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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 01-01-2010 , and ending 12-31-2010

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 GINNY MILLNER FOUNDATION INC	**A Employer identification number** 58-2121970
Number and street (or P O box number if mail is not delivered to street address) 3640 TUXEDO RD NW — Room/suite	**B** Telephone number (see page 10 of the instructions) (404) 237-4126
City or town, state, and ZIP code ATLANTA, GA 30305	**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 ☑ 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)* ▶$ 2,231,280 — **J** Accounting method ☑ Cash ☐ 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) (see page 11 of the instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	27,506			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	646	646		
	4	Dividends and interest from securities	30,821	30,821		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,014			
	b	Gross sales price for all assets on line 6a 2,526,712				
	7	Capital gain net income (from Part IV, line 2)		12,014		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-66,822	6,782		
	12	**Total.** Add lines 1 through 11	4,165	50,263		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,770			
	b	Accounting fees (attach schedule)	4,716			
	c	Other professional fees (attach schedule)	165			
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion	0			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	173,492	9,217		140,205
	24	**Total operating and administrative expenses.** Add lines 13 through 23	181,143	9,217		140,205
	25	Contributions, gifts, grants paid	307,408			307,408
	26	**Total expenses and disbursements.** Add lines 24 and 25	488,551	9,217		447,613
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-484,386			
	b	**Net investment income** (if negative, enter -0-)		41,046		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	26,443	11,140	11,140
2	Savings and temporary cash investments	131,735	4,101	4,101
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,392,582	2,216,039	2,216,039
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,550,760	2,231,280	2,231,280
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	2,550,760	2,231,280	
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** (see page 17 of the instructions)	2,550,760	2,231,280	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,550,760	2,231,280	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,550,760
2	Enter amount from Part I, line 27a	2	-484,386
3	Other increases not included in line 2 (itemize) ▶	3	164,906
4	Add lines 1, 2, and 3	4	2,231,280
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,231,280

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			

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	12,014
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	438,350	2,604,768	0 16829
2008	399,852	3,351,859	0 11929
2007	447,217	4,056,183	0 11026
2006	515,939	4,312,179	0 11965
2005	781,415	2,260,861	0 34563

2	**Total** of line 1, column (d).	2	0 86311
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	0 17262
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	2,320,714
5	Multiply line 4 by line 3.	5	400,606
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	410
7	Add lines 5 and 6.	7	401,016
8	Enter qualifying distributions from Part XII, line 4.	8	447,613

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	410
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	410
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	410
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
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	410
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶GA			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶SALLY PERLEY Telephone no ▶(404) 351-1444

Located at ▶716 FORREST TRAIL Atlanta GA ZIP+4 ▶30318

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 | |

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		No

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(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 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

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

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

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

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

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services . . . . ▶

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,807,429
b	Average of monthly cash balances	1b	21,287
c	Fair market value of all other assets (see page 24 of the instructions)	1c	527,339
d	**Total** (add lines 1a, b, and c)	1d	2,356,055
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	
3	Subtract line 2 from line 1d	3	2,356,055
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	35,341
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,320,714
6	**Minimum investment return.** Enter 5% of line 5	6	116,036

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

1	Minimum investment return from Part X, line 6	1	116,036
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 410		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	410
3	Distributable amount before adjustments Subtract line 2c from line 1	3	115,626
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	115,626
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	115,626

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	447,613
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	447,613
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	410
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	447,203

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					115,626
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2010					
a From 2005.					
b From 2006.	303,453				
c From 2007.	254,246				
d From 2008.	233,230				
e From 2009.	309,121				
f Total of lines 3a through e.		1,100,050			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 447,613					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2010 distributable amount.					115,626
e Remaining amount distributed out of corpus		331,987			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,432,037			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
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) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		1,432,037			
10 Analysis of line 9					
a Excess from 2006. . . .	303,453				
b Excess from 2007. . . .	254,246				
c Excess from 2008. . . .	233,230				
d Excess from 2009. . . .	309,121				
e Excess from 2010. . . .	331,987				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				307,408
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	646	
4 Dividends and interest from securities			14	30,821	
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		73,604	14	6,782	
8 Gain or (loss) from sales of assets other than inventory			18	12,014	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-73,604		50,263	

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** -23,341

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2011-08-12	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	Benny C Phillips CPA			
Firm's name	Benny C Phillips P C		Firm's EIN	
Firm's address	7200 Highway 278 Suite 201 Covington, GA 30014		Phone no (678) 729-8740	

Additional Data

Software ID: 10000105
Software Version: 2010v3.2
EIN: 58-2121970
Name: GINNY MILLNER FOUNDATION INC

Form 990PF Part VIII Line 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
JUDY RIDDLE 3640 TUXEDO ROAD ATLANTA, GA 30305	Director 0 00	0		
ANN OSTHOLTHOFF 2575 PEACHTREE RD NE UNIT 17A ATLANTA, GA 30305	DIRECTOR 0 00	0		
SALLY B PERLEY 716 FORREST TRAIL NW ATLANTA, GA 30318	SECRETARY 0 00	0		
BETSY AKERS 3600 TUXEDO RD ATLANTA, GA 30305	TREASURER / Dir 0 00	0		
KAREN A FINLEY 77 CHAUMONT SQUARE NW ATLANTA, GA 30327	VICE-PRES /DIR 0 00	0		
VIRGINIA WRIGHT MILLNER 3640 TUXEDO ROAD ATLANTA, GA 30305	PRESIDENT/DIR 0 00	0		

Form 990PF Part XV Line 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*				
SPCA of Connecticut Inc 359 Spring Hill Road Monroe, CT 06468	None	501(c)(3)	Animal welfare & protection	1,000
The Heritage Village 2332 Barrington Trace Atlanta, GA 30331	None	501(c)(3)	Youth Development	5,200
Inside-Outside Ministries 3205 Waters Avenue Savannah, GA 31404	None	501(c)(3)	Religious	1,045
Ameha Guterez Acce Sacred Heart of Jesus Masaja, Masaya NU	None		Religious	3,700
Altanta Symphony Orchestra 1280 Peachtree Street NE Atlanta, GA 30309	None	501(c)(3)	Arts	500
United Way 100 Edgewood Avenue Atlanta, GA 30303	None	501(c)(3)	Charitable	22,038
The Human Society of the United Sta 2100 L St NW Washington, DC 20037	None	501(c)(3)	Animal protection & welfare	600
Atlanta Music Club PO Box 15455 Atlanta, GA 30333	None	501(c)(3)	Arts	100
National Christian Foundation 11625 Rainwater Dr Alpharetta, GA 30009	None	501(c)(3)	Charitable	1,500
Daffy's Pet Soup Kitchen 2160 Oakland Industrial Ct Lawrenceville, GA 30044	None	501(c)(3)	Animal protection & welfare	300
Palm Beach Community College 4200 Congress Avenue Lake Worth, FL 33461	None	501(c)(3)	Educational	1,000
Reflections Ministries One Piedmont Center Atlanta, GA 30305	None	501(c)(3)	Religious	2,300
Amberwood Sanctuary Inc 454 Milford Church Rd Fairburn, GA 30213	None	501(c)(3)	Animal protection & welfare	500
Light of Christ Anglican Church PO Box 6878 Marietta, GA 30065	None	501(c)(3)	Religious	3,200
Jean Houston Foundation PO Box 3330 Ashland, OR 97520	None	501(c)(3)	Charitable	6,500
Total . . . . ▶ **3a**				307,408

Form 990PF Part XV Line 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*				
Jackson Memorial Baptist Church 534 Fairburn Rd Atlanta, GA 30331	None	501(c)(3)	Religious	400
Furkids Inc 2650 Pleasantdale Road Atlanta, GA 30340	None	501(c)(3)	Animal protection & welfare	500
Fallen Sparrow Foundation 3338 Peachtree Road Atlanta, GA 30326	None	501(c)(3)	Religious	400
E Rivers Elementary School 8 Peachtree Battle Avenue Atlanta, GA 30305	None	501(c)(3)	Educational	4,000
Crosspoint Church 14 Rhode Island Avenue Newport, RI 02840	None	501(c)(3)	Religious	300
Cobb County Animal Control 1060 Al Bishop Drive Marietta, GA 30008	None		Animal protection & welfare	500
Children's Healthcare of Atlanta 1584 Tullie Circle Atlanta, GA 30329	None	501(c)(3)	Health	400
Arthritis Foundation Inc 1330 W Peachtree St NW Ste 100 Atlanta, GA 30309	None	501(c)(3)	Health	500
Animal Companion Rescue Foundation PO Box 76323 Atlanta, GA 30328	None	501(c)(3)	Animal protection & welfare	3,000
A New Leash On Life PO Box 550049 Atlanta, GA 30355	None	501(c)(3)	Animal protection & welfare	5,000
Northside Methodist Preschool 799 Northside Drive Northwest Atlanta, GA 30305	None	501(c)(3)	Educational	1,000
Bark Avenue Foundation 3142 Dona Emilia Drive Studio City, CA 91604	None	501(c)(3)	Animal Protection & Welfare	3,684
The Hewitt School 45 E 75th St New York, NY 10021	None	501(c)(3)	Educational	10,000
Southern Hope Humane Society PO Box 768 Powder Springs, GA 30127	None	501(c)(3)	Animal Protection & Welfare	3,500
Tails Whiskers 2431 Bolton Rd Atlanta, GA 30318	None	501(c)(3)	Animal Protection & Welfare	19,452
Total . . . . ▶ **3a**				307,408

Form 990PF Part XV Line 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*				
Preservation Society of Newport 424 Bellevue Ave Newport, RI 02840	None	501(c)(3)	Historical	2,900
Philosophy Day School 12 E 79th St New York, NY 10021	None	501(c)(3)	Educational	8,000
Lovett School 4075 Paces Ferry Road Atlanta, GA 30327	None	501(c)(3)	Educational	1,000
Give A Jump Start 414 Redwood Avenue Corte Madera, CA 94925	None	501(c)(3)	Women & children welfare	6,000
East West Ministries International 2001 W Plano Parkway Suite 3000 Plano, TX 75075	None	501(c)(3)	Religious	1,300
Chastain Park Conservency 4001 Powers Ferry Road NW Atlanta, GA 30342	None	501(c)(3)	Recreational	200
Evergreen Retreat Center PO Box 3560 Boone, NC 28607	None	501(c)(3)	Charitable	648
Barking Hound Village Foundation 2115 Liddell Drive Atlanta, GA 30324	None	501(c)(3)	Animal Protection & Welfare	1,529
American Cancer Society 250 Williams Street Atlanta, GA 30303	None	501(c)(3)	Health	65
CREATING PRIDE ATLANTA 100 EDGEWOOD AVE NE150 ATLANTA, GA 30303	None	501(c)(3)	Arts Education	58,670
WHITEFIELD ACADEMY ONE WHITEFIELD DRIVE MABLETON, GA 30126	None	501(c)(3)	Educational	9,312
RIVER OF LIFE 1411 Columbia Hwy Aiken, SC 29801	None	501(c)(3)	Religious	10,100
PARK PRIDE 233 Peachtree St Ste 1600 ATLANTA, GA 30303	None	501(c)(3)	Recreational	1,000
Boys and Girls Club of Newport 95 Church ST Newport, RI 02842	None	501(c)(3)	Youth development	2,750
NEWPORT ART MUSEUM 76 BELLEVUE AVE NEWPORT, RI 02840	None	501(c)(3)	Arts	400
Total . . . . ▶ **3a**				307,408

Form 990PF Part XV Line 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*				
LIFELINE ANIMAL PROJECT PO Box 15466 Atlanta, GA 30333	None	501(c)(3)	Animal protection & welfare	13,360
YMCA 1160 Moores Mill Rd Atlanta, GA 30327	None	501(c)(3)	Recreational	4,000
Big Dream Ministries 12460 Crabapple Rd Ste 202 Alpharetta, GA 30004	None	501(c)(3)	Religious	5,000
With Love to Israel 1306 Cindy Court Cleburne, TX 76031	None	501(c)(3)	Religious	45,730
Pioneers Inc 10123 William Carey Drive Orlando, FL 32832	None	501(c)(3)	Religious	4,000
Feed My Lambs Inc PO Box 20420 Atlanta, GA 30325	None	501(c)(3)	Educational	3,000
Christ Church of Atlanta PO Box 76320 Atlanta, GA 30358	NONE	501(c)(3)	Religious	19,900
Campus Crusade for Christ 100 Sunport Lane Orlando, FL 32809	NONE	501(c)(3)	Religious	6,025
Atlanta Humane Society 981 Howell Mill Road Atlanta, GA 30318	None	501(c)(3)	Animal Protection & Welfare	400
Total . . . . ▶ **3a**				307,408

TY 2010 Accounting Fees Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,716	0	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491229002031

TY 2010 Investments - Other Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Equity Securities	FMV	33,331	33,331
Preferred Securities	FMV	4,039	4,039
HP Commerce, LLC	AT COST	103,248	103,248
Healey Weatherholtz Village, LLLP	AT COST	230,817	230,817
HW Lenox, LLC	AT COST	193,274	193,274
Proprietary Funds	FMV	499,810	499,810
Mutual Funds	FMV	1,151,520	1,151,520

TY 2010 Legal Fees Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	2,770	0	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491229002031

TY 2010 Other Expenses Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	431			
OUTREACH EXPENSE	62,751			62,751
OFFICE EXPENSE	537			
MISCELLANEOUS EXPENSE	110			
INVESTMENT EXPENSE	9,217	9,217		
CONTRACT LABOR	98,854			77,454
BANK CHARGES	1,592			

TY 2010 Other Income Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-66,822	6,782	

TY 2010 Other Increases Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Description	Amount
Net unrealized gain on investments	164,906

TY 2010 Other Professional Fees Schedule

Name: GINNY MILLNER FOUNDATION INC

EIN: 58-2121970

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Fees	165	0	0	0

Control No. **K417685**

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

GINNY MILLNER FOUNDATION, INC.
a Domestic Non-Profit Corporation

has amended and filed duly restated articles on **03/24/2010** in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated Attached hereto is a true and correct copy of said restated articles

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on March 24, 2010

STATE OF GEORGIA
CONSTITUTION
WISDOM JUSTICE MODERATION
1776

Brian P. Kemp
Secretary of State

Control No: K417685
Date Filed: 03/24/2010 12:00 AM
Brian P. Kemp
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GINNY MILLNER FOUNDATION, INC.

Ginny Millner Foundation, Inc., a corporation organized and existing under the Georgia Nonprofit Corporations Code (the "Corporation"), hereby certifies as follows:

I. The name of the Corporation is "GINNY MILLNER FOUNDATION, INC." The Corporation filed its Articles of Incorporation with the Georgia Secretary of State on July 15, 1994 (the "Original Articles").

II. These Amended and Restated Articles of Incorporation contain an amendment to the Original Articles requiring approval by the member (the "Member") of the Corporation.

III. The Corporation's Member duly approved these Amended and Restated Articles of Incorporation in accordance with the applicable provisions of Section 14-3-1006 of the Georgia Nonprofit Corporation Code on March 24, 2010.

IV. The text of the Original Articles is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is:

GINNY MILLNER FOUNDATION, INC.

ARTICLE II

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

ARTICLE IV

The registered office of the Corporation is located at 8385 Dunwoody Place, Bldg. 3, Atlanta, Fulton County, Georgia 30350. The registered agent of the Corporation at such address is Glenda LeDuc.

ARTICLE V

The name and address of the incorporator was:

Stribling, Cunningham, Newlin & Potter
Suite 2000, Tower Place
3340 Peachtree Road, N.E.
Atlanta, Georgia 30326-1026

ARTICLE VI

A. The Corporation is a nonprofit corporation organized, and at all times thereafter to be operated, exclusively for the following exclusively charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"): (1) To advance Christianity by bringing people to Christ; (2) to rescue animals, provide veterinary treatment to animals rescued by the Corporation and hold community events centered around the rescue of animals; (3) to raise funds to be used to provide financial support to similar governmental or non-governmental charitable, scientific or educational organizations located in any jurisdiction and described either in section 501(c)(3) or 170(c)(1) of the Code; (4) to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific or educational purposes; and (5) to engage in any lawful act or activities related to the foregoing that are consistent with the provisions of section 501(c)(3) of the Code. The purposes of the Corporation may be pursued in any part of the world, as determined from time to time by the Board of Directors, without regard for the place of incorporation or operation of the Corporation, the residence of the donors, Directors, or other such geographic factors.

B. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be set out in the bylaws.

ARTICLE VIII

The mailing address of the principal office of the Corporation is:

3640 Tuxedo Road, NW
Atlanta, Georgia 30305

ARTICLE IX

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for charitable and religious purposes, as described in Article VI hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Fulton County, Georgia shall make such distribution exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE X

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

ARTICLE XI

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation, (b) acts or omissions which involve intentional misconduct or a knowing violation of law, (c) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code, or (d) any transaction from which the director derived an improper personal benefit.

DULY EXECUTED and delivered by the undersigned on March 24, 2010.

GINNY MILLNER FOUNDATION, INC.

By: Ginny Millner
Name: Ginny Millner
Title: President

* * * * *