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 , and ending

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

Name of foundation BAPTIST HEALING HOSPITAL TRUST	A Employer identification number 52-2362225
Number and street (or P O box number if mail is not delivered to street address) 1919 CHARLOTTE AVENUE — Room/suite 320	B Telephone number (615)284-2653
City or town, state, and ZIP code NASHVILLE, TN 37203	C If exemption application is pending, check here ▶ [ ] D 1. Foreign organizations, check here ▶ [ ] 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 125,957,487. J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,662,513.	1,662,513.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,538,966.			
	b Gross sales price for all assets on line 6a 46,724,814.				
	7 Capital gain net income (from Part IV, line 2)		1,538,966.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 32,637.				STATEMENT 2
	b Less Cost of goods sold 18,381.				
	c Gross profit or (loss)	14,256.			
	11 Other income	36,815.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	3,252,550.	3,201,479.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	289,997.	0.		289,997.
	14 Other employee salaries and wages	91,316.	0.		91,316.
	15 Pension plans, employee benefits	77,145.	0.		86,207.
	16a Legal fees STMT 4	5,465.	0.		5,465.
	b Accounting fees STMT 5	14,983.	7,491.		7,492.
	c Other professional fees STMT 6	151,045.	150,445.		600.
	17 Interest	214,684.	0.		209,447.
	18 Taxes STMT 7	56,288.	0.		29,084.
	19 Depreciation and depletion	9,017.	0.		
	20 Occupancy	94,235.	0.		94,235.
	21 Travel, conferences, and meetings	6,760.	0.		6,760.
	22 Printing and publications	1,043.	0.		1,043.
	23 Other expenses STMT 8	165,607.	119.		142,815.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,177,585.	158,055.		964,461.
	25 Contributions, gifts, grants paid	3,678,252.			3,548,169.
	26 Total expenses and disbursements. Add lines 24 and 25	4,855,837.	158,055.		4,512,630.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,603,287.			
	b Net investment income (if negative, enter -0-)		3,043,424.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,681,005.	9,544,189.	9,544,189.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 7,739.			
	Less: allowance for doubtful accounts ▶	32,352.	7,739.	7,739.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,752.	13,010.	13,010.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	108,926,948.	116,385,005.	116,385,005.
	14 Land, buildings, and equipment: basis ▶ 163,671.			
	Less accumulated depreciation ▶ 156,127.	13,613.	7,544.	7,544.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	117,672,670.	125,957,487.	125,957,487.
Liabilities	17 Accounts payable and accrued expenses	93,065.	106,236.	
	18 Grants payable	2,387,244.	2,491,192.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	4,696,863.	4,262,998.	
	23 Total liabilities (add lines 17 through 22)	7,177,172.	6,860,426.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	110,495,498.	119,097,061.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	110,495,498.	119,097,061.	
	31 **Total liabilities and net assets/fund balances**	117,672,670.	125,957,487.	

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	110,495,498.
2 Enter amount from Part I, line 27a	2	-1,603,287.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	10,204,850.
4 Add lines 1, 2, and 3	4	119,097,061.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	119,097,061.

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	SALE OF PUBLICLY TRADED SECURITIES	P		
b	SALE OF FIXED ASSETS	P		
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	46,724,714.		45,185,848.	1,538,866.
b	100.			100.
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				1,538,866.
b				100.
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	1,538,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	3,970,482.	106,957,418.	.037122
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	.037122
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	.037122
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	116,657,733.
5 Multiply line 4 by line 3	5	4,330,568.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,434.
7 Add lines 5 and 6	7	4,361,002.
8 Enter qualifying distributions from Part XII, line 4	8	4,512,630.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	30,434.
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	0.
3	Add lines 1 and 2			3	30,434.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	30,434.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	34,242.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	46,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	80,242.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	49,808.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 9,000.	**Refunded** ▶		11	40,808.

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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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	X	
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 instructions) ▶ TN			
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)? *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	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 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 ▶ WWW.HEALINGHOSPITAL.ORG

14 The books are in care of ▶ MATT DEEB Telephone no. ▶ (615)284-2653

Located at ▶ 1919 CHARLOTTE AVE., SUITE 320, NASHVILLE, TN ZIP+4 ▶ 37203

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 | N/A

			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)?	N/A	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 instructions.)	N/A	2b		
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.)*	N/A	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)*

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)? ☐ 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 instructions)? N/A | 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? N/A ☐ 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? N/A | 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		289,997.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	113,325,996.
b	Average of monthly cash balances	1b	5,079,957.
c	Fair market value of all other assets	1c	28,294.
d	**Total** (add lines 1a, b, and c)	1d	118,434,247.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	118,434,247.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,776,514.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	116,657,733.
6	**Minimum investment return.** Enter 5% of line 5	6	5,832,887.

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

1	Minimum investment return from Part X, line 6	1	5,832,887.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 30,434.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b: 179.		
c	Add lines 2a and 2b	2c	30,613.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,802,274.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,802,274.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,802,274.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,512,630.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,512,630.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	30,434.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,482,196.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,160,491.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 3,970,482.				
f Total of lines 3a through e	3,970,482.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 4,512,630.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				1,160,491.
e Remaining amount distributed out of corpus	3,352,139.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,322,621.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	7,322,621.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 3,970,482.				
e Excess from 2010 3,352,139.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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 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).)

NONE

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.

NONE

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

Check here ▶ ☐ 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 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:

SEE STATEMENT 13

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				
SEE STATEMENT 14				
Total			▶ 3a	3548169.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	1,662,513.	
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			18	1,538,966.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			05	14,256.	
11 Other revenue:					
a MISCELLANEOUS REVENUE			01	36,815.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,252,550.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) .... 13 3,252,550.

(See worksheet in line 13 instructions 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).

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
		N/A	

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
N/A		

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: 11/15/11 — Title: CHIEF FINANCIAL OFFICER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIANA J. MULLENAX	Briana Mullenax CPA	11/15/11		

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. — Firm's EIN ▶

Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869 — Phone no. (615)377-4600

Baptist Healing Hospital Trust
52-2362225

Attachment to Part I, Line 19

G/L Acct #	G/L Description	Depreciation	
1511	A/D - Furniture & Fixtures	$	(1,681)
1516	A/D - Equipment	$	(220)
1521	A/D - Computer Equipment	$	(2,031)
1526	A/D - Computer Software	$	(2,437)
1531	A/D - Copier	$	(2,648)
	Grand Total	$	(9,017)

Baptist Healing Hospital Trust
52-2362225
990PF Attachment, Page 1, Line 10a, 10b, 10c

Type of Products Sold	Gross Sales	COGS	Gross Profit
CD / Video Sales	1,698	6,371	(4,673)
Book Sales	30,939	12,010	18,929
	32,637	18,381	14,256

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	1,655,029.	0.	1,655,029.
INTEREST INCOME	7,484.	0.	7,484.
TOTAL TO FM 990-PF, PART I, LN 4	1,662,513.	0.	1,662,513.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10		STATEMENT 2

INCOME		
1. GROSS RECEIPTS	32,637	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		32,637
4. COST OF GOODS SOLD (LINE 15)	18,381	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		14,256
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		14,256
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED		
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES	18,381	
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		18,381
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		18,381

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS REVENUE	36,815.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	36,815.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,465.	0.		5,465.
TO FM 990-PF, PG 1, LN 16A	5,465.	0.		5,465.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,983.	7,491.		7,492.
TO FORM 990-PF, PG 1, LN 16B	14,983.	7,491.		7,492.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	150,445.	150,445.		0.
PROFESSIONAL FEES	600.	0.		600.
TO FORM 990-PF, PG 1, LN 16C	151,045.	150,445.		600.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	29,775.	0.		29,084.
OTHER TAXES	26,513.	0.		0.
TO FORM 990-PF, PG 1, LN 18	56,288.	0.		29,084.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	26,297.	0.		35,386.
INSURANCE	9,657.	0.		-22,105.
GIFTS & AWARDS	2,453.	0.		2,453.
DUES & SUBSCRIPTIONS	8,969.	0.		8,969.
CONTRACT SERVICE	6,286.	0.		6,286.
MISCELLANEOUS	62,689.	0.		62,689.
EVENTS & SEMINARS	9,909.	0.		9,909.
CONSULTING FEES	17,534.	0.		17,534.
TECHNOLOGY SUPPORT SERVICES	17,619.	0.		17,619.
POSTAGE	2,086.	0.		2,086.
BANK FEES	119.	119.		0.
CONSULTANT TRAINING EXPENSE	1,989.	0.		1,989.
TO FORM 990-PF, PG 1, LN 23	165,607.	119.		142,815.

FOOTNOTES STATEMENT 9

SUPPLEMENTAL INFORMATION:

FORM 990-PF, PART XV, LINE 2C - SUBMISSION DEADLINES:

THERE ARE TWO DEADLINES FOR EACH GRANT CYCLE (PRELIMINARY PROPOSAL AND FULL PROPOSAL) AND THE DATES VARY BY YEAR. FOR THE SPRING GRANT CYCLE THE PRELIMINARY APPLICATION DEADLINE IS TYPICALLY IN EARLY FEBRUARY AND THE FULL PROPOSAL DEADLINE IS TYPICALLY EARLY MARCH. FOR THE FALL GRANT CYCLE THE PRELIMINARY APPLICATION DEADLINE IS TYPICALLY IN LATE JULY OR EARLY AUGUST AND THE FULL PROPOSAL DEADLINE IS TYPICALLY LATE AUGUST OR EARLY SEPTEMBER. THE TRUST HAS A GRANT CATEGORY CALLED CRITICAL NEEDS WHICH ARE ACCEPTED ON A

ROLLING BASIS. CRITICAL NEEDS GRANT REQUESTS ARE TIME SENSITIVE IN NATURE AND TYPICALLY REQUIRE A RAPID FUNDING DECISION AND THEREFORE THERE ARE NO DEADLINES FOR THESE GRANTS. CRITICAL NEEDS GRANT APPLICANTS MUST COMPLETE AN APPLICATION WHICH CAN ALSO BE FOUND ON THE TRUST WEBSITE.

FORM 990-PF, PART XI, LINE 6 & PART XIII, LINE 1(D):

ON JANUARY 1, 2009, THE TRUST CONVERTED TO A PRIVATE FOUNDATION. ITS START-UP PERIOD FOR MAKING "QUALIFYING DISTRIBUTIONS" PURSUANT TO CODE SECTION 4942 BEGAN JANUARY 1, 2010. THE START-UP PERIOD WILL EXTEND FROM JANUARY 1, 2010 THROUGH DECEMBER 31, 2013, IN ACCORDANCE WITH THE PROVISIONS OF TREAS. REG. SECTION 53.4942(A)-3(B)(4). IN 2014 AND FOR ALL SUBSQUENT YEARS THEREAFTER, THE TRUST WILL MAKE THE FULL, REQUIRED QUALIFYING DISTRIBUTIONS ON AN ANNUAL BASIS.

START-UP PERIOD MINIMUM AMOUNTS ARE AS FOLLOWS:

12/31/2010 - TWENTY PERCENT OF DISTRIBUTABLE AMOUNT
12/31/2011 - FORTY PERCENT OF DISTRIBUTABLE AMOUNT
12/31/2012 - SIXTY PERCENT OF DISTRIBUTABLE AMOUNT
12/31/2013 - EIGHTY PERCENT OF DISTRIBUTABLE AMOUNT

FORM 990-PF, PART XI, LINE 7	5,802,453.
FORM 990-PF, PART XIII, LINE 1, COLUMN (D) (PART XI, LINE 7 MULTIPLIED BY 20%)	1,160,491.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	FMV	28,209,180.	28,209,180.
MUTUAL FUNDS	FMV	75,639,568.	75,639,568.
PRIVATE CAPITAL / PARTNERSHIPS	FMV	10,586,257.	10,586,257.
CERTIFICATES OF DEPOSIT	FMV	1,950,000.	1,950,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		116,385,005.	116,385,005.

FORM 990-PF | OTHER LIABILITIES | STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BWPH EQUIPMENT LEASE	338,200.	148,045.
BWPH PROPERTY LIABILITY	1,682,055.	1,569,482.
BWPH BRIDGE LIABILITY	2,242,743.	2,092,645.
BWPH CURRENT PORTION	433,865.	452,826.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,696,863.	4,262,998.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DR. LARRY CHURCHILL 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
DR. H. EUGENE COTEY 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
KIRBY DAVIS, JR. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
LARRY DAVIS 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
H. DEAN DICKEY 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
ROY ELAM, M.D. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
CHRIS FERRELL 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
REV. MARY K. FRISKICS-WARREN 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
KEITH HAGAN, M.D. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
ADDIE HAMILTON, RN 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
JAMES G HOLLEMAN 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	TREASURER 1.00	0.	0.	0.

SCOTT JENKINS 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	VICE CHAIRPERSON 1.00	0.	0.	0.
RUTH E. JOHNSON 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
D. ED MOODY, JR. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
VIRGIL H. MOORE, JR. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	CHAIRPERSON 1.00	0.	0.	0.
CRAIG REED 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
EUGENE REGEN, M.D. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
REV. BRETT ROBBE 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
JASON ROGERS 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
KENNETH L. ROSS, SR. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
MS. BILLYE SANDERS 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
CATHERINE STALLWORTH, M.D. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	BOARD MEMBER 1.00	0.	0.	0.
JOHN G. THOMPSON, JR., M.D. 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	SECRETARY 1.00	0.	0.	0.
ERIE CHAPMAN 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	PRESIDENT & CEO 40.00	17,664.	0.	0.

CATHY SELF 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	SENIOR VP 40.00	109,824.	0.	0.
KRISTEN KEELY-DINGER 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	VP OF PROGRAMS & GRANTS 40.00	77,991.	0.	0.
MATTHEW DEEB 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	VP OF FINANCE 40.00	84,518.	0.	0.
DOROTHY BERRY 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
STEPHANIE VALDEZ-STREATY 1919 CHARLOTTE AVENUE, SUITE 320 NASHVILLE, TN 37203	COMMUNITY MEMBER - NON-VOT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		289,997.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. KRISTEN KEELY-DINGER
1919 CHARLOTTE AVE, SUITE 320
NASHVILLE, TN 37203

TELEPHONE NUMBER

615-284-8271

FORM AND CONTENT OF APPLICATIONS

APPLICANTS ARE REQUIRED TO SUBMIT GRANT APPLICATIONS THROUGH THE TRUST'S ONLINE APPLICATION PROCESS WHICH IS ONLY AVAILABLE THROUGH THE TRUST'S WEBSITE WWW.BAPTISTHEALINGTRUST.ORG. THEREFORE, THERE IS NO PAPER APPLICATION FORM. THE REQUIRED GRANT APPLICATION COMPONENTS FOR EACH GRANT TYPE ARE LISTED ON THE TRUST'S WEBSITE.

ANY SUBMISSION DEADLINES

THE TRUST HAS TWO GRANT CYCLES EACH YEAR: SPRING AND FALL. SEE FOOTNOTES FOR ADDITIONAL INFO.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS MUST MEET THE FOLLOWING CRIETERIA:
*ORGANIZATION WITH A 501(C)(3) STATUS
*ORGANIZATION IN OPERATION AS A 501(C)(3) AT LEAST ONE YEAR BY THE TIME OF THE FULL PROPOSAL DEADLINE
*ORGANIZATION SERVES AT LEAST ONE OF THE FORTY COUNTIES IN MIDDLE TENNESSEE (SEE OUR WEBSITE FOR COUNTY LIST)
*ORGANIZATION INCREASES ACCESS TO COMPASSIONATE HEALTH SERVICES FOR THE VULNERABLE.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALCOHOL & DRUG COUNCIL OF MIDDLE TENNESSEE 1704 CHARLOTTE AVE NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	31,750.
ALIVE HOSPICE 1718 PATTERSON ST. NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	43,688.
AMERICAN RED CROSS - NASHVILLE CHAPTER 2201 CHARLOTTE AVENUE NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	13,226.
BIG BROTHERS BIG SISTERS OF MIDDLE TENNESSEE 1704 CHARLOTTE AVENUE, SUITE 130 NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	67,500.
BRIGHTSTONE, INC. 140 SOUTHEAST PARKWAY COURT FRANKLIN, TN 37064	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	21,265.
CAMPUS FOR HUMAN DEVELOPMENT P.O. BOX 25309 NASHVILLE, TN 37202-5300	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	75,000.
CANNON COUNTY SENIOR CITIZENS CENTER 609 LEHMAN STREET, PO BOX 336 WOODBURY, TN 37190	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	5,000.

CAREGIVER RELIEF PROGRAM OF BEDFORD COUNTY 500 ELM ST, P.O. BOX 584 SHELBYVILLE, TN 37162	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	7,500.
CASA OF MAURY COUNTY, INC. 22 PUBLIC SQUARE, STE 2 COLUMBIA, TN 38401	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	7,350.
CASA, INC. OF NASHVILLE AND DAVIDSON COUNTY 601 WOODLAND STREET NASHVILLE, TN 37206	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	29,250.
CATHOLIC CHARITIES OF TENNESSEE, INC. 10 S. 6TH STREET NASHVILLE, TN 37206	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	39,054.
CENTER FOR FAMILY DEVELOPMENT 100 EAST SIDE SQUARE SHELBYVILLE, TN 37160	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	26,801.
CENTER FOR NONPROFIT MANAGEMENT 44 VANTAGE WAY, SUITE 230 NASHVILLE, TN 37228	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	49,000.
CENTERSTONE COMMUNITY MENTAL HEALTH CENTERS, INC. 1101 6TH AVENUE NORTH NASHVILLE, TN 37211	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	34,700.
CHARIS HEALTH CENTER 9695 LEBANON ROAD, SUITE 320 MT. JULIET, TN 37122	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	10,000.
CHILD ADVOCACY CENTER FOR THE 23RD JUDICIAL DISTRICT P.O. BOX 468, 6 COURT SQUARE CHARLOTTE, TN 37036	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	16,250.

CI SERVICES P.O. BOX 281858 NASHVILLE, TN 37228	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	89,988.
COLUMBIA CARES 319-D WEST 7TH STREET COLUMBIA, TN 38401	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	9,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE NASHVILLE, TN 37215-2519	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	50,000.
CRISIS PREGNANCY SUPPORT CENTER 1810 HAYES STREET NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	12,500.
CUMBERLAND CRISIS PREGNANCY SUPPORT CENTER PO BOX 1037 HENDERSONVILLE, TN 37077	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	40,000.
DICKSON COUNTY COMMUNITY CLINIC 111 HIGHWAY 70 EAST, SUITE 202 WEST DICKSON, TN 37055	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	25,000.
DOMESTIC VIOLENCE PROGRAM 826 MEMORIAL BLVD SUITE 205, PO BOX 2652 MURFREESBORO, TN 37133	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	13,130.
ELDERS FIRST ADULT DAY SERVICES ASSOCIATION P.O. BOX 332966 MURFREESBORO, TN 37133	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	7,500.
EXCHANGE CLUB FAMILY CENTER INC. 139 THOMPSON LANE NASHVILLE, TN 37211	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	25,000.

EYE RESEARCH FOUNDATION 210 25TH AVE N, STE 910 NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	3,750.
FAITH FAMILY MEDICAL CLINIC 326 21ST AVENUE NORTH NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	48,190.
FAMILY AND CHILDREN'S SERVICE 201 23RD AVENUE NORTH NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	34,866.
FENTRESS COUNTY CHILDREN'S CENTER 340 WEST CENTRAL AVE, P.O. BOX 1079 JAMESTOWN, TN 38556	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	21,000.
FIRST STEPS, INC. 4414 GRANNY WHITE PIKE NASHVILLE, TN 37204	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	22,500.
FRIENDS IN GENERAL, INC. 1818 ALBION STREET NASHVILLE, TN 37208	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	84,095.
GALLATIN C.A.R.E.S. 330 NORTH DURHAM AVE. GALLATIN, TN 37066	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	6,000.
GILDA'S CLUB NASHVILLE 1707 DIVISION STREET NASHVILLE, TN 37203	NONE TO EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR VULNERABLE POPULATIONS	501(C)(3)	12,500.
HOPE FAMILY HEALTH SERVICES 12124 NEW HIGHWAY 52 BYPASS WEST, SUITE 5 WESTMORELAND, TN 37186	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	45,889.

INTERFAITH DENTAL CLINIC OF NASHVILLE 1721 PATTERSON STREET NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	75,920.
KID'S PLACE CHILD ADVOCACY CENTER 202 DELLER STREET LAWRENCEBURG, TN 38464	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	9,940.
LEAGUE FOR THE DEAF AND HARD OF HEARING 415 4TH AVENUE SOUTH, SUITE A NASHVILLE, TN 37201	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	28,180.
LEGAL AID SOCIETY OF MIDDLE TENNESSEE AND THE CUMBERLANDS 300 DEADERICK STREET NASHVILLE, TN 37201	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	35,692.
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	27,524.
MAGDALENE, INC. PO BOX 6330-B, VANDERBILT UNIVERSITY NASHVILLE, TN 37235	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	20,000.
MANNA INC 415 4TH AVENUE SOUTH, UNIT B NASHVILLE, TN 37202	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	34,472.
MARTHA O'BRYAN CENTER, INC. 711 SOUTH SEVENTH STREET NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	55,080.
MARY PARRISH CENTER FOR VICTIMS OF DOMESTIC AND SEXUAL VIOLENCE P.O. BOX 60009 NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	18,450.
MAURY COUNTY CENTER AGAINST DOMESTIC VIOLENCE P.O. BOX 1961 COLUMBIA, TN 38402-1961	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	15,000.

MCMINNVILLE - WARREN COUNTY SENIOR CENTER 809 MORRISON STREET MCMINNVILLE, TN 37110	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	12,200.
MEHARRY MEDICAL COLLEGE - 1005 DR. D.B. TODD JR. BLVD., DEPARTMENT OF PEDIATRICS NASHVILLE, TN 37208	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	36,806.
MEN OF VALOR 1420 DONELSON PIKE, SUITE B-6 NASHVILLE, TN 37217	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	36,500.
MENDING HEARTS 929 43RD AVE. NO. NASHVILLE, TN 37209	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	28,000.
MENTAL HEALTH COOPERATIVE 275 CUMBERLAND BEND NASHVILLE, TN 37228	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	45,000.
MERCY HEALTH SERVICES 1113 MURFREESBORO ROAD, SUITE 319 FRANKLIN, TN 37064	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	30,750.
METROPOLITAN NASHVILLE YOUNG MEN'S CHRISTIAN ASSOCIATION 1000 CHURCH STREET NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	30,000.
MONROE HARDING CHILDREN'S HOME 1120 GLENDALE LANE NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	24,000.
NASHVILLE C.A.R.E.S., INC. 501 BRICK CHURCH PARK DRIVE NASHVILLE, TN 37207	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	7,500.
NASHVILLE DRUG COURT FOUNDATION INC 1300 DIVISION STREET, SUITE 107 NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	36,750.

NASHVILLE SAFE HAVEN FAMILY SHELTER 1234 3RD AVENUE SOUTH NASHVILLE, TN 37210	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	15,000.
NATIONAL SOCIETY TO PREVENT BLINDNESS 95 WHITE BRIDGE ROAD, SUITE 312 NASHVILLE, TN 37205	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	23,489.
NEW HOPE ACADEMY, INC. 1820 DOWNS BOULEVARD FRANKLIN, TN 37064	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	18,171.
NURSES FOR NEWBORNS FOUNDATION 50 VANTAGE WAY, SUITE 101 NASHVILLE, TN 37228	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	11,784.
OASIS CENTER, INC. 1704 CHARLOTTE PIKE, STE. 200 NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	30,000.
OPERATION STAND DOWN 1125 12TH AVE SOUTH NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	34,478.
OUR KIDS, INC. 1804 HAYES STREET NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	37,112.
PARENTS REACHING OUT P.O. BOX 121806 NASHVILLE, TN 37212	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	14,250.
PARK CENTER 801 12TH AVENUE SOUTH NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	37,500.
PASTORAL COUNSELING AND CONSULTATION CENTERS OF TENNESSEE - 100 VINE COURT NASHVILLE, TN 37205	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	11,579.

PENCIL FOUNDATION 421 GREAT CIRCLE RD, SUITE 100 NASHVILLE, TN 37228	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,500.
PLANNED LIFETIME ASSISTANCE NETWORK OF TENNESSEE, INC. 901 SOUTH 5TH STREET NASHVILLE, TN 37213	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	6,500.
PREVENT CHILD ABUSE TENNESSEE 4751 TROUSDALE DRIVE, SUITE 201 NASHVILLE, TN 37220	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	31,400.
PROJECT RETURN, INC. 1200 DIVISION STREET, SUITE 200 NASHVILLE, TN 37203-4000	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	13,005.
PUTNAM COUNTY RURAL HEALTH CLINIC, INC. P.O. BOX 175 BAXTER, TN 38544	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	41,379.
RAPE AND SEXUAL ABUSE CENTER 101 FRENCH LANDING DRIVE NASHVILLE, TN 37228	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	40,619.
REFUGE CENTER FOR COUNSELING INC 106 MISSION CT. SUITE 302 FRANKLIN, TN 37067	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	18,999.
RENEWAL HOUSE, INC. PO BOX 280356 NASHVILLE, TN 37228-0356	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	36,250.
ROCKETOWN OF MIDDLE TENNESSEE 601 FOURTH AVENUE SOUTH NASHVILLE, TN 37210	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	25,000.
RUTHERFORD COUNTY PRIMARY CARE CLINIC 1453 A HOPE WAY MURFREESBORO, TN 37129	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	22,425.

SALVUS CENTER 107 IMPERIAL BOULEVARD, SUITE 3 HENDERSONVILLE, TN 37075	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	41,580.
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE, INC. 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,300.
SENIOR CITIZENS, INC. 174 RAINS AVENUE NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	10,327.
SHELTER, INC. P.O.BOX 769 LAWRENCEBURG, TN 38464	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	8,424.
SILOAM FAMILY HEALTH CENTER 820 GALE LANE NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	55,200.
SPECIAL KIDS, INC. 202 ARNETTE STREET MURFREESBORO, TN 37130	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	11,125.
SPORTS 4 ALL FOUNDATION 5827 CHARLOTTE PIKE NASHVILLE, TN 37209	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	35,400.
ST. THOMAS HEALTH SERVICES FUND 4220 HARDING ROAD NASHVILLE, TN 37205	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	104,313.
SUMNER CHILD ADVOCACY CENTER 315 W SMITH ST GALLATIN, TN 37066	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	7,500.
TENNESSEE CHAPTER OF CHILD ADVOCACY CENTER, INC 1266 FOSTER AVENUE NASHVILLE, TN 37210	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,600.

TENNESSEE CONFERENCE ON SOCIAL WELFARE 2008 EIGHTH AVENUE SOUTH NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	250.
TENNESSEE DISABILITY COALITION 955 WOODLAND STREET NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	13,500.
TENNESSEE JUSTICE CENTER 301 CHARLOTTE AVE. NASHVILLE, TN 37201	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	16,492.
TENNESSEE KIDNEY FOUNDATION 2120 CRESTMOOR ROAD NASHVILLE, TN 37215	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	12,500.
TENNESSEE RESPITE COALITION 19 MUSIC SQUARE WEST, SUITE J NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	15,442.
TENNESSEE TASK FORCE ON FAMILY VIOLENCE 2 INTERNATIONAL PLAZA DR., SUITE 425 NASHVILLE, TN 37217	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	11,668.
TENNESSEE VOICES FOR CHILDREN 701 BRADFORD AVENUE NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	13,750.
THE EXCHANGE CLUB HOLLAND J. STEPHENS CENTER FOR THE PREVENTION OF CHILD AB - 307 A WEST BROAD STREET LIVINGSTON, TN 38570	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	30,207.
THE NASHVILLE CHILD ADVOCACY CENTER 1264 FOSTER AVENUE NASHVILLE, TN 37210	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	26,895.
THE NEXT DOOR P.O. BOX 23336 NASHVILLE, TN 37202	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	36,000.

UNITED CEREBRAL PALSY OF MIDDLE TENNESSEE, INC. 1200 9TH AVENUE NORTH, SUITE 110 NASHVILLE, TN 37208	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	18,750.
UNITED NEIGHBORHOOD HEALTH SERVICES, INC. 617 S. 8TH STREET NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	57,000.
UPPER CUMBERLAND ALLIANCE AGAINST DOMESTIC VIOLENCE, INC. P.O BOX 1180 COOKEVILLE, TN 38503	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	21,256.
URBAN HOUSING SOLUTIONS 411 MURFREESBORO PIKE NASHVILLE, TN 37210	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	40,000.
VANDERBILT UNIVERSITY VANDERBILT UNIVERSITY MEDICAL CENTER, STATION 17 NASHVILLE, TN 37232	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	264,008.
WAVES, INC. P.O. BOX 1225 FRANKLIN, TN 37065	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	12,500.
WILLIAMSON COUNTY CASA INC 101 FORREST CROSSING BLVD., SUITE 108A FRANKLIN, TN 37064	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	28,800.
WILLIAMSON COUNTY CHILD ADVOCACY CENTER 101 FORREST CROSSING BLVD., STE. 106 FRANKLIN, TN 37064	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	29,476.
AUTISM SOCIETY OF AMERICA 955 WOODLAND STREET NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	10,000.
BAPTIST HEALTH CARE FOUNDATION 955 WOODLAND STREET NASHVILLE, TN 37206	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	64,876.

BELMONT COLLEGE 1900 BELLMONT BLVD NASHVILLE, TN 37212	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	35,300.
BOYS AND GIRLS CLUB OF MAURY COUNTY 210 WEST 8TH STREET COLUMBIA, TN 38401	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,000.
CASA WORKS, INC. 224 WEST FORT STREET MANCHESTER, TN 37355	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	10,174.
CENTER FOR YOUTH ISSUES 1704 CHARLOTTE AVE NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	34,416.
CHRISTIAN WOMEN'S JOB CORPS P.O. BOX 22388 NASHVILLE, TN 37202	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,000.
COMMUNITY CLINIC OF SHELBYVILLE & BEDFORD COUNTY, INC. 200 DOVER STREET SHELBYVILLE, TN 37160	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	4,300.
COMPREHENSIVE CARE CENTER 719 THOMPSON LANE NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	47,644.
CONEXION AMERICAS 800 18TH AVENUE SOUTH NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	3,000.
DISCIPLES FOUNDATION, INC. 1917 ADELICIA AVENUE NASHVILLE, TN 37212	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	3,000.
DISCOVERY PLACE, INC. 1635 SPENCER MILL ROAD BURNS, TN 37029	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	20,000.

DISMAS, INC. 1513 16TH AVENUE SOUTH NASHVILLE, TN 37212	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	24,344.
EVERGREEN PRESBYTERIAN MINISTRIES, INC. 6050 DANA WAY ANTIOCH, TN 37013	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	17,500.
FAMILY COUNSELING CENTER OF MIDDLE TENNESSEE INC 104 EAST HIGH STREET MANCHESTER, TN 37355	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	500.
FISK UNIVERSITY 1000 17TH AVENUE NORTH NASHVILLE, TN 37208	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
GRACE HEALTH CLINIC INC 100 COLEY DAVIS DRIVE FRANKLIN, TN 37067	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	15,000.
HABITAT FOR HUMANITY OF SUMNER COUNTY P.O. BOX 516 GALLATIN, TN 37066	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
HARPETH HALL SCHOOL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	600.
HOPE BEYOND HOPE 4230 HARDING ROAD NASHVILLE, TN 37205	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,500.
KIPP EAST NASHVILLE PREPATORY 123 DOUGLAS AVENUE NASHVILLE, TN 37207	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	25,000.
METROPOLITAN INTERDENOMINATIONAL CHURCH P.O. BOX 280779 NASHVILLE, TN 37208	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,000.

MIDDLE TENNESSEE FISHER HOUSE FOUNDATION P.O. BOX 233 SMYRNA, TN 37167	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
MUSIC FOR THE SOUL 3508 ROBIN ROAD NASHVILLE, TN 37204	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,500.
NAMI TENNESSEE 1101 KERMIT DRIVE NASHVILLE, TN 37217	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	17,500.
NASHVILLE CHAMBER SINGERS 3041 VICWOOD DRIVE MURFREESBORO, TN 37128	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
NASHVILLE PUBLIC TELEVISION INC 161 RAINS AVENUE NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	20,000.
NASHVILLE RESCUE MISSION 639 LAFAYETTE STREET NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	3,000.
NASHVILLE YOUNG WOMEN'S CHRISTIAN ASSOCIATION 1608 WOODMONT BOULEVARD NASHVILLE, TN 37215	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	40,300.
PARTNERS FOR HEALING 109 WEST BLACKWELL ST. TULLAHOMA, TN 37388	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	20,880.
PEACE UNLIMITED IN RECOVERY INC 265 BINKLEY DRIVE NASHVILLE, TN 37211	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	2,655.
PROHEALTH RURAL HEALTH SERVICES, INC. P.O. BOX 682589 FRANKLIN, TN 37068	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	25,000.

RONALD MCDONALD HOUSE NASHVILLE 2144 FAIRFAX AVENUE NASHVILLE, TN 37212	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	5,821.
SAFE ENTRY INC 3004 TUGGLE AVENUE NASHVILLE, TN 37211	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	150.
SALAMA URBAN MINISTRIES 1205 8TH AVENUE SOUTH NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	250.
SHEPHERD PRODUCTIONS, INC. P.O. BOX 769 LAWRENCEBURG, TN 38464	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
TENNESSEE BAPTIST ADULT HOMES, INC. 5001 MARYLAND WAY, P. O. BOX 728 BRENTWOOD, TN 37024-0728	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	40,000.
TENNESSEE ASSOCIATION OF ADULT DAY SERVICES 1350 OAK RIDGE TURNPIKE OAKRIDGE, TN 37830	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	250.
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION 446 METROPLEX DRIVE NASHVILLE, TN 37211	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
VANDERBILT INSTITUTE FOR MEDICINE AND PUBLIC HEALTH 2525 WEST END AVENUE SUITE 600 NASHVILLE, TN 37203	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	750.
VANDERBILT-INGRAM CANCER CENTER 1301 MEDICAL CENTER DRIVE NASHVILLE, TN 37232	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	250.
WOODMONT BAPTIST CHURCH 2100 WOODMONT BOULEVARD NASHVILLE, TN 37215	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.

YOUNG LIFE P.O. BOX 462 CLARKSVILLE, TN 37041	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	1,000.
YOUTH VILLAGES 3310 PERIMETER HILL DRIVE NASHVILLE, TN 37211	NONE TO BE EXPAND ACCESS TO COMPASSIONATE HEALTHCARE FOR	501(C)(3)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			3,548,169.

BYLAWS

OF

BAPTIST HEALING HOSPITAL TRUST

ARTICLE I

IDENTIFICATION

Section 1. Name and Location. The name of this corporation shall be THE BAPTIST HEALING HOSPITAL TRUST D/B/A BAPTIST HEALING TRUST. The principal office shall be at 1919 Charlotte Avenue, Suite 320, Nashville, Davidson County, Tennessee, and its registered agent shall be designated by the Board of Trustees.

Section 2. Purposes.

(a) This corporation is organized exclusively for charitable, benevolent, religious, educational and scientific purposes including but not limited to some or all of the following:

(i) To make distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code;

(ii) To develop and support programs and protocols with an emphasis on improving and providing quality health care and access to health care for the general public, including, the development of programs and protocols for an emphasis on service and patient care;

(iii) To otherwise assist in providing facilities or programs for the rendering of health care services to the general public;

(iv) To train and to provide continuing education for persons engaged in providing health care related services, including, but not limited to, physicians, dentists, podiatrists, nurses and laboratory technicians;

(v) To promote and support the interests and purposes of other organizations providing healthcare, health education or health research and which qualify as organizations exempt from Federal income taxation under Section 501(c)(3);

(vi) To establish, develop, sponsor, support, promote and/or conduct educational programs, scientific research, human service programs and other charitable activities in furtherance of health care for the general public;

(vii) To otherwise support and encourage health care services through providing financial and fund-raising assistance and in all other relevant ways;

(viii) To engage in such other activities, exercise such other powers and privileges, take such other actions and carry out such other purposes as may be permitted to be carried on by an entity either (i) exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) to which contributions are deductible under Section 170(c)(2) of the Code;

(ix) To own, lease or otherwise deal with all property, real and personal, to be used in furtherance of the interests of all the above purposes;

(x) To contract with other organizations, for profit or nonprofit, with individuals, and with governmental agencies in furtherance of all the above purposes; and

(xi) To exercise all other powers and authority necessary or convenient to carry on activities incidental to or associated with the purposes for which it is organized, and all other powers and authority conferred upon corporations generally by the Tennessee Nonprofit Corporation Act.

(b) Notwithstanding any other provisions of these Bylaws to the contrary, the following restrictions shall apply to the purposes, operations and activities of the corporation:

(i) The purposes of the corporation shall in all events be charitable, benevolent, religious, scientific or educational within the meaning of Section 501(c)(3) of the Code and shall be consistent with the requirements of Section 501(c)(3) of the Code and all applicable Treasury Regulations issued thereunder;

(ii) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other 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 the purposes set forth in these Bylaws;

(iii) No substantial part of the activities of the corporation shall be in the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code;

(iv) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code;

(v) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code;

(vi) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code;

(vii) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code;

(viii) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and

(ix) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code.

Section 3. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Governance. The administration and governance of the corporation shall be vested in a Board of Trustees which shall have charge, control and management of the business affairs, property and funds of the corporation and which shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws, the Statutes of Tennessee and the laws of the United States Government.

Section 2. Number and Qualification. The Board of Trustees shall consist of at least (10) voting members but not more than twenty-one (21) voting members, the specific number within that range to be determined by resolution of the Board of Trustees. The qualifications of trustees shall be set by the Board of Trustees, however, at least 51% of the Trustees shall be members of a Middle Tennessee Baptist Church. If the membership should fall below 51%, no immediate action by the Board is required but at the following Annual Meeting the Board shall appoint a sufficient number of Baptists to have the membership at 51%. Additionally, the desired qualifications for service as fiduciaries of this corporation shall include recognized effort and experience in Christian causes, knowledge of and ability in business affairs, especially as related to health care, a commitment to meet the society's health care needs, and a willingness to fulfill the responsibilities required as a trustee. The minimum and/or maximum number of trustees described above may be increased or decreased from time to time by amendment of these

Bylaws; but no decrease shall have the effect of shortening the term of any incumbent trustee.

Section 3. Election and Term. Of the initial Board of Trustees, the incorporator shall elect the members of the Board of Trustees of Baptist Hospital System, Inc. as the initial Board of Trustees to serve the term as the member is currently serving on the Baptist Hospital System, Inc. Board of Trustees (Hereinafter referred to as "Founding Members"). Thereafter, the Board of Trustees shall determine by resolution the size of the board within the range described in Section 2 of this Article II and shall elect sufficient trustees so that the Board is of the desired size taking into account the trustees whose terms are expiring. Each trustee shall serve for a term designated by the Board of Trustees (not to exceed three (3) years) so that, as closely as possible, the terms of one-third (1/3) of the trustees shall expire each year. A trustee may no longer serve on the Board upon reaching the age of seventy-five (75). When a trustee reaches the age of 75, the following Annual Meeting will mark the end of his term. The above age limitation for trustees shall not apply to Founding Members as previously defined. Each trustee shall serve until his term expires or his successor is duly elected and qualified; provided that if the size of the Board is reduced by resolution of the Board of Trustees so that a trustee's position is eliminated, he shall serve only until his term expires. A Trustee shall be eligible to serve a total of two (2) consecutive three (3) year terms, after which the trustee shall be eligible for re-election after a period of one (1) year; provided, however, this requirement may be waived by the Board of Trustees as to any trustee whose continued service the Board determines is required for extraordinary, technical, legal or financial reasons. The term limitations as described above shall not apply to

Founding Members. Should a new member of the Board be elected to fill an unexpired term, these limitations shall not prevent service for two (2) additional three (3) year terms. Terms of service for members of the Board of Trustees become effective on July 1 of the year in which they are appointed..

Section 4. Removal and Vacancies. Trustees may be removed from office at any time, with or without cause, by a vote of two-thirds (2/3) of the trustees then in office. Vacancies created by removal, death, incapacity, resignation, or an increase in the number of trustees may be filled only by election by the Board of Trustees.

Section 5. Meetings and Notice. A regular annual meeting of the Board of Trustees shall be held at the principal office of the corporation on July 1 of each year, or as close to that date as is reasonable. Written notice of the meeting shall be mailed to each trustee at least two (2) days in advance. The Board of Trustees may provide by resolution the time and place of holding additional regular meetings of the Board. Special meetings of the Board may be held as determined by the trustees or may be called by the Chairman of the Board or any three (3) trustees, and written notice thereof specifying the time, place and purpose of the meeting shall be mailed by the Secretary to each trustee at least two (2) days in advance of the meeting. Only such business shall be transacted at a special meeting as may be specified in the notice thereof. Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Order of Business. The agenda at any meeting of the Board shall be as follows:

(a) Regular Meetings

1. Call to order.

2. Devotional.

3. Presentation and approval of minutes of last regular meeting and of any special meetings held since that time.

4. Election of trustees and principal officers (annual meeting only).

5. Reports from officers.

6. Reports from standing committees, if any.

7. Reports from special committees, if any.

8. Unfinished business.

9. Transaction of other business that may be properly brought before the meeting.

10. Election of Committees, if any.

11. Miscellaneous matters.

12. Adjournment.

(b) Special Meetings

1. Call to order.

2. Reading of the official call of the meeting.

3. Transaction of the business for which the meeting is called.

4. Adjournment.

Section 7. Quorum and Voting. A majority of the trustees shall constitute a quorum for the transaction of any business of the corporation except as otherwise provided in these Bylaws. Each voting trustee shall have one (1) vote and all questions shall be decided by a majority vote of the trustees present at any meeting of the Board at which a quorum is present. Less than a quorum may adjourn any meeting from day to day until a quorum is secured.

Section 8. Duties. The duties of the trustees shall include, but not be limited to, the selection and general control of compensation of corporate officers and agents; the delegation of authority to the President and Chief Executive Officer and his subordinates for administrative action; the fixing of policies; supervision and vigilance over the welfare of the whole corporation; the determination of the policies of the corporation in connection with furthering its charitable mission.

Section 9. Compensation. The trustees as such shall not receive any compensation for their services, but by resolution the Board may provide for reimbursement to trustees for all reasonable and necessary expenses incurred in attending meetings of the Board. When such expense may be determined in advance, the Treasurer may advance such amounts to respective trustees for that purpose upon request. The Board may also provide for a reasonable per diem for attendance at the meetings and for compensation for any other proper service rendered the corporation.

Section 10. Conflict of Interest. The Board shall address conflicts of interest between the corporation and its trustees through the adoption of a specific conflict of interest policy to ensure that the corporation's interests are not compromised in transactions involving direct or indirect conflicts and to provide trustees with guidance in resolving situations involving a conflict. For purposes of such policy, direct or indirect conflicts of interest shall include, but shall not be limited to, instances wherein a trustee, any person related to a trustee, or any entity in which a trustee or a related person has an ownership or material financial interest, bids to provide, or contracts to provide goods and/or services to the corporation, competes with the corporation in the delivery of health care related services or has borrowed from or loaned the corporation any sums. The presence of a direct or indirect conflict of interest shall not, in and of itself, prevent a person from serving as a trustee.

Any trustee who perceives a direct or indirect conflict of interest with respect to any matter presented to the Board for action shall ensure that the conflict is fully disclosed to the other members of the Board and made a matter of record. While no trustee may vote upon or otherwise attempt to influence the outcome of any matter in which the trustee has a direct or indirect conflict of interest, the trustee may be called upon to answer specific questions or briefly state the trustee's position relative to the matter in question. If a transaction is fair to the corporation at the time it is authorized, approved or ratified, the fact that a trustee has a direct or indirect conflict of interest shall not, in and of itself, be grounds for invalidating the transaction.

A transaction in which a trustee has a direct or indirect conflict of interest shall be authorized, approved, or ratified, if it receives the affirmative vote of a majority of the trustees on the Board or on the committee consisting entirely of trustees, who have no direct or indirect conflict of interest in the transaction, but a transaction may not be authorized, approved or ratified by a single trustee. If a majority of the trustees having no direct or indirect conflict of interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum shall be present for the purpose of taking such action. The presence of, or vote cast by, a trustee with a direct or indirect conflict of interest in the transaction will not affect the validity of any action taken by the Board if the transaction is otherwise approved as herein provided. Problematic issues involving conflicts of interest may be referred for resolution to a special committee appointed by the Chairman.

ARTICLE III

OFFICERS

Section 1. Number, Election and Term. The principal officers of the corporation shall consist of a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, a President and Chief Executive Officer (non-voting ex-officio), and such other officers as the Board of Trustees may authorize, all of whom shall be elected by the Board at its first regular meeting after it has been elected by the incorporator of the corporation and shall hold office for a period of one (1) year or until their successors have been duly elected and qualified. The initial Chairman of the Board, Vice Chairman, Secretary, Treasurer and President and Chief Executive Officer shall be the same individuals as those holding similar positions on the Baptist Hospital System, Inc. Board of Trustees. Thereafter, the Chairman of the Board, Vice Chairman, Secretary and Treasurer shall be elected from the membership of the Board of Trustees. In addition to the officers described above, and without limitation, the Board may appoint other non-voting corporate officers such as Executive Vice Presidents, Assistant Treasurer/Chief Financial Officer, and Assistant Secretary, whose duties may be assigned by the Board or by the President and who shall report regularly to the Board and its appropriate committees. The Board may also provide by resolution that the President may appoint and/or assign duties to other subordinate officers of the corporation.

Section 2. Removal and Vacancies. Any officer may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy in any office because of death, resignation, removal or any other cause may be filled by the Board for the unexpired portion of the term.

Section 3. Chairman of Board. The Chairman of the Board shall serve as chairman of, and preside at all meetings of, the Board and the Executive Committee (if such committee is appointed), and in general perform all duties as from time to time may be assigned to him by the Board.

Section 4. Vice Chairman. In the absence of the Chairman of the Board or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board. The Vice Chairman shall also perform such other duties as from time to time may be assigned to him by the Board of Trustees.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Board and record those in a bound Minute Book provided for that purpose. He shall see that all notices are duly given in accordance with these Bylaws; be custodian of the corporate records, the Charter, Bylaws; and, if necessary, attest all documents, the execution of which has been duly authorized by the Board or Executive Committee according to these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as the Board may prescribe. The Board may assign such administrative duties of the Secretary to such assistants as in its judgment the affairs of the corporation require.

Section 6. Treasurer. The Treasurer shall be responsible for all funds and securities of the corporation and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board. The Treasurer shall render to the Chairman of the Board and the Trustees at the annual meeting of the Board, and whenever called for, an account of all his transactions as Treasurer and the financial condition of the corporation. The Board may assign such administrative duties of the Treasurer to such assistants as in its judgment the affairs of the corporation require.

Section 7. President and Chief Executive Officer. The President and Chief Executive Officer shall be the principal executive officer of the corporation who shall have general supervision and control of the affairs of the corporation. He shall execute all conveyances, notes, contracts or other instruments authorized by the Board; serve as ex-officio, non-voting member of the Board of Trustees and all standing committees other than the Audit Committee; and perform all duties incident to the office of President and Chief Executive Officer and such other duties as may be assigned to him by the Board. Anything to the contrary contained in these Bylaws notwithstanding, all subordinate officers appointed by the President and Chief Executive Officer and employees of the corporation shall be hired by, report to and may be discharged by the President and Chief Executive Officer.

Section 8. Bonding. The Board may require at the expense of the corporation a good and sufficient surety bond for any officer, subordinate officer, employee or agent which the Board deems advisable for faithful performance of his duties. The bond shall be placed in the custody of the President and Chief Executive Officer, whose duty it shall be to preserve such bond in the interest of the corporation.

Section 9. Compensation. The officers of the corporation shall receive no compensation by virtue of their office. The Board of Trustees may, however, compensate officers for their services as such, separate and apart from expenses and per diem as trustees, when the Board in its discretion deems an officer's duties and responsibilities justify such action.

ARTICLE IV

COMMITTEES

Section 1. Classification. The committees of the Board shall be standing or special, consisting of no less than three (3) members, the chairman of which shall be a member of the Board. Standing Committees shall consist of an Executive Committee, a Finance and Investment Committee, an Audit Committee, a Program Committee, a Nominating and Bylaws Committee and a Human Resource & Compensation Committee, if authorized by the Board of Trustees, and any other standing committees as the Board may authorize. These committees shall be under the control of the Board and shall have charge of such duties as may be assigned them by these Bylaws or the Board.

Section 2. Executive Committee. The Board of Trustees may by resolution appoint and authorize an Executive Committee. The Chairman of the Board shall be a member of and the Chairman of any Executive Committee appointed. If so appointed and authorized, the Executive Committee shall exercise, so far as permitted by law, all powers of the Board delegated to it by the Board, subject to such limitations as may be imposed by the Board and provided that any action taken shall not conflict with the policies and expressed wishes of the Board, and that it shall refer all matters of major importance to the Board.

Section 3. Finance and Investment Committee. The Board of Trustees may by resolution authorize a Finance and Investment Committee. If so authorized, the Finance and Investment Committee shall be responsible for the development and promotion of an overall financial plan of broad scope for the corporation. If appointed, the major responsibility of the Finance and Investment Committee shall be the formulation of policy regarding the investment and expenditure of corporate funds in furtherance of the corporation's purposes and/or the formulation of policy regarding the cultivation of contributions from individuals, foundations, business, industry and churches as well as the amount of the disbursements in the form of grants and other gifts to the community. The Finance and Investment Committee shall develop for approval the investment goals and criteria for use in the management of the corporation's long and short term investments. The Finance and Investment Committee shall monitor the performance of the investment managers and shall report to the Executive Committee. If authorized, the Finance and Investment Committee shall also be primarily responsible for the preparation of the annual budget, and the review of the financials.

Section 4. Audit Committee. The Board of Trustees may by resolution authorize an Audit Committee. If authorized, the Audit Committee shall recommend to the Executive Committee the engagement (or change) of the corporation's independent public accountants and their proposed compensation. The Committee shall, with the Chief Financial Officer, review with the independent public accountants the scope of the audit, audit fees, and related matters. The Audit Committee shall review the corporation's annual financial statements. The Committee shall receive the annual audit and comments of the independent public accountants on accounting procedures and systems of control. It shall be the responsibility of the Audit Committee to review the corporation's internal controls for safeguarding assets.

Section 5. Program Committee. The Board of Trustees may by resolution authorize a Program Committee. If authorized, the Program Committee shall support and oversee the corporation's programs to ensure their consistency with the mission. The Committee will review policies and procedures establishing programs and the funding of such programs. The Committee will also review the policies and procedures for the submission, review and awarding of grants by the corporation.

Section 6. Nominating and Bylaws Committee. The Board of Trustees may by resolution authorize a Nominating and Bylaws Committee. If authorized, the Nominating and Bylaws Committee shall be responsible for overseeing the recommendation of new members to the Board of Trust, the reappointment of members to the Board of Trust, the election of members to the Executive Committee, and the election of officers of the Trust. The Nominating and Bylaws Committee shall also be responsible for reviewing the Bylaws and recommending changes to the Bylaws.

Section 7. Human Resource & Compensation Committee. The Board of Trustees may by resolution authorize a Human Resource & Compensation Committee. If authorized, the Human Resource & Compensation Committee shall be responsible for overseeing compensation plans, including benefit plans with respect to employees of the corporation and the monitoring of such plans. The Human Resource & Compensation

Committee shall review and make recommendations for changes to the employee handbook. As authorized by the Executive Committee, the Human Resources & Compensation Committee shall also be responsible for reviewing the performance evaluation for the President & CEO.

Section 8. Other Standing Committees. These committees shall have charge of and be responsible for those parts of the operations of the corporation as their title implies, together with the duties customarily attendant thereto and such other duties as may from time to time be assigned by the Board.

Section 9. Special Committees. These committees may be appointed by the Chairman of the Board with the concurrence of the Board for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed, and shall have no power to act except such as is specifically conferred by action from the Board. Upon completion of the task for which appointed, such committees shall stand discharged.

Section 10. Advisory Committees. These committees shall consist of not less than three (3) members, appointed by the Chairman of the Board, whose duties shall be fact finding and advisory in nature. Their meetings shall be held on call of the Chairman of the Board and membership on the Board shall not be a requisite for those serving on these committees.

Section 11. Community Members. The Chairman of the Board with the advice of the Executive Committee may invite non-trustees to serve as Community Members on a Board Committee. If so invited, a Community Member will serve for a period of one year. A Community Member may attend all meetings of the Committee he has been invited to serve on, may participate in Committee discussions, but will have no vote. A community member shall be eligible to be re-appointed for a total of three (3) consecutive one (1) year appointments, after which a community member shall be eligible for re-appointment by the Chairman of the Board after a period of one (1) year. The term limitations as described above shall not apply to Founding Members.

ARTICLE V

FISCAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

Section 2. Books and Records. The corporation shall keep correct and complete books and records of its accounts, meetings and the proceedings of the Board of Trustees and the Executive Committee and all valuable papers and documents of the corporation at its principal office. All books and records of the corporation may be inspected by any trustee for any proper purpose at any reasonable time in the office where they are maintained.

Section 3. Contracts, Conveyances, Etc. The Board of Trustees may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or orders of payment of money, notes or other evidence of indebtedness issued in the name of the corporation in excess of $1,000 shall be signed by two (2) agents of the corporation, both of whom shall be designated by the Board of Trustees of the corporation.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may elect.

Section 6. Audits. After the close of each fiscal year there shall be an annual audit of the year's business by a Certified Public Accountant, and copies of said audit shall be sent to the officers of the corporation and other members of the Board of Trustees upon request. Interim audits may be authorized by the Board of Trustees.

Section 7. Annual Reports. Reports shall be made by the President and Chief Executive Officer and all standing committees to the Board of Trustees at its regular annual meeting.

ARTICLE VI

AMENDMENTS

These Bylaws shall be reviewed periodically and may be altered, amended or changed only by the Board of Trustees by the affirmative vote of a majority of trustees in office at the time the amendment is adopted.

ARTICLE VII

INDEMNIFICATION

Section 1. Actions by or in the Right of the Corporation. The corporation shall indemnify any person who is made a party to a suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he, his testator or intestate is or was a trustee or officer of the corporation, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such suit or proceeding or any appeal therein, except in relation to matters as to which such trustee or officer is adjudged liable to the corporation.

Section 2. Actions Other than by or in the Right of the Corporation.

(a) The corporation shall indemnify any person made or threatened to be made a party to a suit or proceeding other than by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, including a suit by or in the right of any other corporation of any type or kind, domestic or foreign, which any trustee or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he, his testator or intestate, was a trustee or officer of the corporation or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such suit or proceeding, or any appeal therein, if such trustee or officer acted in good faith for a purpose which he reasonably believed to be in the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

(b) The termination of any such civil or criminal action, suit, or proceeding by judgment, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such trustee or officer did not act in good faith for a purpose which he reasonably believed to be in the best interests of the corporation or that he had reasonable cause to believe that his conduct was unlawful.

Section 3. Payment of Indemnification Other than by Court Award.

(a) A person who has been wholly successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in Section 1 or Section 2 above shall be entitled to indemnification as authorized in such sections.

(b) Any indemnification under Section 1 or Section 2 to a person who has not been wholly successful, on the merits or otherwise, in the defense of a civil or criminal action of the character described in such sections, unless ordered by a court under Section 4 hereof, shall be made by the corporation only if authorized in the specific case:

(i) By the Board acting by a quorum consisting of trustees who are not parties to such action or proceeding upon a finding that the trustee or officer has met the standard of conduct set forth in Section 1 or Section 2, as the case may be; or

(ii) If such a quorum is not obtainable with due diligence, by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in such sections has been met by such trustee or officer.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding if authorized under Subsection B of this Section 3.

Section 4. Indemnification of Trustees and Officers by a Court.

(a) Notwithstanding the failure of the corporation to provide indemnification, and despite any contrary resolution of the Board, indemnification shall be awarded by a court to the extent authorized under Section 1 and Section 2 and Subsection A of Section 3. Application therefor may be made in every case, either:

(i) In the civil suit or proceeding in which the expenses were incurred or other amounts were paid; or

(ii) To a court in a separate proceeding, in which case the application shall set forth the disposition of any previous application made to any court for the same or similar relief and also reasonable cause for the failure to make application for such relief in the suit or proceeding in which the expenses were incurred or other amounts were paid.

(b) The application shall be made in such manner and form as may be required by the applicable rules of court or, in the absence thereof, by direction of a court to which it was made. Such application shall be upon notice to the corporation. The court may also direct that notice be given at the expense of the corporation to the sole member and such other persons as it may designate in such manner as it may require.

(c) Where indemnification is sought by judicial action, the court may allow a person such reasonable expenses, including attorneys' fees, during the pendency of the litigation as are necessary in connection with his defense therein, if the court shall find that the defendant has by his pleadings or during the course of the litigation raised genuine issues of fact or law.

Section 5. Other Provisions Affecting Indemnification of Trustees and Officers.

(a) All expenses incurred in defending a civil or criminal action, suit or proceeding which are advanced by the corporation under Subsection C of Section 3 or allowed by a court under Subsection C of Section 4 shall be repaid in case the person receiving such advancement or allowance is ultimately found, under the procedure set forth in this Article, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the corporation or allowed by the court exceed the indemnification to which he is entitled.

(b) No indemnification, advancement or allowance shall be made under this Article in any circumstances where it appears:

(i) That the indemnification would be inconsistent with a provision of the Charter, a Bylaw, a resolution of the Board, an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the threatened or pending action, suit or proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) If there has been a settlement approved by the court, that the indemnification would be inconsistent with any condition with respect to indemnification expressly imposed by the court in approving the settlement.

(c) If, under this Article, any expenses or other amounts are paid by way of indemnification otherwise than by court order, the corporation shall, not later than the next election of Trustees by the Board unless such election is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, mail to all of the members of the Board a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 6. Exclusiveness of Provisions for Indemnification of Trustees and Officers. No provision made to indemnify trustees or officers for the defense of any civil or criminal action or proceeding, whether contained in the Charter, a resolution of the trustees, an agreement or otherwise, nor an award of indemnification by a court, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any rights to indemnification to which corporation personnel other than trustees and officers may be entitled by contract or otherwise under law.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power or would be required to indemnify him against such liability under the provisions of this Article.

The undersigned, _______________, President of The Baptist Healing Hospital Trust hereby certifies that the foregoing Bylaws were duly adopted by the Board of Trustees of the corporation effective on the 18th day of February, 2010.

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