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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2009

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
▶ The organization may have to use a copy of this return to satisfy state reporting requirements

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: <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization LIVING BRANCHES FOUNDATION (FORMERLY SOUDERTON MENNONITE HOMES FND)	D Employer identification number 91-2113430
		Doing Business As	E Telephone number (215) 368-4438
Number and street (or P.O. box if mail is not delivered to street address) Room/suite 275 DOCK DRIVE		G Gross receipts \$ 2,742,656.	
City or town, state or country, and ZIP + 4 LANSDALE, PA 19446		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer EDWARD D. BRUBAKER SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	
J Website: ▶ WWW.LIVINGBRANCHES.ORG		K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
L Year of formation: 2000		M State of legal domicile: PA	

Part I Summary

SCANNED JUN 15 2011
Activities & Governance

1	Briefly describe the organization's mission or most significant activities. SOLICIT CHARITABLE CONTRIBUTIONS TO SUPPORT THE MISSION OF LIVING BRANCHES AND ITS AFFILIATES.		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	5
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of employees (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	5
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	265,778.	1,452,477.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-2,658.	-49,513.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	263,120.	1,402,964.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	149,970.
14 Benefits paid to or for members (Part IX, column (A), line 4)			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (D), line 25) ▶		26,324.	25,642.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		176,294.	137,098.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)		86,826.	1,265,866.
19 Revenue less expenses - Subtract line 18 from line 12	Beginning of Current Year	End of Year	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	5,399,638.	16,090,275.
	21 Total liabilities (Part X, line 26)		
	22 Net assets or fund balances - Subtract line 21 from line 20	5,399,638.	16,090,275.

Part II Signature Block

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

Sign Here ▶ Edward D. Brubaker, Pres Signature of officer Date 5/12/11

▶ **EDWARD D. BRUBAKER, PRESIDENT & CEO** Type or print name and title

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 5/10/11 Check if self-employed: Preparer's identifying number (see instructions):

Firm's name (or yours if self-employed), address, and ZIP + 4: **PARENTEBEARD LLC**
1650 MARKET STREET, SUITE 4500
PHILADELPHIA, PA 19103

EIN ▶ _____ Phone no. ▶ **(215) 972-0701**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

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LIVING BRANCHES FOUNDATION

(FORMERLY SOUDERTON MENNONITE HOMES FND)

Form 990 (2009)

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission

THE FOUNDATION SOLICITS CHARITABLE CONTRIBUTIONS, GRANTS AND DONATIONS FOR THE BENEFIT OF LIVING BRANCHES AND ITS AFFILIATES.

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

Yes No [X]

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

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

Yes No [X]

If "Yes," describe these changes on Schedule O

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

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code) (Expenses \$ 111,456. including grants of \$ 111,456.) (Revenue \$)

THE FOUNDATION SOLICITS CONTRIBUTIONS, GRANTS AND DONATIONS FOR THE BENEFIT OF LIVING BRANCHES AND ITS TAX-EXEMPT AFFILIATES TO FURTHER THEIR CHARITABLE PURPOSES. DURING THE FISCAL YEAR ENDED JUNE 30, 2010, THE FOUNDATION PROVIDED ASSISTANCE TO SOUDERTON MENNONITE HOMES.

GRANTS FROM THE FOUNDATION SUPPORT THE PROVISION OF BENEVOLENT CARE TO NEEDY PERSONS RESIDING IN SOUDERTON MENNONITE HOMES WHO CANNOT PAY FOR THE CARE THEY RECEIVE.

THE PURPOSE OF SOUDERTON MENNONITE HOMES IS TO PLAN, ESTABLISH, OPERATE AND MAINTAIN HOUSING FOR RETIRED PERSONS, THE ELDERLY, HANDICAPPED OR OTHERWISE DISADVANTAGED PERSONS; TO PROVIDE ELDERLY PERSONS, ON A

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

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses \$ 111,456.

LIVING BRANCHES FOUNDATION

(FORMERLY SOUDERTON MENNONITE HOMES FND)

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Form 990 (2009)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> • Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> • Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> • Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X</i> 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

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LIVING BRANCHES FOUNDATION

Form 990 (2009)

(FORMERLY SOUDERTON MENNONITE HOMES FND)

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **PA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **MARCIA VOTH - (215) 723-9881**
207 WEST SUMMIT STREET, SOUDERTON, PA 18964

Form 990 (2009)

LIVING BRANCHES FOUNDATION

(FORMERLY SOUDERTON MENNONITE HOMES FND)

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Form 990 (2009)

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events					
	d	Related organizations					
	e	Government grants (contributions)					
	f	All other contributions, gifts, grants, and similar amounts not included above	1452477.				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		1452477.			
	Program Service Revenue	2 a					
b							
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		116,893.		116,893.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross Rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)		-166,406.		-166406.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
		b	Less direct expenses	b			
		c	Net income or (loss) from fundraising events				
	9 a	Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11 a							
	b						
	c						
	d	All other revenue					
e	Total. Add lines 11a-11d						
12	Total revenue See instructions.			1402964.	0.	0.	
						-49,513.	

LIVING BRANCHES FOUNDATION

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	111,456.	111,456.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	25,642.		25,642.	
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a _____				
b _____				
c _____				
d _____				
e _____				
f All other expenses _____				
25 Total functional expenses Add lines 1 through 24f	137,098.	111,456.	25,642.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

LIVING BRANCHES FOUNDATION

(FORMERLY SOUDERTON MENNONITE HOMES FND)

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Form 990 (2009)

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing		1
	2 Savings and temporary cash investments		2
	3 Pledges and grants receivable, net		3
	4 Accounts receivable, net		4
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use		8
	9 Prepaid expenses and deferred charges		9
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	
	10b Less accumulated depreciation	10b	10c
	11 Investments - publicly traded securities	5,399,638.	11
	12 Investments - other securities See Part IV, line 11		12
	13 Investments - program-related See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets See Part IV, line 11	0.	15
16 Total assets. Add lines 1 through 15 (must equal line 34)	5,399,638.	16	
			16,090,275.
Liabilities	17 Accounts payable and accrued expenses		17
	18 Grants payable		18
	19 Deferred revenue		19
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22
	23 Secured mortgages and notes payable to unrelated third parties		23
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities Complete Part X of Schedule D		25
	26 Total liabilities. Add lines 17 through 25	0.	26
			0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	2,613,100.	27
	28 Temporarily restricted net assets	2,786,538.	28
	29 Permanently restricted net assets		29
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building, or equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
	33 Total net assets or fund balances	5,399,638.	33
	34 Total liabilities and net assets/fund balances	5,399,638.	34
			11,339,018.
			3,962,390.
			788,867.
			16,090,275.
			16,090,275.

Form 990 (2009)

LIVING BRANCHES FOUNDATION

(FORMERLY SOUDERTON MENNONITE HOMES FND)

Form 990 (2009)

Part XI Financial Statements and Reporting

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

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

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

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

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

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

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

Separate basis Consolidated basis Both consolidated and separate basis

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

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

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

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization **LIVING BRANCHES FOUNDATION
(FORMERLY SOUDERTON MENNONITE HOMES FND)** Employer identification number **91-2113430**

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - 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?

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

(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	Yes	No	
LIVING BRANCHES SOUDERTON MENNONITE HO	23-2125481	9	X						0.
HATFIELD MENNONITE HO	23-1433891	9	X						111,456.
DOCK ACRES, INC.	23-2233514	9	X						0.
DOCK MANOR, INC.	23-2136450	9	X						0.
Total									111,456.

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

SEE PART IV FOR LINE 11 CONTINUATION

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")						
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 Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
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 section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
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 <input type="checkbox"/>						

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization **LIVING BRANCHES FOUNDATION**
(FORMERLY SOUDERTON MENNONITE HOMES FND) Employer identification number **91-2113430**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

LIVING BRANCHES FOUNDATION

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | |
| d Additions during the year | |
| e Distributions during the year | |
| f Ending balance | |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	0.	0.			
b Contributions	293,988.				
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	293,988.				

- 2 Provide the estimated percentage of the year end balance held as
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 100.00 %
 - c Term endowment _____ %

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations
 - (ii) related organizations
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- | | Yes | No |
|--------|-----|----|
| 3a(i) | | X |
| 3a(ii) | | X |
| 3b | | |

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				0.

LIVING BRANCHES FOUNDATION

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,402,964.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	137,098.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,265,866.
4	Net unrealized gains (losses) on investments	4	388,452.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	9,036,319.
9	Total adjustments (net) Add lines 4 through 8	9	9,424,771.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	10,690,637.

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

1	Total revenue, gains, and other support per audited financial statements	1	1,654,318.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	388,452.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-137,098.
e	Add lines 2a through 2d	2e	251,354.
3	Subtract line 2e from line 1	3	1,402,964.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	1,402,964.

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

1	Total expenses and losses per audited financial statements	1	0.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	0.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	137,098.
c	Add lines 4a and 4b	4c	137,098.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	137,098.

Part XIV Supplemental Information

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

PART V, LINE 4: DUE TO THE MERGER, THE ENDOWMENT FUNDS OF DOCK WOODS

COMMUNITY FOUNDATION, INC. HAVE BEEN TRANSFERRED TO LIVING BRANCHES

FOUNDATION, THE SURVIVING ENTITY. INCOME FROM THIS FUND IS USED TO

ENCOURAGE ACADEMIC ACHIEVEMENT IN YOUNG PERSONS, INTERGENERATIONAL

EDUCATIONAL AND PROGRAMMING OPPORTUNITIES, AND SIMILAR PROGRAMS THAT

PROVIDE SCHOLARSHIPS FOR YOUNG PERSONS.

PART X: THE CORPORATION ACCOUNTS FOR UNCERTAINTY IN INCOME

LIVING BRANCHES FOUNDATION

Schedule D (Form 990) 2009

(FORMERLY SOUDERTON MENNONITE HOMES FND) 91-2113430 Page 5

Part XIV Supplemental Information (continued)

TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN NOT TO BE
SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY.
MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD HAS
BEEN MET. MANAGEMENT DETERMINED THAT THERE WERE NO TAX UNCERTAINTIES THAT
MET THE RECOGNITION THRESHOLD IN 2010.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

TRANSFER OF NET ASSETS OF DOCK WOODS COMMUNITY FOUNDATION DUE TO
MERGER: 9036319.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

INVESTMENT FEES NETTED WITH REVENUE ON FINANCIALS: -25642.
TRANSFER TO AFFILIATE INCLUDED IN TEMPORARILY RESTRICTED NET
ASSET ACTIVITY: -111456.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

INVESTMENT FEES NETTED WITH REVENUE ON FINANCIALS: 25642.
TRANSFER TO AFFILIATE INCLUDED IN TEMPORARILY RESTRICTED NET
ASSET ACTIVITY: 111456.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization **LIVING BRANCHES FOUNDATION**
(FORMERLY SOUDERTON MENNONITE HOMES FND)

Employer identification number
91-2113430

Part I General information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOUDERTON MENNONITE HOMES 207 WEST SUMMIT STREET SOUDERTON, PA 18964	23-1433891	501(C)(3)	111,456.	0.			CHARITABLE OPERATIONS

2 Enter total number of section 501(c)(3) and government organizations **1.**

3 Enter total number of other organizations

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) 2009

**LIVING BRANCHES FOUNDATION
(FORMERLY SOUDERTON MENNONITE HOMES FND)**

91-2113430

Schedule I (Form 990) 2009

Page 2

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

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

SCHEDULE I, PART I, LINE 2: THE ORGANIZATION ONLY PROVIDES GRANTS AND ASSISTANCE TO ITS RELATED, TAX-EXEMPT ORGANIZATION.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization **LIVING BRANCHES FOUNDATION
(FORMERLY SOUDERTON MENNONITE HOMES FND)** Employer identification number **91-2113430**

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization **LIVING BRANCHES FOUNDATION**
(FORMERLY SOUDERTON MENNONITE HOMES FND) Employer identification number
91-2113430

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

**NONPROFIT BASIS, WITH HOUSING FACILITIES AND SERVICES SPECIALLY
DESIGNED TO MEET THE SPIRITUAL, PHYSICAL, EMOTIONAL, SOCIAL, AND
PSYCHOLOGICAL NEEDS OF AGING, AND CONTRIBUTE TO THEIR HEALTH, SECURITY,
HAPPINESS AND USEFULNESS IN LONGER LIVING; AND TO ENGAGE IN PROGRAMS,
DESIGNED TO PROMOTE AND ENCOURAGE THE DEVELOPMENT AND IMPROVEMENT OF
FACILITIES FOR HOUSING OF RETIRED, AGING, HANDICAPPED AND DISADVANTAGED
PERSONS.**

**SOUDERTON MENNONITE HOMES ACCOMPLISHES THIS PURPOSE BY PROVIDING
HOUSING, NURSING, REHABILITATION AND OTHER RELATED SERVICES TO
COMMUNITY MEMBERS THROUGH THE OPERATION OF A 61 BED SKILLED NURSING
FACILITY, 22 BED DEMENTIA PERSONAL CARE UNIT, 107 BED PERSONAL CARE
UNIT AS WELL AS RESIDENTIAL LIVING APARTMENTS, COTTAGES AND VILLAS.**

**FORM 990, PART VI, SECTION A, LINE 4: DOCK WOODS COMMUNITY FOUNDATION,
INC. WAS MERGED INTO SOUDERTON MENNONITE HOMES FOUNDATION EFFECTIVE JUNE
30, 2010. THE SURVIVING ENTITY WAS RENAMED LIVING BRANCHES FOUNDATION. A
COPY OF THE AMENDED ARTICLES AND PLAN OF MERGER ARE ATTACHED.**

**FORM 990, PART VI, SECTION A, LINE 6: THE SOLE MEMBER OF THE ORGANIZATION
IS LIVING BRANCHES, A RELATED, TAX-EXEMPT ENTITY.**

**FORM 990, PART VI, SECTION A, LINE 7A: LIVING BRANCHES, AS THE SOLE
MEMBER, HAS THE RIGHT TO APPOINT AND REMOVE THE BOARD OF DIRECTORS.**

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization **LIVING BRANCHES FOUNDATION**
(FORMERLY SOUDERTON MENNONITE HOMES FND) Employer identification number
91-2113430

FORM 990, PART VI, SECTION A, LINE 7B: LIVING BRANCHES, AS THE SOLE MEMBER, HAS THE RIGHT TO AMEND THE ORGANIZATION'S ARTICLES OF INCORPORATION AND BYLAWS.

FORM 990, PART VI, SECTION B, LINE 11: THE 990 WILL BE REVIEWED BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UPON COMPLETION BY THE TAX PREPARERS. THE 990 IS THEN PRESENTED TO THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. A COPY OF THE RETURN IS PROVIDED TO ALL BOARD MEMBERS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY IS REVIEWED AND SIGNED ANNUALLY BY ALL BOARD MEMBERS AND OFFICERS. THE BOARD CHAIRMAN REVIEWS THE SIGNED STATEMENTS AND HANDLES ANY POTENTIAL CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15: AN INDEPENDENT CONSULTING FIRM WAS RETAINED IN THE SUMMER OF 2009 TO DO A MARKET STUDY AND MAKE RECOMMENDATIONS FOR THE PRESIDENT/CEO AND EXECUTIVE LEADERSHIP TEAM MEMBERS' COMPENSATION. THE MARKET STUDY RESULTS WERE REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS WHO PROPOSED COMPENSATION THAT WAS APPROVED BY THE BOARD OF DIRECTORS. THE POSITIONS THAT WERE STUDIED AND IMPLEMENTED WERE PRESIDENT/CEO, EXECUTIVE DIRECTOR(S), CHIEF FINANCIAL AND INFORMATION TECHNOLOGY OFFICER, CHIEF HUMAN RESOURCES OFFICER, CHIEF MARKETING AND PUBLIC RELATIONS OFFICER AND CHIEF SPECIAL PROJECTS AND INTEGRATION OFFICER.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS

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

Schedule O (Form 990) 2009

932211
02-03-10

LIVING BRANCHES FOUNDATION
(FORMERLY SOUDERTON MENNONITE HOMES FND)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

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

- a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

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

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

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

	(a) Name of other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box X
- Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print	Name of exempt organization SOUDERTON MENNONITE HOMES FOUNDATION
	Employer identification number 91-2113430
File by the extended due date for filing your return See instructions	Number, street and room or suite no. If a P O box see instructions 207 WEST SUMMIT STREET
	City, town or post office, state, and ZIP code For a foreign address, see instructions SOUDERTON, PA 18964

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041 A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **207 WEST SUMMIT STREET - SOUDERTON, PA 18964**
Telephone No **(215) 723-9881** FAX No _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until MAY 16, 2011

5 For calendar year _____, or other tax year beginning JUL 1, 2009, and ending JUN 30, 2010

6 If the tax year entered in line 5 is for less than 12 months check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990 BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	0.
b	If this application is for Form 990 PF 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Kelleigh T. Tolson* Title CPA-AGENT Date 2/10/11

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ▶
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990 T and requesting an automatic 6-month extension - check this box and complete Part I only ▶

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization SOUDERTON MENNONITE HOMES FOUNDATION	Employer identification number 91-2113430
	Number, street, and room or suite no. If a P.O. box, see instructions 207 WEST SUMMIT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SOUDERTON, PA 18964	

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

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

MARCIA VOTH

- The books are in the care of ▶ **207 WEST SUMMIT STREET - SOUDERTON, PA 18964**
Telephone No ▶ **(215) 723-9881** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶. If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2009**, and ending **JUN 30, 2010**.

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ N/A

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

Entity #: 2927498
Date Filed: 06/25/2010
Effective Date: 06/30/2010
Basil L. Merenda, Acting Secretary
Acting Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES / CERTIFICATE OF MERGER
(15 Pa.C.S.)

Entity No. 2927498

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Lorie A. Taylor, Esq.

Address

Latsha Davis Yohe & McKenna, P.C

Organization

1700 Bent Creek Boulevard, Suite 140

City State Zip Code

Mechanicsburg, PA 17050

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
ARTICLES OF MERGER-NONPROFIT 9 Page(s)



Fee: \$150

In compliance with the requirements of 15 Pa. C.S. § 5926 relating to articles of merger, the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is **Souderton Mennonite Homes Foundation.**
2. The surviving corporation is a domestic nonprofit corporation and the address of its current registered office in this Commonwealth is:

Number and Street: **207 West Summit Street**
City: **Souderton**
State: **Pennsylvania**
Zip: **18964**
County: **Montgomery**

3. The name and the address of the registered office in this Commonwealth and the county of venue of each domestic corporation which is a party to the Plan of Merger are as follows:

Name of Corporation: **Souderton Mennonite Homes Foundation**
Registered Office Address: **207 West Summit Street**
Souderton, PA 18964
County: **Montgomery**

PA DEPT. OF STATE

JUN 25 2010

134966

Name of Corporation: **Dock Woods Community Foundation**
Registered Office Address: **275 Dock Drive**
Lansdale, PA 19446
County: **Montgomery**

4. The Plan of Merger shall be effective as of 12:01 AM on June 30, 2010.
5. The manner in which the Plan of Merger was adopted by each domestic corporation is as follows:

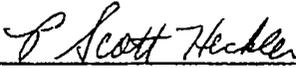
Name of Corporation: **Souderton Mennonite Homes Foundation**
Manner of Adoption: **Adopted by the Member**
pursuant to 15 Pa.C.S. § 5924(a).

Name of Corporation: **Dock Woods Community Foundation**
Manner of Adoption: **Adopted by the Member**
pursuant to 15 Pa.C.S. § 5924(a).

6. The Plan of Merger is set forth in full in Exhibit "A" attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, each undersigned corporation has caused the Articles of Merger to be signed by a duly authorized officer thereof this 8th day of April, 2010.

**SOUDERTON MENNONITE HOMES
FOUNDATION**

By: 
Name: P. Scott Heckler
Title: President, Board of Directors

DOCK WOODS COMMUNITY FOUNDATION

By: 
Name: Daryl Hackman
Title: President, Board of Directors

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 8th day of April, 2010, by and between SOUDERTON MENNONITE HOMES FOUNDATION, a Pennsylvania nonprofit corporation ("Souderton Foundation"), and DOCK WOODS COMMUNITY FOUNDATION, a Pennsylvania nonprofit corporation ("DWC Foundation").

WITNESSETH:

WHEREAS, the Board of Directors of Souderton Foundation and the Board of Directors of the DWC Foundation have deemed it advisable and to the advantage and welfare of the corporations to merge DWC Foundation with and into Souderton Foundation under and pursuant to the terms and conditions herein set forth.

NOW THEREFORE, in consideration of the mutual covenants, grants and provisions herein contained and each intending to be legally bound hereby, the parties agree as follows:

1. On the Effective Date set forth below, DWC Foundation shall be merged with and into Souderton Foundation pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Merger"), whereupon the separate existence of DWC Foundation shall cease, and Souderton Foundation shall be the surviving corporation (the "Surviving Corporation"), in accordance with this Plan of Merger.
2. Upon the Effective Date:
 - (a) The separate corporate existence of DWC Foundation shall cease;
 - (b) The Surviving Corporation shall possess all the rights, privileges, powers, licenses, and franchises of DWC Foundation;
 - (c) All the property, real, personal, and mixed, licenses and franchises, all debts due and/or other choices in action belonging to DWC Foundation shall be taken and deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;

- (d) All such rights, privileges, powers, licenses and franchises, and all and every other interest of ,DWC Foundation shall be thereafter as effectually the property of the Surviving Corporation as they were of DWC Foundation;
- (e) The Surviving Corporation shall be responsible for all the liabilities and obligations of DWC Foundation, and the liabilities of Souderton Foundation shall not be affected by the Merger;
- (f) The Surviving Corporation shall change its corporate name to Living Branches Foundation;
- (g) The Surviving Corporation's registered office in Pennsylvania shall change to 2075 Dock Drive, Landsdale, Pennsylvania;
- (h) The Surviving Corporation shall amend and restate its Bylaws to provide for the corporate name change, to change the number of the Board of Directors, to change the registered office, and any other minor changes as may be necessary to implement the terms of this Plan of Merger;
- (i) The Surviving Corporation shall amend its Articles of Incorporation to reflect the corporate name change and registered office change;
- (j) The Board of Directors and Officers of DWC Foundation shall resign;
- (k) The Board of Directors and Officers of Souderton Foundation shall resign;
- (l) The Board of Directors and Officers of the Surviving Corporation shall be those individuals listed on Schedule 2(l);
- (m) Any and all assets of DWC Foundation whose use is restricted shall be maintained and used by the Surviving Corporation in accordance with such restrictions;
- (n) Any and all assets of Souderton Foundation whose use is restricted shall be maintained and used by the Surviving Corporation in accordance with such restrictions; and
- (o) At the expense of the Surviving Corporation, the DWC Foundation shall execute and deliver all such instruments and take all such actions as the

Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of such properties, assets, rights, privileges, licenses, and franchises and other items in order to carry out the purposes of this Plan of Merger.

3. Except as provided in this Plan of Merger, the corporate existence of Souderton Foundation shall be unaffected by the Merger.

4. Subject to all governmental approvals, the effective date of the Merger shall be June 30, 2010 ("Effective Date"). If all governmental approvals are not obtained on or before June 30, 2010, then the Effective Date shall be at such subsequent date as shall be determined by Living Branches, the sole member of DWC Foundation and the Souderton Foundation.

[THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto, each intending to be legally bound, have caused this Plan of Merger to be duly executed by their duly authorized officers as of the day, month and year first above written.

WITNESS:

SOUDERTON MENNONITE HOMES
FOUNDATION

Ernie D. Beer

By: P. Scott Heckler

Name: P. Scott Heckler
Title: President, Board of Directors

WITNESS:

DOCK WOODS COMMUNITY FOUNDATION

Ernie D. Beer

By: Daryl Hackman

Name: Daryl Hackman
Title: President, Board of Directors

WITNESS:

LIVING BRANCHES, the corporate member

Candye Allbach

By: K. Leon Moyer

Name: K. Leon Moyer
Title: Chairman, Board of Directors

Schedule 2(l)
Surviving Corporation Board of Directors

L. Brent Kolb

Daryl Hackman

Jeffrey K. Landis

Kenneth J. Clemmer

Miriam F. Book

Kenneth R. Burkholder

P Scott Heckler

Bryan K. Hunsberger

Margaret Zook