation is a not-for-profit corporation organized for the purposes of assisting and promoting a mounted patrol unit, community beautification projects, development of diverse educational, cultural, artistic, agricultural and recreational resources and activities and undertaking research, planning, service, design, educational and other activities relating to or benefiting the downtown area, including but not limited to the Historic Downtown Market, of the City of Roanoke, help to preserve the historic and architectural character of downtown Roanoke buildings and educate the public on the importance of historic preservation by acquiring historically and architecturally significant properties when available on reasonable terms and disposing of or leasing them subject, when practical, to restrictive covenants or contractual provisions to preserve the historical character or architectural significance of such properties, or to require the adaptive re-use of such properties.

- Line 28. The Foundation assisted and promoted the Mounted Patrol Unit of the City of Roanoke Police Department. The Unit has enhanced the safety of the citizens working in or visiting the downtown area. It is not possible to accurately establish the number of people served.
- Line 29. The Foundation assisted and promoted the preservation of a historic City of Roanoke Market building, the renovation of the Western Virginia Foundation for the Arts and Sciences building located in the downtown area and operation of the downtown decorative water fountains. It is not possible to accurately establish the number of people served.

Roanoke Foundation For Downtown, Inc.

Employer ID. 54-1671847

2009

Year ended June 30, 2010

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

Edwin C. Hall 213 Market Street Roanoke, VA. 24011	President and Director Part time
Patrick N. Shaffner 213 Market Street Roanoke, VA. 24011	Vice President and Director Part time
R. Curtis Steele, Jr. 213 Market Street Roanoke, VA. 24011	Secretary and Director Part time
Robert B Manetta 213 Market Street Roanoke, VA. 24011	Treasurer and Director Part time
Russ Ellis 213 Market Street Roanoke, VA. 24011	Director Part time
Beverly T. Fitzpatrick, Jr. 213 Market Street Roanoke, VA. 24011	Director Part time
Maryellen Goodlatte 213 Market Street Roanoke, VA. 24011	Director Part time
Calvin Johnson 213 Market Street Roanoke, VA. 24011	Director Part time
Stephen Lemon 213 Market Street Roanoke, VA. 24011	Director Part time
Raymond D. Smoot, Jr. 213 Market Street Roanoke, VA. 24011	Director Part time
Joseph B. Wright 213 Market Street Roanoke, VA. 24011	Director Part time

None of the officers and directors received any compensation, contributions to employee benefit plans or expense account and other allowances.

ROANOKE FOUNDATION FOR DOWNTOWN, INC
FORM 990 EZ
YEAR ENDED JUNE 30, 2010

54-1671847

PART I LINE 5c GAIN OR (LOSS) FROM SALE OF ASSETS OTHER THAN INVENTORY
PROCEEDS FROM SALES OF VANGUARD TOTAL BOND MARKET INDEX FUND
COST OF FUND 10,250
GAIN ON SALES 9,848
402

PART I LINE 10 GRANTS AND AND SIMILAR AMOUNTS PAID
WESTERN VIRGINIA FOUNDATION FOR THE ARTS AND SCIENCES 5,000
ROANOKE, VIRGINIA
CITY OF ROANOKE 3,079
ROANOKE, VIRGINIA
TOTAL 8,079

PART I LINE 16 OTHER EXPENSES
HORSESHOES 247
VETERINARY SERVICES 214
HAY AND FEED 884
GROOMING SUPPLIES 100
UNIFORMS 48
TACK AND EQUIPMENT 102
MANAGEMENT SERVICES 196
INSURANCE 2,509
FUNDRAISING 823
MISCELLANEOUS 105
TOTAL OTHER 5,228

PART I LINE 20 OTHER CHANGES IN NET ASSETS
UNREALIZED GAIN ON INVESTMENTS CARRIED AT MARKET VALUE 15,801

2005 RETURN	2006 RETURN	2007 RETURN	2008 RETURN	2009 RETURN	TOTAL
YEAR ENDED	YEAR ENDED	YEAR ENDED	YEAR ENDED	YEAR ENDED	2005 THRU
JUNE 2006	JUNE 2007	JUNE 2008	JUNE 2009	JUNE 2010	2009
226	0	0	0	0	0
7	0	0	0	0	226
233	0	0	0	0	7
					233

SCHEDULE A PART II LINE 10:
NET INCOME (LOSS) FROM SPECIAL EVENTS
GROSS PROFIT OR (LOSS) FROM SALE OF
OTHER REVENUE- MISCELLANEOUS INCOME
TOTAL

SCHEDULE A PART II LINE 12:
GROSS RECEIPTS FROM RELATED ACTIVITIES 273

I hereby certify the attached is a copy of the conformed bylaws for Roanoke Foundation For Downtown, Inc., as amended through June 18, 2009, and are complete and accurate copies of the original documents.

Signature

Maryellen Goodlatte

Maryellen Goodlatte, President

Date 9/22/2010

As amended through June 18, 2009

**BYLAWS OF
ROANOKE FOUNDATION FOR DOWNTOWN, INC.**

ARTICLE I - PURPOSE

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational and scientific purposes as defined in § 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States federal tax code, and its regulations. Without limiting the generality of the foregoing and consistent therewith, the Corporation is specifically authorized to:

- 1 Assist the City of Roanoke to maintain a mounted police force through financial and in-kind support;
2. Promote and assist in community beautification projects for public areas in the downtown area of the City of Roanoke;
3. Help to make the City of Roanoke's downtown area, including but not limited to the Historic Downtown Market a more vibrant, safe and liveable place through promotion and development of diverse educational, cultural, agricultural and recreational resources and activities;
- 4 Undertake research, planning, service, design, educational and other activities and projects relating to or benefitting the downtown area of the City of Roanoke;
- 5 Engage in and support other projects and activities to combat community deterioration in and around the downtown area of the City of Roanoke,
6. Do any of the foregoing on its own behalf, through development or special project corporations, through public/private development or special project corporations, joint ventures or partnerships (including limited partnerships and limited liability companies), or through other means;
7. Conduct other charitable, educational or scientific activities not in contravention of the Virginia Non-Stock Corporation Act or Article V of the Corporation's Articles of Incorporation.

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8. Help to preserve the historic and architectural character of downtown Roanoke buildings and educate the public on the importance of historic preservation by acquiring historically or architecturally significant properties when available on reasonable terms and disposing of or leasing them subject, when practical, to restrictive covenants or contractual provisions designed to preserve the historical character or architectural significance of such properties, or to require the adaptive re-use of such properties

ARTICLE II OFFICES

The principal office shall be in the City of Roanoke, Virginia. The Corporation may have other offices and places of business within and without Virginia as shall be determined by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1 General Powers The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The initial number of directors for the Corporation is three (3). The number of directors may be increased or decreased from time to time by action of the Board of Directors provided that the number shall be no less than three nor more than fifteen (15).

Section 3. Election, Tenure and Removal. The Board of Directors shall be a self-perpetuating body. Directors shall be elected in the manner provided in the Articles of Incorporation. Each director shall hold office until his successor shall have been elected and qualified. Any vacancy occurring in the board, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. No director may serve more than three (3) consecutive terms, including partial terms, and having served three consecutive terms, may not be re-elected to begin another term prior to at least one year after the expiration of the previous term.

Section 4 Manner of Acting. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors

Section 5. Meetings. The annual meeting of the Board of Directors shall be held at such time, date and place within or without this State in the month of May as the directors may determine. At the annual meeting officers and directors for the year beginning the following July 1 shall be elected, along with such other business as may properly come before the meeting. Special meetings of the Board of Directors may be held either within or without this State, at

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such time, day and place and upon such notice. Notice of any meeting may be waived by a writing signed by each director and shall be equivalent to the giving of such notice.

Section 6. Acting Without a Meeting. Any action required to be taken at a meeting of the Board of Directors or which may be taken at such meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Virginia State Corporation Commission or other office.

ARTICLE IV. OFFICERS

Section 1 Number. The officers of the Corporation shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers as the directors may deem necessary or appropriate to appoint. Any two or more offices may be held by the same person.

Section 2 Election, Tenure and Removal. All officers shall be elected annually by the Board of Directors. An officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 3. Responsibilities. The president shall preside at all meetings, have general supervision of the Corporation, and sign all deeds, notes, contracts and other instruments of the Corporation, unless otherwise ordered by the Board of Directors, and perform all such other duties as are incident to his office or are properly required of him by the Board of Directors. The president shall have the authority to create and dissolve standing and ad-hoc committees and appoint the members of such committees. A vice president shall, in the absence of the president, discharge the functions of the president and perform such other duties as may be assigned to him by the Board of Directors. The secretary shall issue notices of all meetings, keep the minutes, have charge of the corporate seal, books, and records and sign with the president all deeds and other instruments requiring his signature, unless otherwise ordered by the Board of Directors, and shall make such reports as are properly required of him by the Board. The treasurer shall have custody of all funds and securities of the Corporation and shall sign all checks, bonds, notes and other instruments of the Corporation requiring his signature, unless otherwise ordered by the Board of Directors.

ARTICLE V. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VI. FISCAL YEAR

The fiscal year of the Corporation shall end June 30, unless changed by appropriate resolution of the Board of Directors.

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ARTICLE VII. AMENDMENT

The Board of Directors shall have the power to alter, amend or repeal these Bylaws and adopt new Bylaws.

ARTICLE VIII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations, as amended. Should the aforementioned Code be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provisions of the amended Code.