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Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

**2010**Open to Public  
Inspection**A** For the 2010 calendar year, or tax year beginning , and ending**B** Check if applicable☐ Address change☒ Name change☐ Initial return☐ Terminated☐ Amended return☐ Application pending**C** Name of organization**LIVING WELL FOUNDATION**

Doing Business As

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

**315 STELLA STREET**

Room/suite

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

**WEST MONROE****LA 71291****D** Employer identification number**20-5705242****E** Telephone number**318-323-7991****G** Gross receipts \$ **68,107,208****F** Name and address of principal officer**JANET C PYZNER****315 STELLA STREET****WEST MONROE****LA 71291****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

**I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website ▶ **WWW.LIVINGWELLFOUNDATION.NET****H(c)** Group exemption number ▶**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation **2006****M** State of legal domicile **LA****Part I Summary**

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities <b>SEE SCHEDULE O</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>12</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>12</b>
	<b>5</b> Total number of individuals employed in calendar year 2010 (Part V, line 2a)	<b>5</b>	<b>2</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>23</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0</b>	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VII, line 2g)		
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>806,608</b>	<b>689,382</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6a, 8c, 9c, 10c, and 11e)		
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>806,608</b>	<b>689,382</b>
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>773,963</b>	<b>480,720</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>59,981</b>	<b>73,014</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<b>215,744</b>	<b>209,596</b>
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>1,049,688</b>	<b>763,330</b>
<b>19</b> Revenue less expenses Subtract line 18 from line 12	<b>-243,080</b>	<b>-73,948</b>	
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	<b>47,270,967</b>	<b>47,056,517</b>
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	<b>619,829</b>	<b>339,451</b>
		<b>46,651,138</b>	<b>46,717,066</b>

**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**

Signature of officer

**JANET C PYZNER****PRESIDENT/CEO**

Date

Type or print name and title

Print/Type preparer's name

**FRANCIS I. HUFFMAN**

Preparer's signature

Date

**05/26/11**Check ☐ if self-employed

PTIN

**P01404670**

Firm's name ▶

**LUFFEY, HUFFMAN, BAGSDALE & SOIGNIER (APAC)**

Firm's EIN ▶

**72-1403835**

Firm's address ▶

**1100 N 18TH ST**

Phone no

**318-387-2672**

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2010)

DAA

22

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III

☒**1** Briefly describe the organization's mission:**SEE SCHEDULE O****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

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

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.

**4a** (Code ) (Expenses \$ **159,680** including grants of \$ **159,680** ) (Revenue \$ )  
**SCHOOL BASED HEALTH CARE CLINICS - THE FOUNDATION HAS A THREE-YEAR COMMITMENT THROUGH JUNE 30, 2010 WITH THE OUACHITA PARISH SCHOOL BOARD TO COVER FINANCIAL DEFICIENCIES BETWEEN FEDERAL, STATE AND LOCAL FUNDING SOURCES AS WELL AS INSURANCE REIMBURSEMENTS AND EXPENSES ASSOCIATED WITH SCHOOL BASED HEALTH CENTERS LOCATED AT RISER MIDDLE SCHOOL AND WEST MONROE HIGH SCHOOL. STUDENTS FROM LENWIL ELEMENTARY, RIVERBEND ELEMENTARY, CROSLEY ELEMENTARY, RISER MIDDLE SCHOOL AND ALL OUACHITA PARISH LA-4 PRE-K STUDENTS ARE SERVED AT THE RISER MIDDLE SCHOOL LOCATION. STUDENTS FROM BOLEY ELEMENTARY, WEST MONROE HIGH SCHOOL AND OUACHITA PARISH ALTERNATIVE/EXPULSION CENTER ARE SERVED AT THE WEST MONROE HIGH SCHOOL LOCATION. THIS COMMITMENT WITH THE OUACHITA PARISH SCHOOL BOARD IS DESIGNED**

**4b** (Code ) (Expenses \$ **321,040** including grants of \$ **321,040** ) (Revenue \$ )  
**GRANT PROGRAM - AWARDED GRANTS TO VARIOUS NON-PROFIT & PUBLIC ORGANIZATIONS TO PROVIDE HEALTH AND WELLNESS RELATED SERVICES IN THE DISTRICT AND IN THE COMMUNITY.**

**4c** (Code ) (Expenses \$ **9,046** including grants of \$ ) (Revenue \$ )  
**HEALTHY LIFESTYLES PILOT PROGRAMS - ASSESSED HEALTH RELATED NEEDS AND IDENTIFIED PROGRAMS TO MEET HEALTH RELATED NEEDS.**

**4d** Other program services (Describe in Schedule O )

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

**4e** Total program service expenses **489,766**

**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)? If "Yes," complete Schedule A	<b>X</b>	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)		<b>X</b>
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<b>X</b>
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		<b>X</b>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		<b>X</b>
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? If "Yes," complete Schedule D, Part I		<b>X</b>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		<b>X</b>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<b>X</b>
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? If "Yes," complete Schedule D, Part IV		<b>X</b>
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		<b>X</b>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	<b>X</b>	
b 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? If "Yes," complete Schedule D, Part VII		<b>X</b>
c 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? If "Yes," complete Schedule D, Part VIII		<b>X</b>
d 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? If "Yes," complete Schedule D, Part IX		<b>X</b>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		<b>X</b>
f 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 (ASC 740)? If "Yes," complete Schedule D, Part X		<b>X</b>
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	<b>X</b>	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		<b>X</b>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<b>X</b>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<b>X</b>
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? If "Yes," complete Schedule F, Parts I and IV		<b>X</b>
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? If "Yes," complete Schedule F, Parts II and IV		<b>X</b>
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? If "Yes," complete Schedule F, Parts III and IV		<b>X</b>
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? If "Yes," complete Schedule G, Part I (see instructions)		<b>X</b>
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		<b>X</b>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		<b>X</b>
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H		<b>X</b>
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> 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? If "Yes," complete Schedule I, Parts I and II	<b>X</b>	
<b>22</b> 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? If "Yes," complete Schedule I, Parts I and III		<b>X</b>
<b>23</b> 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? If "Yes," complete Schedule J		<b>X</b>
<b>24a</b> 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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		<b>X</b>
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		<b>X</b>
<b>b</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? If "Yes," complete Schedule L, Part I		<b>X</b>
<b>26</b> 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? If "Yes," complete Schedule L, Part II		<b>X</b>
<b>27</b> 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? If "Yes," complete Schedule L, Part III		<b>X</b>
<b>28</b> 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)		
<b>a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		<b>X</b>
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		<b>X</b>
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		<b>X</b>
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		<b>X</b>
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		<b>X</b>
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		<b>X</b>
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		<b>X</b>
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		<b>X</b>
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	<b>X</b>	
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)?		<b>X</b>
<b>a</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		<b>X</b>
<b>37</b> 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? If "Yes," complete Schedule R, Part VI		<b>X</b>
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	<b>X</b>	

☐ Yes ☒ No

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	<b>1a</b> 0		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b>		
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	<b>2a</b> 2		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	<b>2b</b>	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>		X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b>		X
<b>b</b> If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b>		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year.	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>		X
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?	<b>9a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12.	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter			
<b>a</b> Gross income from members or shareholders.	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>		
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand.	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	<b>14b</b>		

**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.

Check if Schedule O contains a response to any question in this Part VI ☒

### Section A. Governing Body and Management

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	<b>12</b>	
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>12</b>	
<b>2</b> 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?		<b>X</b>
<b>3</b> 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?		<b>X</b>
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>X</b>	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		<b>X</b>
<b>6</b> Does the organization have members or stockholders?	<b>X</b>	
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	<b>X</b>	
<b>b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	<b>X</b>	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>a</b> The governing body?	<b>X</b>	
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>X</b>	
<b>9</b> 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		<b>X</b>

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

	Yes	No
<b>10a</b> Does the organization have local chapters, branches, or affiliates?		<b>X</b>
<b>b</b> 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?		
<b>11a</b> Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	<b>X</b>	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13	<b>X</b>	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		<b>X</b>
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	<b>X</b>	
<b>13</b> Does the organization have a written whistleblower policy?		<b>X</b>
<b>14</b> Does the organization have a written document retention and destruction policy?		<b>X</b>
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	<b>X</b>	
<b>b</b> Other officers or key employees of the organization		<b>X</b>
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<b>X</b>
<b>b</b> 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 ► **NONE**
- 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 ► **TERRY NOLAND**  
**121 JULIA STREET**  
**WEST MONROE**  
**LA 71291**

**318-323-1717**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) <b>W. BLAKE WHEELIS</b> <b>VC PLANNING/OPER</b>	0.00	X		X				0	0	0
(2) <b>JOHN D CAMERON</b> <b>VC FINANCE/INVEST</b>	0.00	X		X				0	0	0
(3) <b>SUSAN HOFFMAN</b> <b>VC PROG/GRANT REVIEW</b>	0.00	X		X				0	0	0
(4) <b>MARY ANN MOON</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(5) <b>LEAH BILEY</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(6) <b>DAVE N NORRIS</b> <b>CHAIR</b>	0.00	X		X				0	0	0
(7) <b>FLORENCETTA GIBSON</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(8) <b>JOHN SHEPARD</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(9) <b>JULIAN JOHNSTON</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(10) <b>RICH BAILEY</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(11) <b>CARL TURNER</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(12) <b>W BERT HATTEN</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(13) <b>DANIEL VAN</b> <b>BOARD MEMBER</b>	0.00	X						0	0	0
(14) <b>JANET CORDER PYZNER</b> <b>PRESIDENT/CEO</b>	30.00			X				43,400	0	1,302
(15) <b>TRACEY J LINSON</b> <b>SEC/CFO/EXC ASST</b>	20.00			X				25,240	0	757
(16)										



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
<b>1b Sub-total</b>								<b>68,640</b>		<b>2,059</b>
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								<b>68,640</b>		<b>2,059</b>

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

- 3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
<b>3</b>		<b>X</b>
<b>4</b>		<b>X</b>
<b>5</b>		<b>X</b>

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

**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
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>				
	<b>g</b> Noncash contributions included in lines 1a-1f	\$				
<b>h Total. Add lines 1a-1f</b>						
<b>Program Service Revenue</b>	<b>2a</b>		<b>Busn. Code</b>			
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g Total. Add lines 2a-2f</b>					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)			<b>649,840</b>		<b>649,840</b>
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
			(i) Real	(ii) Personal		
	<b>6a</b> Gross Rents					
	<b>b</b> Less rental exps					
	<b>c</b> Rental inc or (loss)					
	<b>d</b> Net rental income or (loss)					
	<b>7a</b> Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other		
			<b>67,457,368</b>			
	<b>b</b> Less cost or other basis & sales exps			<b>67,417,826</b>		
	<b>c</b> Gain or (loss)		<b>39,542</b>			
	<b>d</b> Net gain or (loss)			<b>39,542</b>		<b>39,542</b>
	<b>8a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18		<b>a</b>			
	<b>b</b> Less direct expenses		<b>b</b>			
	<b>c</b> Net income or (loss) from fundraising events					
	<b>9a</b> Gross income from gaming activities See Part IV, line 19		<b>a</b>			
	<b>b</b> Less direct expenses		<b>b</b>			
	<b>c</b> Net income or (loss) from gaming activities					
	<b>10a</b> Gross sales of inventory, less returns and allowances		<b>a</b>			
<b>b</b> Less cost of goods sold		<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Busn. Code</b>				
<b>11a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue						
<b>e Total. Add lines 11a-11d</b>						
<b>12 Total revenue. See instructions</b>			<b>689,382</b>	<b>0</b>	<b>0</b>	<b>689,382</b>

**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	480,720	480,720		
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	67,962		67,962	
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	5,052		5,052	
11 Fees for services (non-employees)				
a Management				
b Legal	11,720		11,720	
c Accounting	26,858		26,858	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	95,497		95,497	
g Other	6,271		6,271	
12 Advertising and promotion	1,510		1,510	
13 Office expenses	27,243		27,243	
14 Information technology	3,200		3,200	
15 Royalties				
16 Occupancy	3,600		3,600	
17 Travel	3,730		3,730	
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	8,037		8,037	
23 Insurance	12,884		12,884	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O )				
a <b>HEALTHY LIFESTYLES PROG</b>	9,046	9,046		
b				
c				
d				
e				
f All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24f	763,330	489,766	273,564	0
26 <b>Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash—non-interest bearing	40,191	1	19,747
	2 Savings and temporary cash investments	238,884	2	39,598
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	154,288	4	151,488
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	14,692	9	9,214
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 67,747		
	b Less accumulated depreciation	10b 19,556	10c 50,584	48,191
	11 Investments—publicly traded securities	46,772,328	11	46,788,279
	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		15		
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	47,270,967	16	47,056,517	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	116,851	17	144,384
	18 Grants payable	502,978	18	195,067
	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 <b>Total liabilities.</b> Add lines 17 through 25	619,829	26	339,451
<b>Net Assets or Fund Balances</b>	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	46,651,138	27	46,668,875
	28 Temporarily restricted net assets		28	48,191
	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 <b>Total net assets or fund balances</b>	46,651,138	33	46,717,066
34 <b>Total liabilities and net assets/fund balances</b>	47,270,967	34	47,056,517	

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	<b>689,382</b>
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	<b>763,330</b>
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	<b>-73,948</b>
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	<b>46,651,138</b>
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	<b>139,876</b>
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	<b>46,717,066</b>

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

- 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 separate basis, consolidated 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
<b>2a</b>		<b>X</b>
<b>2b</b>	<b>X</b>	
<b>2c</b>		<b>X</b>
<b>3a</b>		<b>X</b>
<b>3b</b>		

**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

**2010**Open to Public  
Inspection

Name of the organization

**LIVING WELL FOUNDATION**

Employer identification number

**20-5705242****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?
- (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?

	Yes	No
11g(i)		<input checked="" type="checkbox"/>
11g(ii)		<input checked="" type="checkbox"/>
11g(iii)		<input checked="" type="checkbox"/>

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	
(A) <b>HOSPITAL SERVICE DISTRICT #1 PARISH OF OUACHITA</b>	<b>72-1194469</b>	<b>6</b>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2010

**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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4</b> <b>Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6</b> <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11</b> <b>Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	

**13** **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
<b>15</b> Public support percentage from 2009 Schedule A, Part II, line 14	<b>15</b>	%

**16a** **33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

**b** **33 1/3% support test—2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

**17a** **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐

**b** **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐

**18** **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II  
If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6</b> <b>Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8</b> <b>Public support.</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13</b> <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14</b> <b>First five years.</b> 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 <b>stop here</b> <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	%
<b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2009 Schedule A, Part III, line 17	<b>18</b>	%

**19a** **33 1/3% support tests—2010.** 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—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

**20** **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information (See instructions)

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**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

**2010**Open to Public  
Inspection

Name of the organization

**LIVING WELL FOUNDATION**

Employer identification number

**20-5705242****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.

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?

☐ Yes ☐ 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?

☐ Yes ☐ 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 education)☐ 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

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, and not on a historic structure listed in the National Register

**Held at the End of the Tax Year****2a****2b****2c****2d**

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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

**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 the 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

- c** Beginning balance  
**d** Additions during the year  
**e** Distributions during the year  
**f** Ending balance

	Amount
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

**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 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
<b>1a</b> Beginning of year balance					
<b>b</b> Contributions					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships					
<b>e</b> Other expenditures for facilities and programs					
<b>f</b> Administrative expenses					
<b>g</b> End of year balance					

**2** Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment ☐ %  
**b** Permanent endowment ☐ %  
**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
<b>3a(i)</b>		
<b>3a(ii)</b>		
<b>3b</b>		

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

**Part VI 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
<b>1a</b> Land				
<b>b</b> Buildings				
<b>c</b> Leasehold improvements		13,763	2,294	11,469
<b>d</b> Equipment		19,585	7,654	11,931
<b>e</b> Other		34,399	9,608	24,791
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c) )				48,191

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12 )		

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 13 )		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 15 )	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25 )	

2. **FIN 48 (ASC 740) Footnote** In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

**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	<b>689,382</b>
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	<b>763,330</b>
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	<b>-73,948</b>
4	Net unrealized gains (losses) on investments	4	<b>139,876</b>
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	Total adjustments (net) Add lines 4 through 8	9	<b>139,876</b>
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	<b>65,928</b>

**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	<b>829,258</b>
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	<b>139,876</b>
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV )	2d	
e	Add lines 2a through 2d	2e	<b>139,876</b>
3	Subtract line 2e from line 1	3	<b>689,382</b>
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	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 )	5	<b>689,382</b>

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

1	Total expenses and losses per audited financial statements	1	<b>763,330</b>
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	
3	Subtract line 2e from line 1	3	<b>763,330</b>
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	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 )	5	<b>763,330</b>

**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.

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**Part XIV** Supplemental Information (continued)

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**SCHEDULE I  
(Form 990)****Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

**LIVING WELL FOUNDATION**

Employer identification number

**20-5705242**

OMB No 1545-0047

**2010****Open to Public  
Inspection**☒ Yes ☐ No**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?

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. Part IIcan be duplicated 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
(1)	<b>FIRST WEST COUNSELING CENTER</b> 212 CYPRESS ST. WEST MONROE LA 71291	72-1491347	501C3	163,305	CASH			COUNSELING
(2)	<b>OUACHITA PARISH SCHOOL BOARD</b> 100 BRY MONROE LA 71201	72-6001066	GOV	159,680	CASH			SCHOOL HLTH CLINICS
(3)	<b>NORTHEAST LOUISIANA VIRTUAL CLINIC</b> 1811 TOWER DRIVE, SUITE C MONROE LA 71201	26-3790199	501C3	130,000	CASH			HEALTH CARE
(4)	<b>SEEKER SPRINGS MINISTRY</b> 1280 OKALOOSA RD EROS LA 71238	20-1084076	501C3	22,825	CASH			ADOLESCENT COUNSELING
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations **4**3 Enter total number of other organizations **0**

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

Schedule I (Form 990) (2010)

Schedule I (Form 990) (2010) **LIVING WELL FOUNDATION** 20-5705242Page **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.  
Part III can be duplicated 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
1					
2					
3					
4					
5					
6					
7					
<b>Part IV</b> Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.					

**PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS**

**EACH GRANT AGREEMENT REQUIRES A WRITTEN REPORT FROM THE GRANTEE TO THE FOUNDATION AT LEAST ONCE A YEAR AND UPON COMPLETION OF THE GRANT PROGRAM.**

**THE FOUNDATION STAFF WILL FOLLOW PROGRESS OF ALL GRANTS AND REPORT RESULTS PERIODICALLY IN WRITING TO THE PROGRAMS/GRANT REVIEW COMMITTEE. AFTER REVIEWING THE REPORT, THE PRESIDENT/CEO MAY INITIATE AN INVESTIGATION OF THE GRANTEE IF, IN THE JUDGMENT OF THE CEO, THE GRANT FUNDS ARE NOT BEING USED FOR THE SPECIFIC PURPOSES OF THE GRANT. REMEDIAL ACTIONS WILL BE REQUIRED FROM THE GRANTEE BY THE CEO DEPENDING ON THE CIRCUMSTANCES.**



**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**Open to Public  
Inspection**LIVING WELL FOUNDATION**Employer identification number  
**20-5705242****FORM 990 - ORGANIZATION'S MISSION OR MOST SIGNIFICANT ACTIVITIES**

THE FOUNDATION ADMINISTERS ACTIVITIES RELATED TO RENDERING CARE TO THE SICK AND INJURED OR IN THE PROMOTION OF HEALTH, COOPERATES WITH OTHER PUBLIC AND PRIVATE INSTITUTIONS AND AGENCIES ENGAGED IN PROVIDING HOSPITAL AND OTHER HEALTH CARE SERVICES TO RESIDENTS OF THE DISTRICT, AND PARTICIPATES IN ACTIVITIES DESIGNED AND CONDUCTED TO PROMOTE THE GENERAL HEALTH OF THE COMMUNITY. THE FOUNDATION'S AREA OF SERVICE INCLUDES THE FOLLOWING EIGHT NORTHEASTERN LOUISIANA PARISHES: CALDWELL, FRANKLIN, JACKSON, LINCOLN, MOREHOUSE, OUACHITA, RICHLAND AND UNION.

**FORM 990, PART III, LINE 4A - FIRST ACHIEVEMENT**

TO PROVIDE MEDICAL AND MENTAL HEALTHCARE TO STUDENTS WHO ARE LIMITED IN THEIR ABILITY TO ACCESS THE EXISTING HEALTHCARE SYSTEMS IN THE COMMUNITY. DURING 2010 THE FOUNDATION PROVIDED FUNDING OF \$70,927 TO RISER MIDDLE SCHOOL AND \$58,753 TO WEST MONROE HIGH SCHOOL.

ON DECEMBER 31, 2009 THE FOUNDATION ENTERED INTO A TEN-YEAR AGREEMENT ENDING DECEMBER 31, 2018 WITH THE POLICE JURY TO PROVIDE TWO SCHOOL BASED HEALTH CENTERS IN EAST OUACHITA PARISH AT MARTIN LUTHER KING, JR. MIDDLE SCHOOL AND RICHWOOD HIGH SCHOOL. ST FRANCIS MEDICAL CENTER AGREED TO PARTNER WITH THE FOUNDATION AND POLICE JURY TO PROVIDE THE MEDICAL NEEDS AT THESE CLINICS. STUDENTS FROM MINNIE RUFFIN ELEMENTARY, BURG JONES LANE ELEMENTARY, JEFFERSON UPPER ELEMENTARY AND MARTIN LUTHER KING, JR MIDDLE SCHOOL WILL BE SERVED AT THE MARTIN LUTHER KING, JR. MIDDLE SCHOOL LOCATION. STUDENTS FROM SHADY GROVE ELEMENTARY, SWAYZE ELEMENTARY, ROBINSON

Name of the organization

LIVING WELL FOUNDATION

Employer identification number

20-5705242

ELEMENTARY AND RICHWOOD JUNIOR AND HIGH SCHOOLS WILL BE SERVED AT THE RICHWOOD HIGH LOCATION. UNDER THIS AGREEMENT THE FOUNDATION PROVIDED \$15,000 TO EACH OF THE TWO LOCATIONS WHICH WILL BE MATCHED BY THE POLICE JURY. THE PROGRAMS HAVE NOT CURRENTLY BEEN ESTABLISHED BECAUSE THE STATE PORTION OF THE FUNDS HAS NOT BEEN AWARDED. AS OF DECEMBER 31, 2010, \$60,000 WAS PAYABLE TO THE OUACHITA PARISH SCHOOL BOARD FOR THE HEALTH BASED SCHOOL CENTERS IN EAST OUACHITA PARISH.

FORM 990, PART VI, LINE 4 - SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS ON SEPTEMBER 27, 2010 THE BOARD VOTED TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE NAME FROM WARD FIVE HEALTHCARE FOUNDATION TO LIVING WELL FOUNDATION. OTHER AMENDMENTS CONCERNED THE PROCESSES FOR CHOOSING THE MEMBERS OF THE BOARD OF DIRECTORS AND LIMITING THE MEMBERS OF THE BOARD OF DIRECTORS TO SERVING THREE CONSECUTIVE TERMS. THE EFFECTIVE DATE OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION WAS OCTOBER 1, 2010.

THE ARTICLES OF INCORPORATION WERE AMENDED A SECOND TIME IN DECEMBER 2010. THE ARTICLES WERE AMENDED TO READ "THE BOARD CHAIR AND THE VICE CHAIRS (COLLECTIVELY, THE "BOARD OFFICERS") EACH MUST BE A DIRECTOR, AND EACH MUST MEET ALL THE QUALIFICATIONS OF A DIRECTOR."

THE AMENDMENTS TO THE ARTICLES OF INCORPORATION HAVE BEEN FILED AND RECORDED BY THE STATE OF LOUISIANA SECRETARY OF STATE.

A COPY OF THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION AND THE AMENDMENT TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION ARE

Name of the organization

LIVING WELL FOUNDATION

Employer identification number  
20-5705242

INCLUDED WITH THE 2010 FORM 990.

FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS

THE FOUNDATION HAS ONE MEMBER, THE HOSPITAL SERVICE DISTRICT #1 OF THE PARISH OF OUACHITA STATE OF LOUISIANA.

FORM 990, PART VI, LINE 7A - ELECTION OF MEMBERS AND THEIR RIGHTS

THE HOSPITAL SERVICE DISTRICT #1 PARISH OF OUACHITA STATE OF LOUISIANA SHALL BE ENTITLED TO ELECT TWO-THIRDS OF THE DIRECTORS AND THE POLICE JURY OF OUACHITA PARISH STATE OF LOUISIANA SHALL BE ENTITLED TO ELECT ONE-THIRD OF THE DIRECTORS. THE MEMBERS OF THE BOARD OF DIRECTORS MUST MEET THE REQUIREMENTS SET FORTH IN THE ARTICLES OF INCORPORATION OF LIVING WELL FOUNDATION.

FORM 990, PART VI, LINE 7B - DECISIONS SUBJECT TO APPROVAL OF MEMBERS

CERTAIN MATTERS AS LISTED IN THE BY-LAWS OF LIVING WELL FOUNDATION REQUIRE APPROVAL OF THE BOARD OF COMMISSIONERS OF HOSPITAL DISTRICT #1 PARISH OF OUACHITA STATE OF LOUISIANA.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE 990 GOES TO THE FINANCE COMMITTEE WHICH REVIEWS THE TAX RETURN AND THEN GIVES A REPORT THE THE BOARD OF DIRECTORS.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

BEFORE PERSONS BECOME BOARD MEMBERS, THEY ARE PRESENTED WITH THE CONFLICT OF INTEREST POLICY WITH WHICH THEY ARE EXPECTED TO COMPLY. AFTER BECOMING BOARD MEMBERS THEY ARE EXPECTED TO NOTIFY THE BOARD OF ANY CONFLICTS OF

Name of the organization

LIVING WELL FOUNDATION

Employer identification number

**20-5705242**

INTEREST THAT MAY ARISE.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL  
IN DETERMINING THE COMPENSATION FOR THE CEO, THE PLANNING/OPERATIONS  
COMMITTEE INCLUDES COMPARABILITY DATA, A REVIEW AND APPROVAL BY INDEPENDENT  
PERSONS AND SUBSTANTIATION OF THE DELIBERATION AND DECISIONS MADE.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

LIVING WELL FOUNDATION FURNISHES THE ARTICLES OF INCORPORATION

BYLAWS, GRANT MAKING GUIDELINES, MINUTES OF ALL MEETINGS, BUDGETS

FINANCIAL STATEMENTS AND OTHER INFORMATION ON THE ORGANIZATION WEBSITE

[WWW.LIVINGWELLFOUNDATION.NET](http://WWW.LIVINGWELLFOUNDATION.NET)

**SCHEDULE R**  
**(Form 990)****Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2010**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. ▶ See separate instructions.

**Open to Public  
Inspection**

Name of the organization

**LIVING WELL FOUNDATION**Employer identification number  
**20-5705242****Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

	(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	HOSPITAL SERVICE DISTRICT #1 3215 CYPRESS STREET WEST MONROE LA 71291 72-1194469	GOVERNMENT	LA			OUACHITA		X
(2)								
(3)								
(4)								
(5)								

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispro- portionate alloc ?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
								Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)								
(2)								
(3)								
(4)								

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Schedule R (Form 990) 2010

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
				Yes	No		Yes	No		Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											



**Part VII Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

---

**Tom Schedler**  
Secretary of State

**State of Louisiana**  
Secretary of State

**COMMERCIAL DIVISION**  
**225.925.4704**



Fax Numbers  
225.932.5317 (Admin. Services)  
225.932.5314 (Corporations)  
225.932.5318 (UCC)

Name	Type	City	Status
LIVING WELL FOUNDATION	Non-Profit Corporation	WEST MONROE	Active

#### Previous Names

WARD FIVE HEALTHCARE FOUNDATION (Changed: 10/7/2010)

**Business:** LIVING WELL FOUNDATION

**Charter Number:** 36251118 N

**Registration Date:** 8/17/2006

**State Of Origin:**

**Domicile Address**

315 STELLA ST  
WEST MONROE, LA 71291

**Mailing Address**

315 STELLA ST  
WEST MONROE, LA 71291

#### Status

**Status:** Active

**Annual Report Status:** In Good Standing

**File Date:** 8/17/2006

**Last Report Filed:** 8/13/2010

**Type:** Non-Profit Corporation

#### Registered Agent(s)

<b>Agent:</b>	DOUGLAS C. CALDWELL
<b>Address 1:</b>	2001 NORTH 7TH STREET
<b>City, State, Zip:</b>	WEST MONROE, LA 71291
<b>Appointment Date:</b>	1/1/2009

#### Officer(s)

**Additional Officers:** No

<b>Officer:</b>	DAVE N. NORRIS
<b>Title:</b>	Director
<b>Address 1:</b>	1514 WOODLAND STREET
<b>City, State, Zip:</b>	WEST MONROE, LA 71291

<b>Officer:</b>	SUSAN HOFFMAN
<b>Title:</b>	Director
<b>Address 1:</b>	139 COMANCHE TRACE
<b>City, State, Zip:</b>	WEST MONROE, LA 71291

<b>Officer:</b>	W. BERT HARREN
<b>Title:</b>	Director
<b>Address 1:</b>	130 TUPELO

City, State, Zip: WEST MONROE, LA 71291

**Amendments on File (4)**

Description	Date
Restated Articles	1/29/2007
Name Change	10/7/2010
Restated Articles	10/7/2010
Amendment	1/12/2011

[Print](#)

# Ouachita Parish Recording Page

W. J. Bill Hodge  
Clerk of Court  
PO Box 1862  
Monroe, LA 71210-1862  
(318) 327-1444

**Received From :**  
BLACKWELL CHAMBLISS ET AL  
2001 NORTH SEVENTH ST  
ATTORNEY AT LAW  
WEST MONROE, LA 71291

**First VENDOR**  
LIVING WELL FOUNDATION

**First VENDEE**  
THE PUBLIC

**Index Type :** Charters

**File Number :** 1575208

**Type of Document :** Articles Of Incorporation


**Book :** 164

**Page :** 466

**Recording Pages :** 6

## Recorded Information

I hereby certify that the attached document was filed for registry and recorded in the Clerk of Court's office for Ouachita Parish, Louisiana

  
Clerk of Court

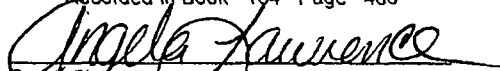
On (Recorded Date) : 01/26/2011

At (Recorded Time) 1:45:04PM



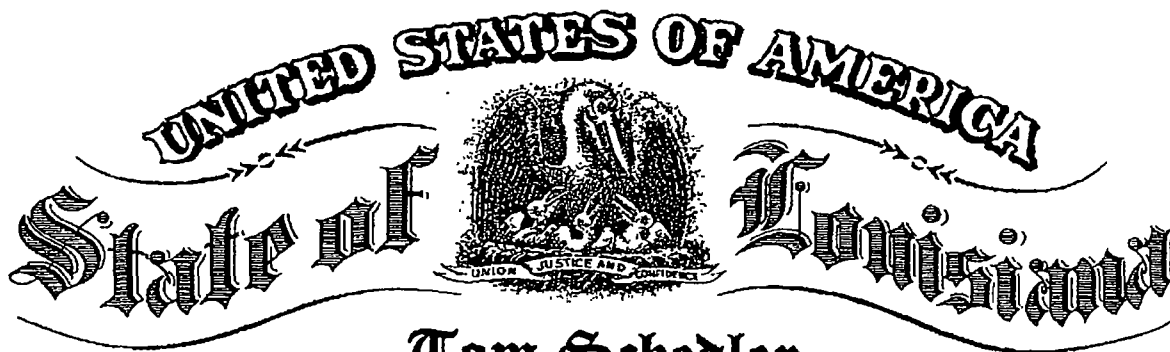
Doc ID - 008931260006

CLERK OF COURT  
W J BILL HODGE  
Parish of Ouachita  
I certify that this is a true copy of the attached  
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Recorded 01/26/2011 at 1 45 04  
File Number 1575208  
Recorded in Book 164 Page 466

  
Deputy Clerk



**Return To :**  
BLACKWELL CHAMBLISS ET AL  
2001 NORTH SEVENTH ST  
ATTORNEY AT LAW  
WEST MONROE, LA 71291



**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

a copy of an Amendment to the Articles of Incorporation of

**LIVING WELL FOUNDATION**

Domiciled at WEST MONROE, LOUISIANA,

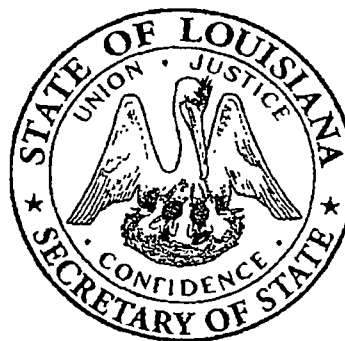
Was filed and recorded in this Office on January 12, 2011.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 18, 2011

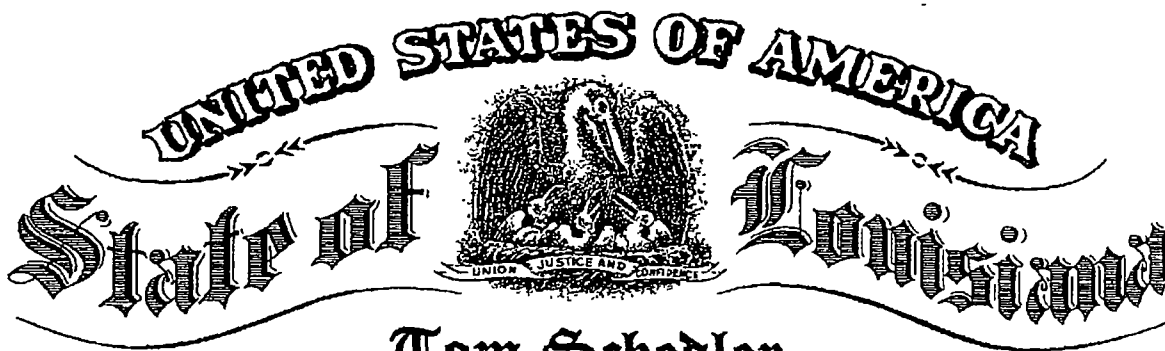
*Secretary of State*

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**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*  
the attached document(s) of

**LIVING WELL FOUNDATION**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
40402716 Amendments 01/12/2011 3 pages

In testimony whereof, I have hereunto set my  
hand and caused the Seal of my Office to be  
affixed at the City of Baton Rouge on,

January 18, 2011

*Secretary of State*

BB 36251118N



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**AMENDMENT TO SECOND AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**LIVING WELL FOUNDATION**

This Amendment to the Second Amended and Restated Articles of Incorporation of Living Well Foundation (formerly Ward Five Healthcare Foundation), a Louisiana nonprofit corporation (the "Foundation"), is made by authority of the Foundation's sole member and its Board of Directors, as hereafter provided, and is executed in the Foundation's name by its Board Chair who certifies as follows:

1. In accordance with Section 237.A of the Louisiana Nonprofit Corporation Law and Article XI of the Second Amended and Restated Articles of Incorporation of the Foundation, (a) the Board of Directors of the Foundation, by the vote of three-fourths of the directors then in office ( 10 votes for, 0 votes against, 0 abstaining, 2 absent), at a special meeting duly held on December 7, 2010, the notice of which set forth the amendments made herein and which was transmitted to the directors by first-class mail deposited not less than 30 days prior to the meeting (or such notice being waived in a writing that set forth the amendments made herein), approved the amendments made herein, and (b) the Board of Commissioners of Hospital Service District No. 1 of the Parish of Ouachita (the "District"), which is the sole member of the Foundation, at a regular meeting duly held on December 16, 2010, the notice of which set forth the amendments made herein, and which meeting was held as provided by law for meetings of the Board of Commissioners, cast the sole vote for and approved the amendments made herein.

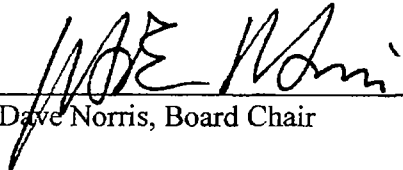
2. The following provisions of the Second Amended and Restated Articles of Incorporation of the Foundation are amended as provided, and no other provisions of those Second Amended and Restated Articles of Incorporation are modified or changed in any manner.

3. The first sentence of Article VII(2) of the Second Amended and Restated Articles of Incorporation of the Foundation is hereby amended to read as follows:

"The Board Chair and the Vice Chairs (collectively, the "Board Officers") each must be a director, and each must meet all of the qualifications of a director."

IN WITNESS WHEREOF, pursuant to the direction of the Board of Directors of the Foundation, and with the approval of the Board of Commissioners of the District, which is the sole member of the Foundation, the Board Chair, who is an officer of the Foundation, has signed this Amendment to the Second Amended and Restated Articles of Incorporation in the name of the Foundation on this 18<sup>th</sup> day of December, 2010.

LIVING WELL FOUNDATION

BY:   
Dave Norris, Board Chair



**ACKNOWLEDGMENT**

**STATE OF LOUISIANA**

**PARISH OF OUACHITA**

On this 18<sup>th</sup> day of December, 2010, before me, the undersigned authority, a notary public duly commissioned and qualified within and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

Dave Norris

known to me to be the Board Chair of the Living Well Foundation and who executed the foregoing instrument, and who, being by me first duly sworn, stated that he has read the above and foregoing Amendment to the Second Amended and Restated Articles of Incorporation and acknowledged that he executed same as his free act and deed.

WITNESSES:

Brandy N. Cooper

Printed Name: Brandy N. Cooper

Rita Albritton

Printed Name: Rita Albritton

Dave Norris  
Dave Norris

Douglas C. Caldwell  
DOUGLAS C. CALDWELL, NOTARY PUBLIC  
LOUISIANA BAR ROLL NO. 03783  
My Commission is for life

# Ouachita Parish Recording Page

W. J. Bill Hodge  
Clerk of Court  
PO Box 1862  
Monroe, LA 71210-1862  
(318) 327-1444

Received From :  
DOUG CALDWELL

First VENDOR  
LIVING WELL FOUNDATION

First VENDEE  
THE PUBLIC

Index Type : Charters

File Number : 1569948

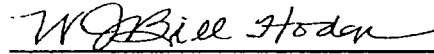
Type of Document : Reinstatement Charter

Book : 164 Page : 198

Recording Pages : 24

## Recorded Information

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Clerk of Court

On (Recorded Date) 10/25/2010

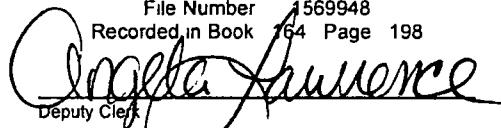
At (Recorded Time) 1 14 12PM



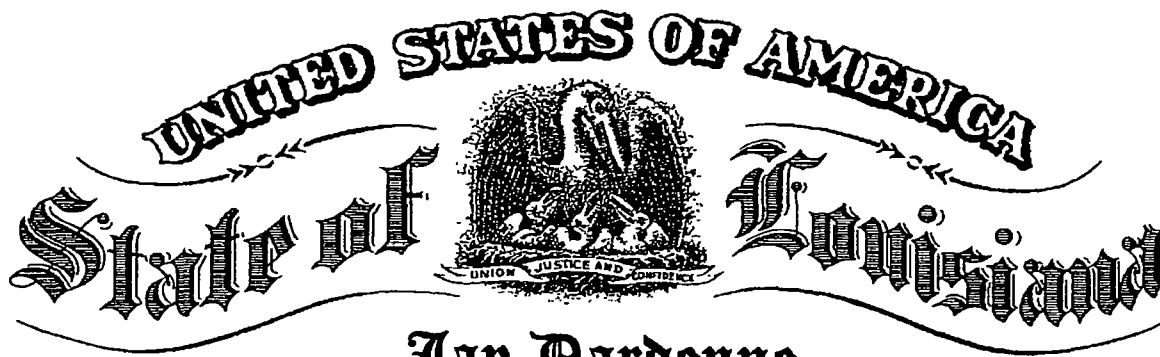
Doc ID - 008874560024 -

CLERK OF COURT  
W J BILL HODGE  
Parish of Ouachita  
I certify that this is a true copy of the attached  
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Recorded 10/25/2010 at 1 14:12  
File Number 1569948  
Recorded in Book 164 Page 198



  
Deputy Clerk

Return To :  
DOUG CALDWELL



**Jay Bardenne**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

a copy of Restated Articles of Incorporation of

WARD FIVE HEALTHCARE FOUNDATION

Domiciled at WEST MONROE, LOUISIANA, changing the corporate name to

**LIVING WELL FOUNDATION**

Was filed and recorded in this Office on October 07, 2010.

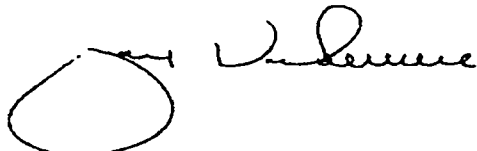
In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

October 11, 2010

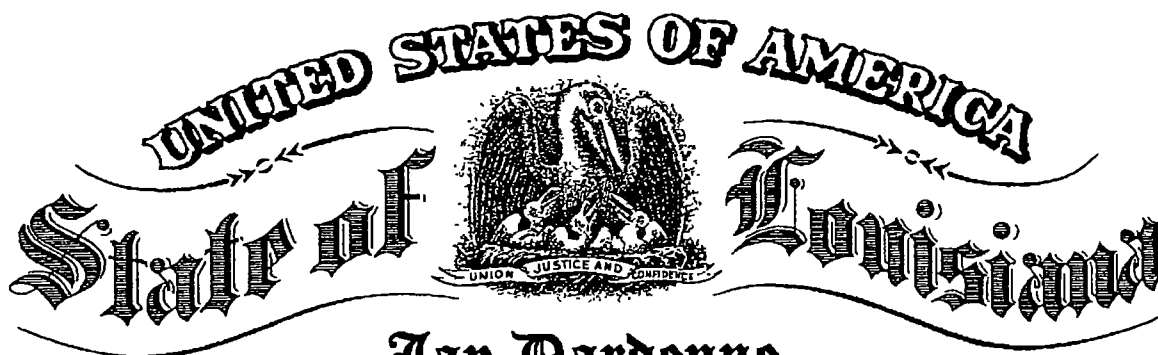


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*Secretary of State*

BB 36251118N



**Jay Dardenne**  
SECRETARY OF STATE

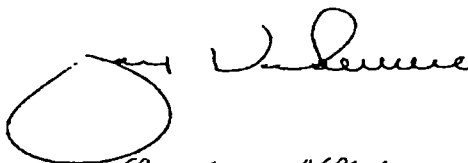
*As Secretary of State of the State of Louisiana I do hereby Certify that*  
the attached document(s) of

**LIVING WELL FOUNDATION**

are true and correct and are filed in the Louisiana Secretary of State's Office.  
40316580 Restated Amendment 10/07/2010 21 pages

In testimony whereof, I have hereunto set my  
hand and caused the Seal of my Office to be  
affixed at the City of Baton Rouge on,

October 11, 2010



*Secretary of State*

BB 36251118N



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**SECOND AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**LIVING WELL FOUNDATION**

These Second Amended and Restated Articles of Incorporation of Living Well Foundation (formerly Ward Five Healthcare Foundation), a Louisiana nonprofit corporation (the "Foundation"), are made by authority of the Foundation's sole member and its Board of Directors as hereafter provided and are executed in the Foundation's name by its Board Chair who certifies as follows:

1. In accordance with Section 237.A of the Louisiana Nonprofit Corporation Law and Article XI of the first Amended and Restated Articles of Incorporation of the Foundation, (a) the Board of Directors of the Foundation, by the vote of three-fourths of the directors then in office, at a special meeting duly held on September 16, 2010, the notice of which set forth the amendments made herein and was transmitted to the directors by first-class mail deposited not less than 30 days prior to the meeting (or notice was waived in a writing that set forth the amendments made herein), approved the amendments made herein, and (b) the Board of Commissioners of Hospital Service District No. 1 of the Parish of Ouachita (the "District"), which is the sole member of the Foundation, at a regular meeting duly held on September 27, 2010, the notice of which set forth the amendments made herein, and which meeting was held as provided by law for meetings of the Board of Commissioners, cast the sole vote for and approved the amendments made herein.

2. These Second Amended and Restated Articles of Incorporation of the Foundation accurately copy the original Articles of Incorporation of the Foundation and all amendments

thereto in effect at the date of this restatement, without substantive change except as made by the new amendments contained in this restatement, which new amendments are as follows:

(a) The name of the Foundation has been changed to Living Well Foundation from Ward Five Healthcare Foundation in Article I and other applicable locations.

(b) Various provisions have been deleted that were no longer applicable more than 30 days after the sale of the hospital owned by Hospital Service District No. 1 of the Parish of Ouachita and operated by Glenwood Regional Medical Corporation (GRMC) to IASIS Glenwood Regional Medical Center, LP, which sale occurred on January 29, 2007. These provisions consisted of the first paragraph of Article VI; a reference to the "Transition Date" in Article VI(1); references to the initial nine directors in Article VI(2)(a), (3), and (4); references to GRMC and its wholly owned subsidiary Glenwood Health Services, Inc. in Article VI(2)(d) and Article VII(3); the entirety of Article VI(4)(c); and the entirety of the old, original Article VI (which had appeared immediately following Article VI).

(c) Article VI(2)(e) has been amended to provide that the initial terms of the initial District directors and initial Police Jury directors that expired on or before December 31, 2008 do not count as a term for purposes of the limitation to two consecutive terms of service.

(d) Article VI(4)(a) has been clarified to provide that the nominee recommendation committee shall recommend one candidate for each District directorship that is or becomes vacant during that year or that expires at the end of that year or has expired. Likewise, Article VI(4)(a) has been clarified to provide that the Police Jury has the right to elect one Police Jury director for each Police Jury directorship that is or has become vacant or that expires at the end of the year or has expired.

(e) Article VI(5) has been clarified to provide that each new director term shall begin on the January 1 immediately following the expiration on December 31 of the preceding term (or if no director is elected or qualified for the new term before January 1, shall begin on such later date that the director is elected and has qualified), and shall expire on the 3<sup>rd</sup> anniversary (on December 31) of the expiration of the preceding term. It has also been clarified that directors hold office until their term expires and until their successors are elected and have qualified.

(f) Article VII(2) has been amended to provide that no Board Officer shall serve more than three (3) consecutive terms in the same Board Officer position, and any person who ceases to serve in the same Board Officer position after completing three (3) consecutive terms may not serve again in such Board Officer position until at least one (1) full year after such cessation. It has also been amended to provide that service for the balance of the unexpired term of another Board Officer does not count as a term for purposes of the foregoing sentence nor does service as a Board Officer for a term that expired on or prior to December 31, 2008.

(g) Article VII(5) has been clarified to provide that each new officer term shall begin on January 1 (or, if no officer is elected and qualified for the new term before January 1, shall begin on such later date that the officer is elected and has qualified) and shall expire on December 31 of the same year. It was also clarified that officers hold office until their term expires and until their successors are elected and have qualified.

(h) Article IX has been updated to reflect the current registered office of the Foundation, and that the information provided is as of the date of these Articles. It has also been

modified to include only the names of the incorporators, and their mailing addresses have been deleted.

(i) Article XII has been modified to provide that Bylaws of the Foundation may be adopted, amended or appealed only upon the approval of the Board of Directors by the affirmative vote of at least three-fourths of the directors then in office, and the approval of the Board of Commissioners of the District.

3. Each amendment has been effected in conformity with law.

4. The date of incorporation of the Foundation is August 17, 2006, the effective date of the first Amended and Restated Articles of Incorporation was January 29, 2007, and the date of this restatement is October 1, 2010.

5. The Second Amended and Restated Articles of Incorporation of the Foundation (hereafter generally simply referred to as the Articles of Incorporation or the Articles) are as follows:

#### **ARTICLE I** **NAME**

The name of the Foundation is **Living Well Foundation**. Before the filing of these Second Amended and Restated Articles, the name of the Foundation was Ward Five Healthcare Foundation.



**ARTICLE II**  
**DURATION**

The Foundation shall have perpetual existence.

**ARTICLE III**  
**PURPOSES AND POWERS**

(1) **Purposes.** The Foundation is incorporated and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

Moreover, the Foundation is organized, and at all times will be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of the Hospital Service District No. 1 of the Parish of Ouachita, State of Louisiana (the "District"), all within the meaning of Section 509(a)(3) of the Code.

Furthermore, the Foundation shall have the same purposes as the District, to wit:

- (a) to own and operate hospitals for the care of persons suffering from illnesses or disabilities which require that patients receive hospital care;
- (b) to administer other activities related to rendering care to the sick and injured or in the promotion of health which may be justified by the facilities, personnel, funds and other requirements available;
- (c) to promote and conduct scientific research and training related to the care of the sick and injured insofar as such research and training can be conducted in connection with the hospital;
- (d) to participate so far as circumstances may warrant in any activity designed

and conducted to promote the general health of the community; and

(e) to cooperate with other public and private institutions and agencies engaged in providing hospital and other health services to residents of the District.

The Foundation's purposes include lawful health care purposes that could be undertaken on behalf of the District to accomplish lawful District purposes. In addition, the Foundation is and will endeavor at all times to operate substantially as a program of social welfare for the aid and support of the needy within the meaning of Article 7, Section 14(B)(1) of the Louisiana Constitution.

The Foundation's foregoing purposes include, but are not limited to:

(a) identifying, selecting, and conducting, as appropriate, programs that will improve health or wellness of residents of the District and the community;

(b) identifying, selecting, and providing grants to nonprofit charitable organizations that provide health or wellness related services in the District and the community;

(c) actively promoting, supporting, and conducting educational programs that enable residents of the District and the community to improve their health and wellness; and

(d) engaging in fund-raising activities for the support of the Foundation and that assist in achieving its purpose of improving the health and wellness of the residents of the District and the community.

(2) **Powers.** In furtherance of its purposes set forth in Article III, Section 1 (Purposes), the Foundation shall have all of the powers of a nonprofit corporation organized under the laws of the State of Louisiana, so long as they are consistent with these Articles of Incorporation, the Foundation's Bylaws, and the requirements of Section 501(c)(3) of the Code,

including but not limited to (a) the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations, and individuals, to the same extent that a Louisiana hospital service district has such power, and (b) the power to enter into and join as a Seller in the Asset Purchase Agreement dated as of July 20, 2006 among the District, Glenwood Regional Medical Center, a Louisiana nonprofit corporation ("GRMC"), and IASIS Glenwood Regional Medical Center, L.P., a Delaware limited partnership ("IASIS") in connection with the receipt by the Foundation of a transfer of substantial public funds resulting from the sale of the hospital owned by the District and operated by GRMC pursuant to the Asset Purchase Agreement.

(3) **Prohibited Activities.** The Foundation shall not engage in any of the following activities:

(a) issuance of any bonds or other evidences of indebtedness within the meaning of La. R.S. 12:202.1.A.; or

(b) any transaction that the District is prohibited from engaging in under Louisiana law, including but not limited to any transaction prohibited of a political subdivision by Article 7, Section 14 of the Louisiana Constitution and any investment prohibited of a political subdivision by La. R.S. 33:2955.

(4) **Enforcement.** The District and the Attorney General of the State of Louisiana shall each have the right to enforce each provision of these Articles of Incorporation.

**ARTICLE IV**  
**TAX EXEMPTION**

(1) **No Profit Intent.** The Foundation is a nonprofit corporation and does not contemplate pecuniary gain or profit, incidental or otherwise.

(2) **No Private Inurement.** No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(3) **Limited Political Activities.** No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Foundation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(4) **General.** Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code because it has been determined to qualify as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as having been made to an organization referred to in Section 170(c)(2) of the Code.

(5) **Private Foundation Restrictions.** Notwithstanding any other provisions in these Articles of Incorporation, at all times, if any, when the Foundation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional

restrictions:

(a) The Foundation shall distribute its income for each tax year at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE V** **MEMBERS**

(1) **No Stock.** The Foundation is organized on a non-stock basis.

(2) **One Member.** There is one class of membership. The Foundation shall have one member, which shall be the District. The District is hereby admitted as the sole member.

(3) **Qualifications of Membership.** The only qualification for membership is to be the District.

(4) **Voting.** The member shall have one vote on all matters that come for a vote before the membership.

**ARTICLE VI**  
**DIRECTORS**

(1) **General.** Subject to any limitations, restrictions, or reservations in these Articles of Incorporation, the Bylaws of the Foundation (the "Bylaws"), or the Louisiana Nonprofit Corporation Law, the affairs of the Foundation shall be managed by a Board of Directors consisting of not less than nine (9) and not more than seventeen (17) natural persons, the specific number of which shall be as set forth in the Bylaws as amended from time to time. Notwithstanding any other provisions of these Articles of Incorporation, the Board of Commissioners of the District shall be entitled to elect two-thirds of the directors of the Foundation in the manner set forth in Article VI(4)(a) below (the "District directors"), and the Police Jury of Ouachita Parish (the "Police Jury") shall be entitled to elect one-third of the directors of the Foundation in the manner set forth in Article VI(4)(b) below (the "Police Jury directors").

(2) **Qualifications of Directors.**

(a) **Recommendation and Nomination Qualifications.** Each of the District directors must be recommended and nominated in the manner set forth in Article VI(4)(a) below. Three of the Police Jury directors must be nominated by particular Police Jurors in the manner set forth in Article VI(4)(b) below (the "special Police Jury directors"). Any other Police Jury directors (equal in number to one-third of the entire Board of Directors less the three special Police Jury directors) need not be nominated by any particular Police Juror ("at-large Police Jury directors").

(b) Residency Qualifications. Each District director must be a resident of the portion of Ouachita Parish that is west of the Ouachita River, and at least a majority of the District directors must be residents of the District. At least two of the three special Police Jury directors must reside in the portion of Ouachita Parish that is west of the Ouachita River. The third special Police Jury director and any at-large Police Jury directors need not reside in the portion of Ouachita Parish that is west of the Ouachita River, but must reside in Ouachita Parish.

(c) Ethnicity Qualifications. At least one of the District directors and at least one of the special Police Jury directors must be of ethnic minority.

(d) Relationship Qualifications. No director may be an employee of the Foundation. No director may be a Commissioner, officer, or employee of the District. No director may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a director may be a director or officer of the Foundation. No director may be a Police Juror or an officer or employee of the Parish of Ouachita. No director may be a spouse, parent, child, or sibling of any Commissioner of the District or of any Police Juror.

(e) Term Limit Qualifications. No director shall serve more than two consecutive terms on the Board of Directors of the Foundation, and any person who ceases to serve as a director after completing two consecutive terms may not serve again as a director until at least one full year after such cessation. The initial terms of the initial District directors and initial Police Jury directors that expired on or before December 31, 2008 do not count as terms for purposes of the foregoing sentence, nor does service for the balance of the unexpired term of another director.

(3) **[Reserved]**

(4) **Method of Electing Directors.** All directors shall be elected in the following manner:

(a) **District Directors.** Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each District directorship that is or becomes vacant during that year or that expires at the end of that year or has expired. In selecting candidates, the committee shall use best efforts to recommend candidates who will help the Board of Directors to be broadly based in the community and representative of the affected community. Any candidate who is recommended by the committee, nominated by a majority of the directors then in office at a duly held meeting of the Board of Directors, and then elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected a District director of the Foundation (so long as the District directors collectively constitute no more than two-thirds of the entire Board of Directors). If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or if the candidate fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that District directorship and the process shall be repeated with respect to that District directorship until a candidate is elected and has qualified.

(b) **Police Jury Directors.** The Police Jury shall have the right to elect one Police Jury director for each Police Jury directorship that is or becomes vacant or that expires at the end of the year or has expired. One of the special Police Jury directors must first be nominated by the Police Juror who represents District A, one of the special Police Jury directors



must first be nominated by the Police Juror who represents District B, and one of the special Police Jury directors must first be nominated by the Police Juror who represents District C. (If the Police Jury Districts are changed in any way, all references to Districts A, B, and C shall be deemed instead to refer to the three Police Jury Districts that then have the largest number of residents that live west of the Ouachita River.) Any at-large Police Jury directors need not be nominated by any particular Police Juror. Any candidate who is elected by the Police Jury at a duly held meeting of the Police Jury, after nomination by the appropriate Police Juror in the case of a special Police Jury director, shall be elected a Police Jury director of the Foundation (so long as the Police Jury directors collectively constitute no more than one-third of the entire Board of Directors). If a nominated candidate is not elected by the Police Jury, or if a candidate fails to qualify within thirty days of being elected, the appropriate Police Juror, if any, shall nominate another candidate for that Police Jury directorship and the process shall be repeated with respect to that Police Jury directorship until a candidate is elected and has qualified.

(5) **Terms of Office.** Each new term shall begin on the January 1 immediately following the expiration on December 31 of the preceding term (or, if no director is elected and qualified for the new term before January 1, shall begin on such later date that the director is elected and has qualified) and shall expire on the third anniversary (on December 31) of the expiration of the preceding term. Directors shall hold office until their term expires and until their successors are elected and have qualified. The terms of the directors shall be staggered, such that the terms of approximately one-third of the directors shall expire at the end of each year. However, in the case of a vacancy arising other than as a result of the expiration of a term or an increase in the number of directors, the director elected to fill the vacancy shall be elected

for the balance of the unexpired term and until his or her successor is elected and has qualified.

(6) **Method of Removing Directors.** Any director may be removed at any time either (a) by a majority of the directors then in office, at a duly held meeting of the Board of Directors, or (b) by the Board of Commissioners of the District, at a duly held meeting of the Board of Commissioners, but in each case only for cause and only after following the procedures specified in this Section. For purposes of this Section, "cause" shall exist if (i) the director has ceased to meet the qualifications of a director; (ii) the director has failed to properly comply with the Foundation's conflict of interest policy, (iii) the director has failed to attend more than one-third of the meetings of the Board of Directors, or more than one-third of the meetings of any Board committee to which the member was assigned, in a single calendar year, (iv) the director has engaged in fraudulent or dishonest acts, or gross abuse of authority, with respect to the Foundation, or (v) the director has been convicted of or pled guilty or nolo contendere to a felony. The director must be given notice at least twenty (20) days in advance of the meeting that his or her removal will be considered at the meeting and the reasons why it is believed there may be cause for removal; any written statement the director provides to the Foundation or the District, as the case may be, at least ten (10) days in advance of the meeting must be distributed to the directors or Commissioners, as the case may be, at least three (3) days in advance of the meeting; and the director must be allowed to attend the meeting with his or her legal counsel.

**ARTICLE VII**  
**OFFICERS**

(1) **General.** The officers of the Foundation shall consist of a Board Chair, the Vice Chair for Finance/Investment, the Vice Chair for Programs/Grant Review, the Vice Chair for Planning/Operations, the President/Chief Executive Officer, the Treasurer/Chief Financial Officer, the Secretary, and any other officers that the Board of Directors may appoint from time to time.

(2) **Qualifications of Board Officers.** The Board Chair and the Vice Chairs (collectively, the "Board Officers") each must be a director, must meet all of the qualifications of a director, and must reside in the District. Each Board Officer must be recommended and nominated in the manner set forth in Article VII(4) below. No Board Officer shall serve more than three (3) consecutive terms in the same Board Officer position, and any person who ceases to serve in the same Board Officer position after completing three (3) consecutive terms may not serve again in such Board Officer position until at least one (1) full year after such cessation. Service for the balance of the unexpired term of another Board Officer does not count as a term for purposes of the foregoing sentence nor does service as a Board Officer for a term that expired on or prior to December 31, 2008.

(3) **Qualifications of Corporate Officers.** The President/Chief Executive Officer, the Treasurer/Chief Financial Officer, the Secretary, and any other officers that the Board of Directors may appoint from time to time (collectively, the "Corporate Officers") each must be an employee and must not be a director. Each Corporate Officer must be recommended and nominated in the manner set forth in Article VII(4) below. No Corporate Officer may be a

Commissioner, officer, or employee of the District. No Corporate Officer may be a director, officer, or employee of any entity that owns or operates a hospital in Ouachita Parish or that controls, is controlled by, or under common control with such an entity, except that a Corporate Officer may be an officer or employee of the Foundation. No Corporate Officer may be a Police Juror or an officer or employee of the Parish of Ouachita.

(4) **Method of Electing Officers.** All officers shall be elected in the following manner. Each year, the Board of Directors shall designate a nominee recommendation committee consisting of at least three directors. The committee shall recommend one candidate for each office that is vacant during that year or that expires at the end of that year. Any candidate who is recommended by the committee, approved by a majority of the directors of the Foundation then in office at a duly held meeting of the Board of Directors, and then is elected by the Board of Commissioners of the District at a duly held meeting of the Board of Commissioners shall be elected such officer of the Foundation. If a recommended candidate is not nominated by the Board of Directors or not elected by the Board of Commissioners, or if the candidate fails to qualify within thirty days of being elected, the committee shall recommend another candidate for that office and the process shall be repeated with respect to that office until a candidate is elected and has qualified.

(5) **Term of Office.** Each new term shall begin on January 1 (or, if no officer is elected and qualified for the new term before January 1, shall begin on such later date that the officer is elected and has qualified) and shall expire on December 31 of the same year. All officers shall hold office until their term expires and until their successors are elected and have qualified.

(6) **Method of Removing Officers.** Any officer may be removed by the Board of Directors with or without cause at any time.

**ARTICLE VIII**  
**LIMITED LIABILITY**

No member, director, or officer of the Foundation shall be held financially liable or responsible for any obligation of the Foundation, nor shall any mere informality in organization render these Articles of Incorporation null or expose the member, directors, or officers to any liability. The Foundation may not levy dues or assessments upon the member, which shall be exempt from and have no liability for any dues or assessments. No director or officer shall be personally liable to the Foundation or its member for monetary damages for breach of fiduciary duty as a director or officer, provided that this Section does not eliminate or limit the liability of a director or officer (1) for any breach of the director's or officer's duty of loyalty to the Foundation or its member, (2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) for liability under Sections 92(D) or 226(D) of Title 12 of the Louisiana Revised Statutes, or (4) for any transaction from which the director or officer derived an improper personal benefit.

**ARTICLE IX**  
**REGISTERED OFFICE, REGISTERED AGENT, AND INCORPORATORS**

The location and address of the Foundation's registered office (as of the date of these Articles) is:

315 Stella Street  
West Monroe, LA 71291

The full name and address of the Foundation's registered agent (as of the date of these Articles) are:

Douglas C. Caldwell  
2001 North Seventh Street  
West Monroe, LA 71291

The full names of the incorporators of the Foundation are:

Violet L. Liner  
William B. Nelson, Jr.  
Steven R. Hall  
Timothy Michael Mulhearn, Sr.  
Patrick L. Spencer

#### **ARTICLE X** **DISSOLUTION**

The Foundation shall not be dissolved except upon (a) the affirmative vote of all of the directors then in office, at any duly held annual or special meeting of the Board of Directors, the notice of which set forth consideration of the proposed dissolution as a purpose of the meeting (and for which purpose the directors shall also constitute a class of members), and (b) the approval of the Board of Commissioners of the District, at any duly held meeting thereof, the notice of which set forth consideration of the proposed dissolution as a purpose of the meeting. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Foundation, pay over and transfer all of the assets of the Foundation to the District, as a unit of local government, exclusively for public purposes, and, more specifically, exclusively for the statutory purposes of the District. No portion of the assets shall inure to the benefit of any director or officer of the Foundation, any other private person, or any enterprise organized for profit.

**ARTICLE XI**  
**AMENDMENTS**

These Articles of Incorporation may be amended only by (a) the approval of three-fourths of the directors then in office (or, in the case of an amendment to Article X, all of the directors then in office), at any duly held annual or special meeting of the Board of Directors, the notice of which set forth the proposed amendment, and (b) the approval of the Board of Commissioners of the District, at any duly held meeting thereof, the notice of which set forth the proposed amendment. For purposes of this Article XI, three-fourths of the directors then in office (or, in the case of an amendment to Article X, all of the directors then in office) shall constitute a quorum of the Board of Directors, a quorum must be present at the meeting at which the amendment to the articles is to be considered, and the notice of such meeting must have been transmitted to the directors by first-class mail deposited not less than thirty days prior to the meeting (provided, however, that notice of such meeting may be waived in writing by any director at any time, and the written waiver need not specify the purpose of or the business to be transacted at the meeting, but must set forth the amendment). For purposes of this Article XI, except for the extra notice requirement set forth above, the quorum and notice requirements for the meeting of the Board of Commissioners shall be as provided by law for meetings of the Board of Commissioners of the District.

**ARTICLE XII**  
**BYLAWS**

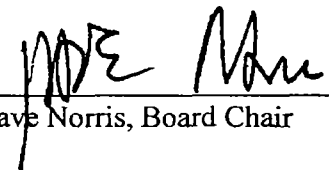
Bylaws of the Foundation may be adopted, amended or repealed only upon the approval of the Board of Directors by the affirmative vote of at least three-fourths of the directors then in office, and the approval of the Board of Commissioners of the District.

**ARTICLE XIII**  
**SEVERABILITY**

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, that determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

IN WITNESS WHEREOF, pursuant to the direction of the Board of Directors of the Foundation, and with the approval of the Board of Commissioners of the District, which is the sole member of the Foundation, the Board Chair, who is an officer of the Foundation, has signed these Second Amended and Restated Articles of Incorporation in the name of the Foundation on this 28<sup>th</sup> day of September, 2010.

LIVING WELL FOUNDATION (formerly WARD  
FIVE HEALTH CARE FOUNDATION)

By:   
Dave Norris, Board Chair



**ACKNOWLEDGMENT**

**STATE OF LOUISIANA**

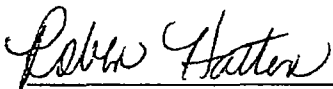
**PARISH OF OUACHITA**

On this 28<sup>th</sup> day of September, 2010, before me, the undersigned authority, a notary public duly commissioned and qualified within and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

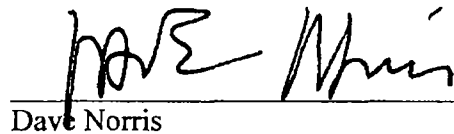
Dave Norris

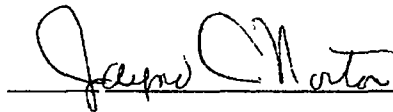
known to me to be the Board Chair of the Foundation and who executed the foregoing instrument, and who, being by me first duly sworn, stated that he has read the above and foregoing Second Amended and Restated Articles of Incorporation and acknowledged that he executed same as his free act and deed.

WITNESSES:

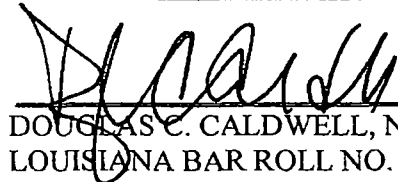


Print Name: ROBIN HATTEN

  
Dave Norris



Print Name: JAYNE C. NORTON



DOUGLAS C. CALDWELL, Notary Public  
LOUISIANA BAR ROLL NO. 03783