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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

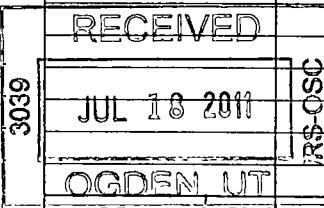
For calendar year 2009, or tax year beginning APR 1, 2010, and ending AUG 31, 2010

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation GREATER HARTFORD AUTOMOBILE DEALERS ASSOCIATION FOUNDATION, INC.	A Employer identification number 06-1201236
	Number and street (or P O box number if mail is not delivered to street address) 36 TRUMBULL STREET	Room/suite
	City or town, state, and ZIP code HARTFORD, CT 06103	B Telephone number (860) 293-2500

H Check type of organization.	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16)	► \$ 522,213. (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
J Accounting method.	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		5,156.	5,156.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,441.			
b Gross sales price for all assets on line 6a	52,649.				
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,715.	5,156.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		0.	0.		0.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		0.	0.		0.
27 Subtract line 26 from line 12		2,715.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			5,156.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
	1 Cash - non-interest-bearing		12,654.	2,183.
	2 Savings and temporary cash investments			2,183.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	STMT 1	35,263.	67,379.
	b Investments - corporate stock	STMT 2	305,129.	296,658.
	c Investments - corporate bonds	STMT 3	174,299.	155,993.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)		527,345.	522,213.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted		527,345.	522,213.
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds.			
	30 Total net assets or fund balances		527,345.	522,213.
	31 Total liabilities and net assets/fund balances		527,345.	522,213.

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	527,345.
2 Enter amount from Part I, line 27a	2	2,715.
3 Other increases not included in line 2 (itemize) ► COST ADJUSTMENT TO INVESTMENTS	3	56,406.
4 Add lines 1, 2, and 3	4	586,466.
5 Decreases not included in line 2 (itemize) ► UNREALIZED LOSS ON INVESTMENTS	5	64,253.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	522,213.

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Part IV | Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	52,649.		55,090.	<2,441. >	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e			<2,441. >		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<2,441. >	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008 3/31/10	40,500.	443,125.	.091396
2007 3/31/09	26,500.	442,742.	.059854
2006 3/31/08	2,800.	489,637.	.005719
2005 3/31/07	20,000.	444,346.	.045010
2004 3/31/06	21,000.	398,143.	.052745

2 Total of line 1, column (d)

2 .254724

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .050945

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

4 544,687.

5 Multiply line 4 by line 3

5 27,749.

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

6 52.

7 Add lines 5 and 6

7 27,801.

8 Enter qualifying distributions from Part XII, line 4

8 0.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Data of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)
1	103.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	103.
4	0.
5	103.
6	Credits/Payments
6a	2009 estimated tax payments and 2008 overpayment credited to 2009
6b	Exempt foreign organizations - tax withheld at source
6c	Tax paid with application for extension of time to file (Form 8868)
6d	Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11

Part VII-A | Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3	X	
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
N/A		

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>CONNECTICUT AUTOMOTIVE RETAILERS AS</u> Telephone no ► <u>(860) 293-2500</u> Located at ► <u>36 TRUMBULL STREET, HARTFORD, CT</u>	ZIP+4	► <u>06103</u>
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► <u>N/A</u>

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b



Yes

 No

Organizations relying on a current notice regarding disaster assistance check here



Yes

 No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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

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

 Yes No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

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

 Yes No

N/A

7b

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

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

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

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



0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3	
All other program-related investments See instructions	
4	
Total. Add lines 1 through 3 ► 0.	0.

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

1. Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	545,563.
b Average of monthly cash balances	1b	7,419.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	552,982.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2. Acquisition indebtedness applicable to line 1 assets	2	0.
3. Subtract line 2 from line 1d	3	552,982.
4. Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,295.
5. Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	544,687.
6. Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	11,416.

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

1. Minimum investment return from Part X, line 6	1	11,416.
2a. Tax on investment income for 2009 from Part VI, line 5	2a	103.
b. Income tax for 2009 (This does not include the tax from Part VI)	2b	
c. Add lines 2a and 2b	2c	103.
3. Distributable amount before adjustments Subtract line 2c from line 1	3	11,313.
4. Recoveries of amounts treated as qualifying distributions	4	0.
5. Add lines 3 and 4	5	11,313.
6. Deduction from distributable amount (see instructions)	6	0.
7. Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	11,313.

Part XII Qualifying Distributions (see instructions)

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

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				11,313.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2009			0.	
a From 2004			0.	
b From 2005			0.	
c From 2006			0.	
d From 2007			0.	
e From 2008	10,390.		0.	
f Total of lines 3a through e	10,390.		0.	
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$	0.		0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)			0.	
d Applied to 2009 distributable amount			0.	
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	10,390.		10,390.	
6 Enter the net total of each column as indicated below:	0.		0.	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.		0.	
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.		0.	
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.		0.	
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

923581
02-02-10

Form 990-PF (2009)

**GREATER HARTFORD AUTOMOBILE DEALERS
ASSOCIATION FOUNDATION, INC.**

Form 990-PF (2009)

06-1201236 Page 11

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
NONE				
Total			► 3a	0 .
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0 .

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Relationship of Activities to the Accomplishment of Exempt Purposes

923621
02-02-10

Form 990-PF (2009)

GREATER HARTFORD AUTOMOBILE DEALERS
ASSOCIATION FOUNDATION, INC.

Form 990-PF (2009)

06-1201236 Page 13

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

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

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

(1) Cash

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

Yes No

b. If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
CONNECTICUT AUTOMOTIVE RETAILERS		SEE STATEMENT 6
ASSOCIATION, INC.	501(C)(6)	

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

Signature of officer or trustee		Date	Title
Paid Preparer's Use Only	Preparer's signature	7/8/11	Check if self-employed
	BLUM, SHAPIRO & COMPANY, P.C., CPA'S 29 S. MAIN STREET, P.O. BOX 272000 WEST HARTFORD, CT 06127-2000	EIN	Preparer's identifying number P00041202
		Phone no	860 561-4000

Form 990-PF (2009)

923622
02-02-10

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AT&T INC.		03/12/09	06/08/10
b	MERRILL LYNCH & CO.	P	03/27/08	06/08/10
c	QUALCOMM INC.	P	VARIOUS	VARIOUS
d	ROCHE HLDG LTD SPON ADR	P	02/03/10	07/23/10
e	AMGEN INC.	P	VARIOUS	06/10/10
f	EXPEDIA INC.	P	VARIOUS	05/13/10
g	INTEL CORP.	P	VARIOUS	VARIOUS
h	QUALCOMM INC.	P	VARIOUS	VARIOUS
i	ROCHE HLDG LTD SPON ADR	P	VARIOUS	VARIOUS
j	SEARS HOLDING CORPORATION	P	VARIOUS	VARIOUS
k	MORGAN STANLEY A/C 70741 - SEE STMT	P	VARIOUS	06/02/10
l	MORGAN STANLEY A/C 70741 - SEE STMT	P	VARIOUS	VARIOUS
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,098.		9,917.	1,181.
b	5,284.		5,061.	223.
c	2,647.		2,879.	<232. >
d	487.		632.	<145. >
e	1,617.		1,843.	<226. >
f	824.		734.	90.
g	1,614.		1,786.	<172. >
h	2,284.		2,439.	<155. >
i	1,992.		2,387.	<395. >
j	1,370.		1,898.	<528. >
k	5,668.		5,161.	507.
l	17,764.		20,353.	<2,589. >
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,181.
b			223.
c			<232. >
d			<145. >
e			<226. >
f			90.
g			<172. >
h			<155. >
i			<395. >
j			<528. >
k			507.
l			<2,589. >
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<2,441. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 1
-------------	--	-------------

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES	X		67,379.	67,379.
TOTAL U.S. GOVERNMENT OBLIGATIONS			67,379.	67,379.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			67,379.	67,379.

FORM 990-PF	CORPORATE STOCK	STATEMENT 2
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	296,658.	296,658.
TOTAL TO FORM 990-PF, PART II, LINE 10B	296,658.	296,658.

FORM 990-PF	CORPORATE BONDS	STATEMENT 3
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	155,993.	155,993.
TOTAL TO FORM 990-PF, PART II, LINE 10C	155,993.	155,993.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 4

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
C. BOWIE THOMAS 36 TRUMBULL STREET HARTFORD, CT 06103	DIRECTOR 0.00	0.	0.	0.
JEFF AIOSA 36 TRUMBULL STREET HARTFORD, CT 06103	DIRECTOR 0.00	0.	0.	0.
JONATHAN LARABEE 36 TRUMBULL STREET HARTFORD, CT 06103	DIRECTOR 0.00	0.	0.	0.
MARK MITCHELL 36 TRUMBULL STREET HARTFORD, CT 06103	DIRECTOR 0.00	0.	0.	0.
BRIAN BOLLES 36 TRUMBULL STREET HARTFORD, CT 06103	DIRECTOR 0.00	0.	0.	0.
JAMES FLEMING 36 TRUMBULL STREET HARTFORD, CT 06103	EXECUTIVE SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 5

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JAMES FLEMING
36 TRUMBULL STREET
HARTFORD, CT 06103

TELEPHONE NUMBER

(860)293-2500

FORM AND CONTENT OF APPLICATIONS

CONTACT FOUNDATION FOR GRANT APPLICATION

ANY SUBMISSION DEADLINES

NEXT SUBMISSION DEADLINE IS OCT. 1, 2011

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION AWARDS GRANTS TO NONPROFIT ORGANIZATIONS WHICH ARE BASED IN THE GREATER HARTFORD AREA AND WHICH SERVE COMMUNITY NEEDS PRIMARILY IN THE AREAS OF CULTURE, THE ARTS, THE NEEDY AND THE HOMELESS THROUGH SPONSORSHIP OF SPECIAL PROGRAMS AND PROJECTS WHICH ENHANCE THE QUALITY OF LIFE IN GREATER HARTFORD.

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT 6

NAME OF AFFILIATED OR RELATED ORGANIZATION

CONNECTICUT AUTOMOTIVE RETAILERS ASSOCIATION, INC.

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

SOLE MEMBER OF FOUNDATION

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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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

Type or print	Name of exempt organization GREATER HARTFORD AUTOMOBILE DEALERS ASSOCIATION FOUNDATION, INC.	Employer identification number 06-1201236
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 36 TRUMBULL STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HARTFORD, CT 06103	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

CONNECTICUT AUTOMOTIVE RETAILERS ASSOCIATION, INC.

- The books are in the care of ► **36 TRUMBULL STREET – HARTFORD, CT 06103**

Telephone No. ► **(860) 293-2500** 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

APRIL 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 **APR 1, 2010**, and ending **AUG 31, 2010**

2 If the tax year entered in line 1 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	\$	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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

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 File by the extended due date for filing your return. See instructions	Name of exempt organization GREATER HARTFORD AUTOMOBILE DEALERS ASSOCIATION FOUNDATION, INC.	Employer identification number 06-1201236
	Number, street, and room or suite no. If a P.O. box, see instructions. 36 TRUMBULL STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HARTFORD, CT 06103	

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

0 4

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 ► **SEE STATEMENT 6**

Telephone No. ► **(860) 293-2500**

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 **JULY 15, 2011**.

5 For calendar year or other tax year beginning **APR 1, 2010**, and ending **AUG 31, 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

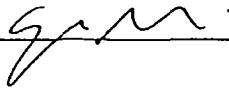
7 State in detail why you need the extension

THE INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

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 ► 

Title ► **CPA**

Date ► **4/16/11**

Form 8868 (Rev. 1-2011)

**Morgan Stanley
SmithBarney**

Greater Hartford Automobile
Dealers Association
Foundation Account
36 Trumbull Street
Hartford CT 06103-2404

**Realized Gain/Loss - Detail
(09/01/2009 - 08/31/2010)**

Prepared by ROONEY, BLOMBERG and SWANSON
Ph. 860 313 7100

As of 10/11/2010

Act. 362-70741-19

Short Term

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
BOEING CO	BA	15,000	08/25/09	\$727.05	06/02/10	\$949.93	\$222.88
CATERPILLAR INC	CAT	15,000	08/25/09	718.95	06/02/10	899.68	180.73
ROYAL DUTCH SHELL PLC ADR	RDSA	15,000	05/24/10	778.64	06/02/10	795.13	16.49
TIME WARNER INC	TWX	70,000	02/22/10	2,059.02	06/02/10	2,151.06	92.04
SELECT SECTOR SPDR TR	XLF	60,000	08/25/09	877.68	06/02/10	872.38	(5.30)
Short Term Total				\$5,161.34		\$5,668.18	\$506.84

Long Term

ABBOTT LABORATORIES	ABT	30,000	03/26/08	\$1,620.30	06/02/10	\$1,404.57	(\$215.73)
ALL.STATE CORP	ALL	30,000	03/19/08	1,419.60	06/02/10	893.08	(526.52)
BP PLC SPONS ADR	BP	40,000	03/19/08	2,447.20	05/24/10	1,712.19	(735.01)
E I DU PONT DE NEMOURS & CO	DD	20,000	02/13/09	454.93	06/02/10	713.18	258.25
NEXTERRA ENERGY INC	FPL	10,000	10/10/08	359.28	06/02/10	491.39	132.11
GENERAL ELECTRIC CO	GE	45,000	03/19/08	1,634.40	06/02/10	725.83	(908.57)
GLAXOSMITHKLINE PLC SP ADR	GSK	55,000	03/19/08	2,302.30	02/22/10	2,059.48	(242.82)
HEWLETT PACKARD CO	HPQ	15,000	03/26/08	707.25	06/02/10	694.18	(13.07)
HERSHEY COMPANY	HSY	30,000	03/19/08	1,120.20	06/02/10	1,439.37	319.17
INTL BUSINESS MACHINES CORP	IBM	5,000	10/10/08	442.54	06/02/10	627.63	185.09
JOHNSON & JOHNSON	JNJ	20,000	03/19/08	1,305.40	06/02/10	1,179.98	(125.42)
MCDONALDS CORP	MCD	25,000	03/19/08	1,361.00	06/02/10	1,671.72	310.72

Third-party and Morgan Stanley Smith Barney research on certain companies is available to clients of the firm at no cost. Clients can access this research at www.smithbarney.com or contact their Financial Advisor to request a copy of this research be sent to them.

**Morgan Stanley
SmithBarney**

**Realized Gain/Loss - Detail
(09/01/2009 - 08/31/2010)**

Prepared by ROONEY, BLOMBERG and SWANSON
Ph. 860 313 7100

As of 10/11/2010

Description	Symbol/CUSIP	Quantity	Purchase	Cost Basis	Sold	Net Proceeds	Gain/Loss
PROCTER & GAMBLE CO	PG	20,000	03/19/08	\$1,372.60	06/02/10	\$1,224.62	(\$147.98)
AT&T INC	T	65,000	03/19/08	2,409.55	06/02/10	1,591.82	(817.73)
UNITED TECHNOLOGIES CORP	UTX	20,000	03/19/08	1,396.40	06/02/10	1,334.57	(61.83)
Long Term Total			\$20,352.95		\$17,763.61	(\$2,589.34)	
(09/01/2009 - 08/31/2010) Short & Long Term Total			\$25,514.29		\$23,431.79	(\$2,082.50)	

** Gain/Loss is only calculated when an original cost basis is available.

The above summary/prices/quotes/statistics have been obtained from sources believed reliable but are not necessarily complete and cannot be guaranteed. The information contained in client monthly account statements and confirmations reflects all transactions, and as such supersedes all other reports for financial and tax purposes. Investments and services offered through Morgan Stanley Smith Barney LLC, and accounts carried by Citigroup Global Markets Inc., Members SIPC. © 2010 Morgan Stanley Smith Barney.

GREATER HARTFORD AUTOMOBILE DEALERS ASS

06-1201236

EXTENSION

STATEMENT 6

CONNECTICUT AUTOMOTIVE RETAILERS ASSOCIATION, INC. - 36 TRUMBULL STREET -
HARTFORD, CT 06103

10320416 755449 2434A

STATEMENT(S) 6
2009.05070 GREATER HARTFORD AUTOMOBILE 2434A_1

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
GREATER HARTFORD AUTOMOBILE DEALERS ASSOCIATION FOUNDATION,
INC.

A Connecticut Nonstock Corporation

1. Name. The name of the Corporation is Greater Hartford Automobile Dealers Association Foundation, Inc. In this Certificate of Incorporation the Corporation is referred to as either the "Corporation" or the "Foundation."

2. Mission; Tax-Exempt Status. The activities or purposes of the Foundation are to operate only for charitable, educational, religious, and/or scientific purposes, entitling the Foundation to exemption from taxation under Section 501(c)(3) of the Code, and more particularly:

- (a) to operate as a private foundation that gathers and disburses financial resources and assistance;
- (b) to promote and encourage an awareness of cultural programs and the arts in the greater Hartford area;
- (c) to provide special funding for arts and cultural programs in the areas served by member dealers of the Connecticut Automotive Retailers Association Incorporated, a Connecticut nonstock corporation ("CARA");
- (d) to provide special funding for the needy and homeless in the areas served by member dealers of CARA;
- (e) to sponsor special programs and projects relating to (b), (c) and (d) in order to enhance the quality of life in the areas served by the member dealers of CARA;
- (f) to hold, invest and reinvest, manage and administer such funds, gifts, contributions, bequests and devises or other property, assets or monies received, and
- (g) to make distributions of the foregoing chiefly, but not exclusively, to organizations whose activities foster charitable, educational, religious or scientific endeavors.

As used in this certificate of incorporation the term "Code" means the Internal Revenue Code of 1986, as amended, or the corresponding provisions of whatever revenue laws of the United States shall be in force from time-to-time.

3. Members. The Foundation shall be a membership corporation and shall have a sole member, Connecticut Automotive Retailers Association, Incorporated, a Connecticut nonstock

corporation, shall be the sole member of the Corporation (the "Member"). The Member shall have the power to elect the directors of the Corporation and such other rights and powers with respect to the activities and affairs of the Corporation as accorded by the Act, this Certificate of Incorporation, and the By-laws to the members of a Connecticut nonstock corporation.

4. **Board of Directors.** As provided in Section 35-1080 of the Act, the business, property and affairs of the Corporation shall be managed by the board of directors. The rules concerning the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the By-laws of the Corporation.

5. **Nonprofit; Prohibition on Private Inurement.** The Corporation is nonprofit. The Corporation shall not authorize or issue shares of stock or pay dividends. The Corporation shall not make distributions of its income or assets to its directors, officers, or to any individual as such.

6. **Political Activity and Lobbying.** The Corporation shall not do anything forbidden to be done by corporations which are qualified to receive deductible contributions under Section 170(c)(2) of the Code. The Corporation shall never participate in any political campaign on behalf of or against a candidate for public office. Subject to Section 7(d) below, no substantial part of the Corporation's activities may consist of attempting to influence legislation in the manner described in Section 501(h) of the Code.

7. **Private Foundation Restrictions.** If the Corporation is or becomes a private foundation (as defined in Section 509 of the Code) then the Corporation will distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code. The Corporation shall not (a) self-deal (as defined in Section 4941(d) of the Code), (b) retain excess business holdings (as defined in Section 4943(c) of the Code), (c) make investments which will subject the Corporation to tax under Section 4944 of the Code, and (d) make any taxable expenditures (as defined in Section 4945(d) of the Code).

8. **Powers.** The Corporation shall have all powers granted by law and all powers granted in the Act; *provided, however,* that no such powers shall be exercised in a manner which is inconsistent with the Corporation's nonprofit purposes or which is not permitted by an entity exempt from federal taxation under Section 501(c)(3) of the Code.

9. **Amendment of Certificate of Incorporation and By-laws.** This Certificate of Incorporation and the By-laws may be amended at any time by the requisite affirmative vote of the Member and of the board of directors; *provided, however,* that no amendment to this Certificate of Incorporation or the By-laws shall be adopted if it will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

10. **Dissolution.** The Corporation may be dissolved at any time by the requisite affirmative vote of the Member and of the board of directors. In the event the Corporation is dissolved, the assets remaining after payment of all liabilities shall be distributed in the amounts and proportions determined by the board of directors to charitable, religious, educational, and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the board of directors shall be disposed of by the court having jurisdiction

over charitable corporations in the state in which the principal office of the Corporation is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

11. Limitation on Liability. Pursuant to Section 33-1026 of the Act the personal liability of a director to the Corporation for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation, if any, received by the director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in subdivision (3) of Section 33-1026(b)(4)(B) of the Act, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. No amendment, modification or repeal of this Section 11 or of Section 33-1026 of the Act, or any successor provision, shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

12. Other protection. Nothing in this Certificate of Incorporation shall be in derogation of the benefits afforded to the directors of the Corporation under Section 52-557m of the Connecticut General Statutes as the same may be amended or superseded from time to time or other applicable state or federal law.

GREATER HARTFORD AUTOMOBILE DEALERS ASSOCIATION FOUNDATION,
INC.

AMENDED AND RESTATED BY-LAWS

ARTICLE I
NAME

Section 1. Name. The name of the corporation is Greater Hartford Automobile Dealers Association Foundation, Inc. In these By-laws the Corporation is referred to as either the "Corporation" or the "Foundation".

ARTICLE II
ACTIVITIES AND OBJECTIVES

Section 1. Past Activities. The Foundation was incorporated on March 20, 1987 as a nonstock corporation and was recognized by the Internal Revenue Services as, and has at all times operated as, a non-profit private foundation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Foundation constitutes the philanthropic purposes of the Greater Hartford Automobile Dealers Association, Inc., which was founded on February 19, 1909 and recently affiliated itself with Connecticut Automobile Retailers Association, Incorporated.

Section 2. Restatement. These By-laws amend and restate in their entirety the By-laws of the Corporation which were believed to have been created upon the Foundation's incorporation and were subsequently lost or mislaid (an affidavit of lost by-laws is attached hereto as Exhibit A).

Section 3. Purposes. The nature of the activities to be conducted or the purposes of the Corporation are to engage exclusively for activities which are charitable, religious, educational and/or scientific in nature, entitling the corporation to exemption from taxation under Section 501(c)(3) of the Code, as the same may be amended and in force from time to time, and more particularly:

- (a) to operate as a private foundation that gathers and disburses financial resources and assistance;
- (b) to promote and encourage an awareness of cultural programs and the arts in the greater Hartford area;
- (c) to provide special funding for arts and cultural programs in the areas served by member dealers of the Connecticut Automotive Retailers Association, Incorporated, a Connecticut nonstock corporation ("CARA");
- (d) to provide special funding for the needy and homeless in the areas served by member dealers of CARA,

(e) to sponsor special programs and projects relating to (b), (c) and (d) in order to enhance the quality of life in the areas served by the member dealers of CARA;

(f) to hold, invest and reinvest, manage and administer such funds, gifts, contributions, bequests and devises or other property, assets or monies received; and

(g) to make distributions of the foregoing chiefly, but not exclusively, to organizations whose activities foster charitable, educational, religious or scientific endeavors.

It shall be an annual goal of the Foundation that not less than twenty percent (20%) of all annual charitable grants will be for the purposes expressed in Section 3(c) above.

ARTICLE III MEMBERSHIP

Section 1. Members. The Corporation shall be a membership corporation and shall have a sole member, Connecticut Automobile Retailers Association, Incorporated, a Connecticut nonstock corporation exempt from taxation under Section 501(c)(6) of the Code, shall be the sole member of the Corporation (the "Member"). The Member shall have the power to elect the directors of the Corporation, and such other rights and powers with respect to the activities and affairs of the Corporation as are accorded by the Act, the Certificate of Incorporation, and these By-laws to the members of a Connecticut nonstock corporation.

Section 2. Annual Meeting of the Member. The annual meeting of the Member shall be the meeting at which directors of the Corporation are elected by the Member. The annual meeting shall be held at the date and time of the annual meeting of the board of directors established under Section 5 of Article IV below.

Section 3. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Member may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, and signed by an authorized officer of the Member. Such consents shall be filed with the records of the Corporation.

Section 4. Authorized Officer of Member. The person serving as the President of the Member (or his or her designee) shall have the proxy and the power to vote and otherwise act for or on behalf of the Member unless the Member appoints or designates a different person in writing.

ARTICLE IV
DIRECTORS

Section 1. Size of board of directors; Term of office. There shall be no fewer than five (5) directorships on the board of directors. The prescribed number of directorships shall be that number fixed by resolution of the board of directors, or, if the board of directors does not fix the number, then the prescribed number shall be the number of directors elected at the most recent annual meeting or meetings of the Member. No director shall be removed from office, or have his or her term of office shortened, because of a reduction in the prescribed number of directorships. Directors shall hold office for terms of one (1) year and thereafter until their successors are properly elected and qualified.

Section 2. Qualifications. All directors of the Foundation shall be members or associate members of the Member; provided, however, that for a period of up to five (5) years from the effective date of these By-laws, not less than three (3) of said directors shall be former dealer members of the Greater Hartford Automobile Dealers Association, Inc. Additionally, the President of the Member shall be a director.

Section 3. Removal. A director may be removed from office at any time with or without cause upon the requisite affirmative vote of the Member and two-thirds (2/3) of the directorships. Directors may be removed by judicial proceedings to the extent provided by the Act.

Section 4: Vacancies. Vacant directorships shall be filled for the unexpired portion of the term by the requisite affirmative vote of the Member or the board of directors.

Section 5. Annual Meeting. The annual meeting of the board of directors shall be held each year in October; *provided, however, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date on time before or after such date in the manner set forth below for calling special meetings.* At least ten (10) days written notice of the annual meeting shall be given to each director on the board of directors specifying the time, date, and place of the meeting. At each annual meeting, the board of directors shall elect the directors and the officers of the Corporation for the ensuing year, and may bring up any other matter relating to the affairs of the Corporation; *provided, however, that none of the matters described in Section 13 of this Article IV of these By-laws (the "Fundamental Matters") may be brought before the meeting unless specifically described in the written notice of the meeting.*

Section 6. Regular Meetings. Regular meetings of the board of directors shall be held at the time and place specified from time to time by resolution of the board of directors. Notice of the meetings need not be given, *provided however, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least ten (10) days before the meeting.* If no resolution shall be in effect, regular meetings of the board of directors shall be called in the manner set forth below for calling special meetings of the board of directors.

Section 7. Special Meetings. Special meetings of the board of directors may be called by the president, and shall be called by the president upon the written request of directors constituting twenty-five percent (25%) or more of the directorships. If the president does not call the meeting within seven (7) days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least five (5) days oral or written notice of each special meeting, stating the date, time and place of the meeting, shall be given to each director. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called and only those items included in the notice may be voted upon at the special meeting.

Section 8. Notice; Waiver of Notice. Written notice of meetings shall be given in accordance with these By-laws or the Act. Written notice may include electronic notice by "e-mail." A director may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the secretary of the Corporation either before or after the date and time specified in the notice. The secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice to him of the meeting, unless the director, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum and Voting Requirements. A majority of the prescribed number of directorships shall constitute a quorum for the transaction of business at any meeting of the board of directors. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the board of directors on any matter, those matters for which the vote of a greater proportion of the directorships is required by the Act, the Certificate of Incorporation, or the Fundamental Matters identified in Section 13 of this Article IV. A vote by proxy or e-mail shall not be permitted with respect to any action of the board of directors.

Section 10. Participation in Meeting by Teleconference or Similar Means. A director may participate in a meeting of the board of directors by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Transaction of Business Without Meeting. Any action required or permitted to be taken at a board of directors meeting may be taken without a meeting if the action is taken by all of the members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included with the minutes or filed with the records of the Corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 12. Compensation of Directors. The directors shall not receive a salary for their services as directors. By vote of the board of directors, the directors may be reimbursed for expenses for attendance at meetings of the board of directors and committees as set forth in the vote. Nothing

in this section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for his services.

Section 13. Fundamental Matters. For purposes of these By-laws, the Fundamental Matters which require specific notice and the affirmative vote of two-thirds (2/3) of the prescribed number of directorships for approval are the following: (a) the removal of a director under Section 3 of Article IV, (b) the dissolution and liquidation of the Corporation under Section 2 of Article VII, (c) the amendment of these By-laws under Section 4 of Article VIII, (d) the amendment of the Certificate of Incorporation under Section 6 of Article VIII, (e) any merger of the Corporation with or into any other corporation or entity, and (f) the sale of all or substantially all of the assets of the Corporation.

ARTICLE V OFFICERS

Section 1. Titles, Election, and Duties. The directors shall elect a president, and may from time to time elect one or more other officers as they deem expedient. Any two or more offices may be held by the same person. The President of the Member shall serve as the Secretary and Treasurer of the Foundation. The duties of the officers of the Corporation shall be the duties imposed by these By-laws and prescribed by the directors. The officers need not be directors of the Corporation.

Section 2. President. The president shall be the chief executive and administrative officer of the Corporation. He or she shall preside at all meetings of the board of directors. The president shall be subject to the control of the board of directors.

Section 3. Vice-President. The vice-president, if any, or, if there shall be more than one, the vice-presidents, in the order of seniority or in any other order determined by the board of directors shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.

Section 4. Treasurer. The treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation. The treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the board of directors shall designate. The treasurer shall prepare or have prepared the financial statements described in Section 3 of Article VIII of these By-laws.

Section 5. Assistant Treasurer. The assistant treasurer, if any, shall assist the treasurer in the performance of the treasurer's duties and shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer.

Section 6. Secretary. The secretary shall keep the minutes of the meetings of directors, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer by the board of directors. The secretary shall give notice of meetings as required in these By-

laws. The secretary shall have custody of the corporate seal and all books, records, and papers of the Corporation, except those, in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the board of directors.

Section 7. Assistant Secretary. The assistant secretary, if any, shall assist the secretary in the performance of the secretary's duties and shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary.

Section 8. Terms of Office. Each officer shall serve for the term for which the officer is elected or until the officer's successor is duly elected and qualified, but any officer may be removed by the board of directors at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled by the board of directors.

ARTICLE VI **COMMITTEES**

Section 1. Standing and Ad Hoc Committees. The board of directors may from time to time form such standing and ad hoc committees as it believes are necessary and prudent for the management of the business and affairs of the Corporation. The standing and ad hoc committees shall have only those powers and that authority expressly set forth in these By-laws or in the resolution of the board of directors by which the committees are created, as the case may be. In no event may any committee exercise any powers or authority which, under the Act, may not be delegated to it committee. All committees shall promptly report their actions to the full board of directors. The provisions set forth above in these By-laws regarding meetings, transaction of business without a meeting, teleconference meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall also apply to committees and their members.

ARTICLE VII **DISTRIBUTION OF ASSETS**

Section 1. Generally. The Corporation is nonprofit. The Corporation shall not authorize or issue shares of stock or pay dividends. The Corporation shall not make distributions of its income or assets to its directors, officers, or to any individual as such; *provided*, however, that the Corporation may reasonably compensate or reimburse its officers, directors, or any other person for services performed or expenses incurred for or on behalf of the Corporation, as provided by Section 12 of Article IV of these By-laws.

Section 2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the requisite affirmative vote of the Member and two-thirds (2/3) of the board of directors. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed, in the amounts and proportions determined by the vote of the Member and the board of directors, to charitable, religious, educational and/or scientific organizations exempt from taxation.

under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose. Any remaining assets not so disposed of by the board of directors, shall be disposed of by the court having jurisdiction over charitable corporations in the state in which the principal office of the Corporation is then located, exclusively for exempt purposes, or to such organization or organizations which are organized and operated for such purposes as the court shall determine.

ARTICLE VIII OTHER PROVISIONS

Section 1. Indemnification and Advances. The Corporation shall be bound by and comply with the provisions of Section 33-1118 of the Act pertaining to mandatory indemnification of directors, and Section 33-1122 of the Act pertaining to mandatory indemnification of officers, employees and agents. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. In this regard, the board of directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The Corporation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, member or other representative of the Corporation to the extent set forth in the policy of insurance.

Section 2. Corporate Seal. The corporate seal shall be a circular seal with the full name of the Corporation set forth in the margin of the circle.

Section 3. Financial Statements. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 4. Amendment of By-laws. Except as otherwise specified by the Act, new by-laws may be adopted and existing by-laws may be amended or repealed by the requisite affirmative vote of the Member and two-thirds (2/3) of the board of directors. No change shall be made in these By-laws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 5. Record of Changes Whenever a by-law is amended or repealed, or a new by-law is adopted, the action and the date on which it was taken shall be noted on the original by-laws in the appropriate place, or a new set of by-laws shall be prepared incorporating the changes.

Section 6. Amendment of Certificate of Incorporation. The Certificate of Incorporation may be amended at any time by the requisite affirmative vote of the Member and two-thirds (2/3) of the board of directors. No change shall be made in the Certificate of Incorporation which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 7. Compliance Program. The Corporation shall adopt and at all times maintain as "policy" a Compliance Program/Code of Ethics which shall include a Conflict of Interest policy. The Compliance Program shall articulate the Corporation's policies concerning high ethical practices in the conduct of all of its affairs. The Compliance Program shall be adopted, maintained and revised from time to time by the board of directors, and a copy of the Compliance Program shall be kept in the permanent records of the Corporation.

Section 8. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate of Incorporation and these By-laws, the terms of the Certificate of Incorporation shall prevail.

Certified by the President of Greater Hartford Automobile Dealers Association Foundation, Inc. as the By-laws adopted by the board of directors of the Corporation on _____, 2010.

, President