Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: GEOFAMILY FOUNDATION-FWG-MDP

A Employer identification number: 27-4272105

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see page 10 of the instructions): (336) 747-8169

City or town, state, and ZIP code: CHARLOTTE, NC 28288

C If exemption application is pending, check here ▶ [X]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [✔] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,506,791.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,506,791.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,506,791.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23		NONE	NONE	
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25		NONE	NONE	
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,506,791.			
	b **Net investment income** (if negative, enter -0-)				
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments		42,791.	42,791.
3	Accounts receivable ▶			
	Less· allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less· allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less· accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)		2,464,000.	2,464,000.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		2,506,791.	2,506,791.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds		2,506,791.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)		2,506,791.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		2,506,791.	

Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	
2	Enter amount from Part I, line 27a	2	2,506,791.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,506,791.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,506,791.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009			
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	NONE
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	NONE
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . 6a		
b	Exempt foreign organizations-tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	NONE
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶$ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 1	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK, N.A. Telephone no ▶ (336)747-8169

Located at ▶ 1W 4TH ST, WINSTON SALEM, NC ZIP + 4 ▶ 27107

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,464,000.
b	Average of monthly cash balances	1b	42,791.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,506,791.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,506,791.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,602.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,469,189.
6	**Minimum investment return.** Enter 5% of line 5	6	338.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	338.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	NONE		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	338.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	338.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	338.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	NONE
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	NONE

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					338.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				NONE	
b Total for prior years 20____, 20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	NONE				
b From 2006	NONE				
c From 2007	NONE				
d From 2008	NONE				
e From 2009	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ $ NONE					
a Applied to 2009, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2010 distributable amount					NONE
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					338.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2006	NONE				
b Excess from 2007	NONE				
c Excess from 2008	NONE				
d Excess from 2009	NONE				
e Excess from 2010	NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total ▶ 3a				
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 ______

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 08/05/2011 | Title Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN D. JILES		08/05/2011		P01042979

Firm's name ▶ WELLS FARGO BANK, N.A. | Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161 | Phone no 704-590-8610

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
GEOFAMILY FOUNDATION-FWG-MDP	27-4272105

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: GEOFAMILY FOUNDATION-FWG-MDP

Employer identification number: 27-4272105

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VIRGINIA G. GIOVALE 361 HORNY TOAD RD FLAGSTAFF, AZ 86001-1378	$ 2,500,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	GEO FAMILY CLAT 1W 4TH ST WINSTON SALEM, NC 27101	$ 6,791.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: GEOFAMILY FOUNDATION-FWG-MDP

Employer identification number: 27-4272105

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	11 SHARES OF W.L. GORE & ASSOCIATES INC.	$ 2,500,000.	12/30/2010
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

VIRGINIA G. GIOVALE
361 HORNY TOAD RD
FLAGSTAFF, AZ 86001-1378

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
CASH							
Total Cash			**$0.00**	**$0.00**	**$0.00**		
MONEY MARKET							
SECURED MARKET DEPOSIT ACCOUNT	42,790.980		$42,790.98	$42,790 98	$0.00	$25.68	0.06%
Total Money Market			**$42,790.98**	**$42,790.98**	**$0.00**	**$25.68**	**0.06%**
Total CASH & EQUIVALENTS			**$42,790.98**	**$42,790.98**	**$0.00**	**$25.68**	**0.06%**

Asset Description	Quantity	Price	Market Value as of 12/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
OTHER							
W.L. GORE & ASSOCIATES INC.	11.000	$224,000.000	$2,464,000 00	$2,464,000.00	$0.00	$0.00	0.00%
Total Other			**$2,464,000.00**	**$2,464,000.00**	**$0.00**	**$0.00**	**0.00%**
Total EQUITIES			**$2,464,000.00**	**$2,464,000.00**	**$0.00**	**$0.00**	**0.00%**

	Account Value as of 12/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$2,506,790.98**	**$2,506,790.98**	**$0.00**	**$25.68**

Approved 02-16-2011

BYLAWS
OF
GEOFAMILY FOUNDATION
(First Amendment
and Restatement)

Section 1. Organization

1.1 Name. The name of the corporation is **GeoFamily Foundation**, an Arizona nonprofit corporation.

1.2 Principal Office. The principal office of the corporation shall be 450 S. River Run Road, Flagstaff, Arizona 86001, and additional offices may be maintained at such other places within the State of Arizona as the board of directors may from time to time designate.

1.3 Fiscal Year. The fiscal year of the corporation shall be a calendar year.

1.4 Purpose and Initial Business.

(a) These bylaws are formed and adopted by the corporation to govern and facilitate its business as a nonprofit corporation operated exclusively for charitable, scientific, literary, educational and religious purposes under Chapters 19 and 26 through 40 of Title 10 of the Arizona Revised Statutes and as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law) (the "**Code**"), and section 43-1201(4) of the Arizona Revised Statutes (or the corresponding provisions of any future law).

(b) The character of the business and affairs that the corporation initially intends to conduct in the State of Arizona is to:

(i) Solicit donations of property to the corporation to be used in furtherance of the corporation's charitable, scientific, literary, educational and religious purposes as stated in its Articles of Incorporation.

(ii) Administer property donated to, or acquired by, the corporation and the income therefrom to accomplish the charitable, scientific, literary, educational and religious purposes as stated in its Articles of Incorporation.

(iii) Distribute such property to qualified organizations and persons for charitable, scientific, literary, educational or religious purposes.

(iv) Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the corporation and, in connection therewith, exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona consistent with the corporation's status as a corporation (A) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and state income tax under section 43-1201(4) of the Arizona Revised Statutes (or the corresponding provisions of any future law) and (B) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Code.

1.5 Prohibited Activities.

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

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

(c) The corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code (or the corresponding provisions of any future law), and state income tax under section 43-1201(4) of the Arizona Revised Statutes (or the corresponding provisions of any future law) or (ii) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Code (or the corresponding provisions of any future law).

(d) Anything herein to the contrary notwithstanding, if the corporation is a private foundation as defined in section 509 of the Code, the corporation shall not engage in any act of self-dealing, as defined in section 4941(d) of the Code (or the corresponding provisions of any future law); nor distribute any of the income of the corporation in such a manner as to subject it to tax under section 4942 of the Code (or the corresponding provisions of any future law); nor retain any excess business holdings, as defined in section 4943(c) of the Code (or the corresponding provisions of any future law); nor make any investments in such manner as to subject the foundation to tax under section 4944 of the Code (or the corresponding provisions of any future law); nor make any taxable expenditures, as defined in section 4945(d) of the Code (or the corresponding provisions of any future law).

Approved 2-16-2011

Section 2. Board of Directors

2.1 Number, Qualification, and Election.

(a) Number. The management of the affairs of the corporation shall be vested in a board of directors, comprising of six (6) directors as determined pursuant to this Section 2.1; provided, however, the board of directors may in its sole discretion at any meeting increase or decrease the number of directors, subject to this Section 2 and the corporation's articles of incorporation.

(b) Initial Board of Directors. Initially, the board shall be comprised of: two (2) Founder seats (each a "**Founder Seat**" and, collectively, the "**Founder Seats**"); and four (4) descendant seats (each a "**Descendant Seat**" and, collectively, the "**Descendant Seats**").

(i) Founder Seats.

(A) So long as VIRGINIA G. GIOVALE ("**GINGER**") is living, GINGER shall hold one (1) of the Founder Seats; and so long as JOHN N. GIOVALE ("**JOHN**") is living, JOHN shall hold one (1) of the Founder Seats. As used herein, GINGER and JOHN are each a "**Founder**" and collectively the "**Founders**"; and, only JOHN and GINGER may hold a Founder Seat and exercise the powers associated with a Founder Seat.

(B) In the event a Founder is unable to serve as a director for any reason (other than death), then until such Founder has the ability to again serve as a director such Founder Seat shall become inactive and shall not count for purposes of determining whether a quorum of the board of directors is present at a meeting or for any other purpose.

(C) In the event of the death of a Founder, then the applicable Founder Seat shall terminate.

(iii) Descendant Seats.

(A) The initial four (4) Descendant Seats shall be appointed as follows: one (1) seat to PETER R. GIOVALE; one (1) seat to DANIEL G. GIOVALE; one (1) seat to MICHAEL A. GIOVALE; and, one (1) seat to MARK N. GIOVALE (each a "**Founders' Son**" and collectively the "**Founders' Sons**").

(B) The Descendant Seats shall be permanent, with the number of Descendant Seats at all times being equal the number of

Founders' Sons then living, plus the number of Founders' Sons then deceased survived by one or more descendants.

(C) In the event a Founders' Son is unable to serve on the board of directors for any reason (other than death), then such Founders' Son's spouse shall serve as a director for the applicable Descendant Seat until such Founders' Son has the ability to again serve as a director. In the event of a Spousal Event, or in the event the Founder's Son has no spouse on the date he is unable to serve, then the oldest living descendant of such Founders' Son the age of at least twenty-five (25) years shall serve as a director for the applicable Descendant Seat until such Founders' Son has the ability to again serve as a director. A **"Spousal Event"** shall mean any one of the following concerning a respective spouse: (1) death; (2) resignation; (3) living apart from a Founders' Son at the time a Founders' Son is unable to serve on the board of directors; (4) the filing of a petition for divorce; (5) legal separation from a Founders' Son; (6) marital dissolution; and (7) remarriage.

(D) In the event of the death of a Founders' Son with a descendant then living, then such Founders' Son's spouse shall serve as a director for the applicable Descendant Seat. In the event of a Spousal Event, or in the event such Founders' Son has no spouse at his death, then the oldest living descendant of such Founders' Son the age of at least twenty-five (25) years shall serve as a director for the applicable Descendant Seat. In the event of the death of a Founder's Son without descendants or, following the death of a Founder's Son, there ceases to be any of his descendants who are living then the applicable Descendant Seat shall terminate.

(E) A Founders' Son may, in his sole discretion and at any time, appoint either (1) his spouse, or (2) a descendant the age of at least twenty-five (25), to serve on his behalf on the board of directors; provided however that the Founders' Son may remove such individual at any time for any reason or no reason, and at such time the Founders' Son shall resume as a member of the corporation's board of directors.

(F) In the event a Founders' Son is unable to serve as a director for any reason (other than death), and such Founders' Son's position on the board of directors is not, or cannot, be filled pursuant to this Section 2.1(b) because he has no spouse, a Spousal Event has occurred or he has no descendant the age of at least twenty-five(25), then until such Founders' Son has the ability to again serve as a director (or the seat is otherwise filled) such seat shall become inactive and shall not count for purposes of determining whether a quorum of the board of directors is present at a meeting or for any other purpose.

(G) For purposes of these bylaws, **"descendant"** shall mean all of the Founders' descendants of all generations, with the relationship of parent and child at each generation; provided, however, that any person that is adopted by a Founders' Son or a Founders' Son's descendant and is over the age of ten (10) years at the time of such adoption, shall not be considered a "descendant."

(c) Inability to Serve. The determination of whether a director is "unable to serve" for reasons other than death shall be made by vote of a majority of the directors at a special meeting called for that purpose. Any such determination shall be based on a physical or mental disability preventing the affected director from performing his or her duties as a member of the board of directors for an indefinite period, which a majority of the directors considers will be of long continued duration. Following a determination that a director is unable to serve, a majority of the directors may, at a special meeting called for that purpose, determine that the director has regained the ability to serve as a member of the board of directors on account of a change in his or her physical or mental disability, at which time the director shall resume his or her position on the board of directors.

(d) Election; Term. Except for the Founder Seats and the Descendant Seats, Directors shall be elected by a majority of the then serving directors. Each director shall serve a one (1) year term.

2.2 Powers and Duties. The board of directors shall have the power and duties necessary for the administration of the affairs of the corporation and may do all such acts and things as are not prohibited by law, the Articles of Incorporation, or these bylaws.

2.3 Removal.

(a) Founder Seats and Descendant Seats. A Founder and a person appointed to a Descendant Seat may not be removed from the board of directors.

(b) Other Directors. All directors shall be subject to removal at any time, with or without cause, and for any reason or no reason, by an affirmative vote of a majority of the board. Any director subject to a removal vote shall be prohibited from voting on such matter.

2.4 Regular Meetings. Regular meetings of the board of directors shall be held at such time as specified from time to time by the directors; provided, however, that if such date falls on a holiday, the meeting shall be held on such date as the chairperson of the board shall set.

2.5 Annual Meeting. The annual meeting of the board of directors shall be held on the first Monday of November of each year; provided, however, that if such date falls on a holiday, the meeting shall be held on the next business day. At such annual meeting, any newly elected directors shall meet with existing directors for the purpose of organization, the election of officers of the board and the corporation, and the transaction of other business.

2.6 Special Meetings. Special meetings of the board may be called by a Founder, the chairperson of the board, or by a majority of the members of the board. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

2.7 Notice of Meetings. Except when a regular meeting of the board of directors is set by the chairperson under Section 2.4, no notice of the regular or annual meeting of the board of directors need be given. Unless properly waived, notice of any special meeting of the board of directors, stating the time and in general terms the purpose or purposes thereof, shall be given to all of the directors at least seven (7) days prior to such meeting. Notice shall be in writing and may be given by U.S. first class mail, overnight courier, facsimile or e-mail, addressed to the last known mailing address, facsimile telephone number or e-mail address of each director as the same appears on the records of the corporation. It shall be the obligation of each director to keep the secretary of the corporation apprised of the director's mailing address, facsimile telephone number and e-mail address to which such written notice may be given.

2.8 Place of Meeting. The directors shall hold their meetings within or without the state of Arizona as the board of directors from time to time may determine. Unless otherwise determined, such meetings shall be held at the principal office of the corporation. A director may participate in a meeting of the board of directors, whether regular or special, by means of conference telephone or similar electronic equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

2.9 Quorum. A majority of the directors on the board of directors eligible to vote shall constitute a quorum for the transaction of business, which must include at least one (1) Founder (if living) and one (1) Founders' Son or applicable representative. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by the Articles of Incorporation, these bylaws, or by law. A meeting at which a quorum is initially present may continue and transact business notwithstanding the withdrawal of directors provided that at least three (3) of the directors then in office are present, including at least one (1) Founder and one (1) Founders' Son, and provided further, that any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, these bylaws, or by law.

2.10 **Chairperson.** The board shall elect a director to serve as chairperson of the board. At all meetings of the board of directors, the director elected as chairperson shall preside unless he or she is absent, in which event the directors at such meeting shall chose from among those present a chairperson to preside at such meeting.

2.11 **Treasurer.** The board shall elect a director to serve as treasurer of the board. The treasurer of the board shall present to the board at its annual meeting, any regular called meetings and any other meeting designated by the chairperson, the treasurer's report that has been prepared by the treasurer of the corporation. In addition, the treasurer of the board shall fulfill such other functions or duties assigned to him or her by the board or the chairperson from time to time.

2.12 **Secretary.** The board shall elect a director to serve as secretary of the board. The secretary of the board or his or her delegate shall keep the minutes of all proceedings of the board and shall fulfill such other functions or duties assigned to him or her by the board of the chairperson from time to time.

2.13 **Action Without Meeting.** Any action that may be taken at a meeting of the directors may be taken without a meeting if a written consent setting forth the action taken shall be signed by all of the directors. The board may also take action without a meeting if all of the directors receive written notice of the proposed action to be taken addressed by a director to all of the other directors' last known e-mail addresses as they appear on the records of the corporation and all such other directors reply to such e-mail by an e-mail addressed to all members of the board consenting to the action to be taken.

2.14 **Compensation.** The directors of the corporation, chairperson, treasurer and secretary of the board and all members of committees shall serve without salary, unless ordered otherwise by the directors. However, they shall be reimbursed for the necessary expenses incurred in the execution of their duties.

2.15 **Vacancies.** Except as otherwise provided in Section 2.1, in case of any vacancy among the directors through death, resignation, disqualification, or other cause, or in the case of a vacancy arising from the increase in the number of directors, the other directors, by affirmative vote of a majority thereof, may fill any such vacancy.

Section 3. Funds, Committees, and Advisory Boards

3.1 Founders' Fund and Committees.

(a) A fund is created for the Founders. The Founders may appoint an executive committee to act on behalf of the Founders' fund. Any such executive committee shall have and exercise such powers with respect to the conduct of such business of the Founders' fund as shall be determined by the Founders' written rules for the conduct of the business of such executive committee.

(b) In the event the Founders, individually if only one is surviving or jointly if both are surviving, are unable to appoint an executive committee for any reason, or upon the death of both Founders, then a majority vote of the remaining board of directors shall be provided with such power of appointment.

3.2 General Endowment Fund and Committee.

(a) A general endowment fund is created. The Founders may appoint an executive committee to act on behalf of the general endowment fund. Any such executive committee shall have and exercise such powers with respect to the conduct of such business of the general endowment fund as shall be determined by the Founders' written rules for the conduct of the business of such executive committee.

(b) In the event the Founders, individually if only one is surviving or jointly if both are surviving, are unable to appoint an executive committee for any reason, and upon the death of both Founders, then a majority vote of the remaining board of directors shall be provided with such power of appointment.

3.3 Founders' Sons' Funds and Committees.

(a) A fund is created for each of the respective Founders' Sons. The Founders' Son on whose behalf a fund has been created may appoint an executive committee to act on behalf of the respective Founders' Son's fund. Any such executive committee shall have and exercise such powers with respect to the conduct of such business of the respective fund as shall be determined by the Founders' Son's written rules for the conduct of the business of such executive committee.

(b) In the event a Founders' Son is unable to appoint an executive committee for any reason (other than death), then person serving in the stead of such Founders' Son on the board of directors shall be provided with such power of appointment.

3.4 Special Projects Fund and Committee. One or more special projects funds may be created from time to time. The board of directors may appoint an executive committee to act on behalf of the special projects fund. Any such executive committee shall have and exercise such powers with respect to the conduct of such business of the general endowment fund as shall be determined by the board of directors' written rules for the conduct of the business of such executive committee. In the event the board of directors does not elect, or has not elected, such executive committee, the board of directors shall have and exercise the aforesaid powers.

3.5 Other Committees and Advisory Boards. From time to time, the board of directors may appoint other such committees and advisory boards for any purpose.

Section 4. Officers of the Corporation

4.1 **Designation.** The principal officers of the corporation shall be a president, vice president, a secretary, and a treasurer, and such other officers as may from time to time be appointed, each of whom shall be elected by the board of directors. With the exception of the office of treasurer, no individual may hold more than one office.

4.2 **Tenure of Office.** All officers shall be elected for a term of one year and shall be subject to removal at any time, with or without cause, by an affirmative vote of a majority of the board.

4.3 **President.** The president shall be the chief executive officer of the corporation. The president may sign and execute all authorized contracts, other instruments, or obligations in the name of the corporation. The president may sign all authorized checks in the name of the corporation. Subject to the board of directors, the president shall have general charge of the business and affairs of the corporation. The president shall do and perform such other duties and have such other powers as from time to time may be assigned to him or her by the board of directors.

4.4 **Vice President.** The vice president shall, in the event of the president's absence or inability to act, have all the powers of the president. The vice president shall perform such other duties as the board of directors shall delegate to him or her.

4.5 **Secretary.** The secretary of the corporation shall attend to the giving and serving of all notices for the corporation when directed by the chairperson or president. The secretary may sign with the president, in the name of the corporation, all contracts authorized by the board. Such person shall have charge of all such books and records as the board may direct. The secretary shall, in general, perform all the duties incident to the office of the secretary, subject to the control of the board.

4.6 **Treasurer.** The treasurer of the corporation shall have the custody of all the funds and securities of the corporation which may come into such individual's hands. The treasurer may endorse on behalf of the corporation for collection, checks, promissory notes, and other obligations, and shall deposit the same to the credit of the corporation in such bank or banks or depositories as the board of directors may designate. The treasurer may sign receipts and vouchers for payments made to the corporation. The treasurer may sign checks made by the corporation and pay out and dispose of the same under the direction of the board. The treasurer may sign, with the president or such other person or persons as may be designated by the board, all authorized promissory notes and bills of exchange of the corporation; whenever required by the board, he or she shall render a statement of his or her cash accounts. The treasurer shall enter regularly in books of the corporation, to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid on account of the corporation. The treasurer shall be responsible for having prepared and timely filing all necessary tax forms with the Internal

Revenue Service and the State of Arizona, including, without limitation, IRS Form 990-PF, Return of Private Foundation, and the corresponding Arizona Department of Revenue Form 99-PF. Such person shall perform all duties incident to the position of treasurer subject to the control of the board. The powers and duties of the treasurer may be exercised and performed by any of the other officers of the corporation, as the board may direct.

4.7 **Compensation**. The officers of the corporation shall be paid such compensation as determined by the board of directors. However, they shall be reimbursed for the necessary expenses incurred in the execution of their duties.

Section 5. Possession, Ownership, and Exercise of Membership Rights in Nonprofit, Tax-Exempt Corporations

The corporation may possess and own membership rights in other nonprofit, tax-exempt corporations and exercise all such rights incident thereto, including, without limitation, the voting rights granted to the owner of such memberships; provided, however, that the purposes and operations of such other nonprofit, tax-exempt corporations are functionally related to the stated purposes and operation of the corporation, and so long as the possession, ownership, and exercise of such membership rights are not prohibited under Section 1.5 of these bylaws.

Section 6. Distributions and Disbursements

6.1 **Determination of Distributions in General**. Pursuant to this Section 6.1 and subject to Section 1.5, the board of directors, not less frequently than annually, shall (a) determine all distributions to be made from net income and assets of the corporation pursuant to provisions of the Articles of Incorporation of the corporation and these bylaws, and make, or authorize and direct the respective agents and others having custody of funds of the corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable, scientific, literary, educational or religious purposes and in the manner intended; and (b) determine all disbursements to be made for administrative expenses incurred by the board of directors and make, or authorize and direct the respective agents and others having custody of funds of the corporation to make, payments thereof. The respective executive committees or other person(s) acting on behalf of the funds created pursuant to Section 3 shall from time to time submit to the board of directors a written recommendation of disbursements. The board of directors shall defer to such written recommendation of respective disbursements; provided, however, the board of directors may, in its sole discretion, make any final determination of any such disbursement.

6.2 **Minimum Distribution Requirement**. Notwithstanding anything to the contrary herein, the board of directors shall take all actions necessary for the corporation to comply with the minimum distribution requirements set forth in section 4942 of the Code and the attendant regulations. No fund created pursuant to Section 3 of these bylaws shall be solely responsible for the corporation's compliance with such minimum distribution requirements. In the event the board of directors is unable to determine the respective sources and amounts of distribution necessary to comply with such minimum distribution requirements, then the funds created pursuant to Section 3 of these bylaws, and each of them, shall authorize proportionate distributions relative to such funds' respective values determined on same basis as the corporation's minimum distribution requirements.

6.3 **Voting Requirements.** All determinations of distributions and disbursements under this section shall be by the affirmative vote of a majority of the board of directors.

6.4 **Investigations and Research.** The board of directors, through its officers and agents, shall gather and analyze facts and conduct such investigation and research as from time to time is necessary to determine the most effective means for meeting the purposes of the corporation through distribution of funds given to the corporation for charitable, scientific, literary, educational or religious purposes, and may direct disbursements for such fact-gathering, analysis, investigation, and research from funds given to the corporation.

6.5 **Distributions to Other Organizations or Agencies.** The board of directors may, in furtherance of the corporation's charitable, scientific, literary, educational and religious purposes when needs therefor have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such organizations, persons, governments, or governmental agencies as in the opinion of the board of directors can best carry out such purposes or help create new qualified charitable, scientific, literary, educational and religious organizations to carry out such purposes.

Section 7. Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by applicable state law.

Section 8. Books and Records

All books, records, receipts, returns, minutes, and other data of the corporation, including the minutes of board meetings, shall remain the permanent property of the corporation. There shall be two copies of all records kept. One copy shall be retained at the offices of the corporation, and one copy retained by the secretary of the corporation or treasurer of the corporation. All such data shall be available at the principal office of the corporation for inspection at any reasonable time by any director of the corporation.

Section 9. Accounting Report

Within seventy five (75) days of the closing of each fiscal year, the treasurer of the board shall furnish each director with a copy of an accounting report comprised of full and accurate accounts of all monies received and paid on account of the corporation for such fiscal year.

Section 10. Amendment and Repeal

(a) During Founders' Lifetimes. During the lifetime of both Founders, these bylaws may be amended, or may be repealed and new bylaws adopted in place thereof, by a unanimous vote of the Founders in such instance as the Founders may determine to be advisable. During the lifetime of only one (1) remaining Founder, these bylaws may be amended, or may be repealed and new bylaws adopted in place thereof, by such remaining Founder in such instance as he or she may determine to be advisable. For the purposes of this Section 10, a Founders' ability to amend or repeal these bylaws shall be suspended during any period a Founder is unable to serve as a member of the board of directors (as defined in Section 2 of these bylaws).

(b) *Following Founders' Lifetimes. Following the death of both Founders,* these bylaws may be amended, or may be repealed and new bylaws adopted in place thereof, by a majority vote in favor thereof by the board of directors in such instance as the board may determine to be advisable. Unless properly waived, notice of any meeting at which any action concerning the bylaws is proposed shall be mailed to all directors at least ten (10) days prior to such meeting, and in the same manner prescribed for giving notice of special meetings of the board of directors. Such notice shall state in general terms the nature of any proposed action concerning the bylaws.

These first amended and restated bylaws are adopted as of the 16th day of February, 2011.

GeoFamily Foundation,
an Arizona nonprofit corporation

By Virginia G. Giovale
Virginia G. Giovale, Chairperson

ATTESTED:

By Peter R. Giovale
Peter R. Giovale, Secretary of the Board