



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Short Form

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form. The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2010

Open to Public Inspection

Form 990-EZ

Department of the Treasury  
Internal Revenue Service

A For the 2010 calendar year, or tax year beginning APR 1, 2010 and ending MAR 31, 2011

B Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

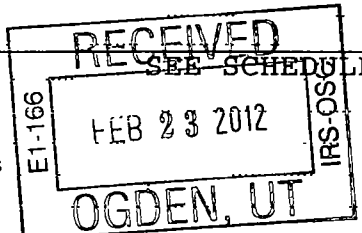
C Name of organization: SHAKLEE CARES  
 D Employer identification number: 94-3169989  
 E Telephone number: 925-924-2150  
 F Group Exemption Number:   
 G Accounting Method:  Cash  Accrual Other (specify)   
 H Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).  
 I Website: WWW.SHAKLEECARES.ORG  
 J Tax-exempt status (check only one) —  501(c)(3)  501(c) ( ) (insert no.)  4947(a)(1) or  527  
 K Check  if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. \$ 161,949.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	161,866.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	83.
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b		
c	Less: direct expenses from gaming and fundraising events	6c		
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe in Schedule O)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	161,949.	
Expenses	10	Grants and similar amounts paid (list in Schedule O)	10	156,057.
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	
	16	Other expenses (describe in Schedule O)	16	20.
	17	Total expenses. Add lines 10 through 16	17	156,077.
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	5,872.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	288,405.
20	Other changes in net assets or fund balances (explain in Schedule O)	20	0.	
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	294,277.	



SCANNED MAR 07 2012

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990-EZ (2010)

032171  
02-02-11

gB 4



Part V Other Information (Note the statement requirements in the instructions for Part V)

Check if the organization used Schedule O to respond to any question in this Part V

X

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
35a	a Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
35b	b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. <span style="float:right">▶ 37a 0.</span>		
37b	b Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
38b	b If "Yes," complete Schedule L, Part II and enter the total amount involved <span style="float:right">38b N/A</span>		
39	Section 501(c)(7) organizations. Enter:		
39a	a Initiation fees and capital contributions included on line 9 <span style="float:right">39a N/A</span>		
39b	b Gross receipts, included on line 9, for public use of club facilities <span style="float:right">39b N/A</span>		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 <span style="float:right">▶ 0.</span> ; section 4912 <span style="float:right">▶ 0.</span> ; section 4955 <span style="float:right">▶ 0.</span>		
40b	b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year, that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
40c	c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <span style="float:right">▶ 0.</span>		
40d	d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization <span style="float:right">▶ 0.</span>		
40e	e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed. <span style="float:right">▶ CA</span>		
42a	The organization's books are in care of <span style="float:right">▶ MIKE BATESOLE</span> Telephone no. <span style="float:right">▶ 925-924-2150</span> Located at <span style="float:right">▶ 4747 WILLOW ROAD, PLEASANTON, CA</span> ZIP + 4 <span style="float:right">▶ 94588</span>		
42b	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
42c	If "Yes," enter the name of the foreign country: <span style="float:right">▶</span> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		X
43	c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: <span style="float:right">▶</span>		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here <span style="float:right">▶</span> and enter the amount of tax-exempt interest received or accrued during the tax year <span style="float:right">▶ 43 N/A</span>		
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44b	b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
44c	c Did the organization receive any payments for indoor tanning services during the year?		X
44d	d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ		X
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
49a Did the organization make any transfers to an exempt non-charitable related organization?		X
b If "Yes," was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ▶ \_\_\_\_\_

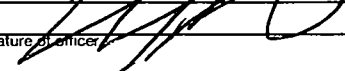
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." **NONE**

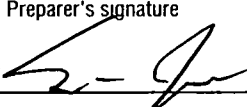
(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶ \_\_\_\_\_

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A  Yes  No

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

**Sign Here** Signature of officer:  Date: 2/10/12  
Type or print name and title: \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Scott Jaconetty</b>	Preparer's signature 	Date <b>2/9/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00977578</b>
	Firm's name ▶ <b>BDO USA, LLP</b>		Firm's EIN ▶ _____		
	Firm's address ▶ <b>50 WEST SAN FERNANDO ST., SUITE 200 SAN JOSE, CA 95113</b>		Phone no. <b>(408) 278-0220</b>		

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

**2010**

Open to Public Inspection

Name of the organization <b>SHAKLEE CARES</b>	Employer identification number <b>94-3169989</b>
--	---

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state. \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I
  - b  Type II
  - c  Type III - Functionally integrated
  - d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2010

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10,570.	46,953.	280,947.	134,576.	160,178.	633,224.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3	10,570.	46,953.	280,947.	134,576.	160,178.	633,224.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						69,874.
<b>6 Public support.</b> Subtract line 5 from line 4						563,350.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>7</b> Amounts from line 4	10,570.	46,953.	280,947.	134,576.	160,178.	633,224.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,041.	681.	542.	81.	83.	2,428.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)				6.		6.
<b>11 Total support.</b> Add lines 7 through 10						635,658.

**12** Gross receipts from related activities, etc. (see instructions) 12

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

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

<b>14</b> Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	88.62 %
<b>15</b> Public support percentage from 2009 Schedule A, Part II, line 14	<b>15</b>	91.95 %

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

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

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

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

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

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

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

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

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

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

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

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

**19a 33 1/3% support tests - 2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SHAKLEE CARES

Employer identification number

94-3169989

FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:

DESCRIPTION OF PROPERTY:

AMOUNT:

INTEREST INCOME

83.

FORM 990-EZ, PART I, LINE 10, GRANTS AND ALLOCATIONS:

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE RELATIONSHIP: LOCAL SHAKLEE BUSINESS LEADER

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 09/09/10

AMOUNT GIVEN:

2,000.

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE RELATIONSHIP: LOCAL SHAKLEE BUSINESS LEADER

PROPERTY DESCRIPTION: GERMICIDE, HOME AND NUTRITIONAL PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

DATE OF GIFT: 08/20/10

AMOUNT GIVEN:

409.

ACTIVITY CLASSIFICATION: HAITI EARTHQUAKE

GRANTEE NAME: CHILDREN'S HUNGER FUND FOUNDATION

GRANTEE ADDRESS: P.O. BOX 8181 MISSION HILLS, CA 91346

GRANTEE RELATIONSHIP: NONE

PROPERTY DESCRIPTION: NUTRITIONAL, GLOBAL, GERMICIDE AND CINCH BAR PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

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

Schedule O (Form 990 or 990-EZ) (2010)

032211  
01-24-11

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SHAKLEE CARES

Employer identification number

94-3169989

DATE OF GIFT: 04/29/10

AMOUNT GIVEN:

71,617.

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE NAME: RIVERWOOD CHURCH OF CHRIST

GRANTEE ADDRESS: 7904 MCGAVOK PIKE NASHVILLE, TN 37216

GRANTEE RELATIONSHIP: NONE

PROPERTY DESCRIPTION: HOME AND WELLNESS PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 05/11/10

AMOUNT GIVEN:

21,195.

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE NAME: MIND BODY INSTITUTE

GRANTEE ADDRESS: 2416 MUSIC VALLEY DR, STE 119 NASHVILLE, TN 32714

GRANTEE RELATIONSHIP: NONE

PROPERTY DESCRIPTION: NUTRITIONAL AND HOME PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 06/18/10

AMOUNT GIVEN:

205.

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE RELATIONSHIP: LOCAL SHAKLEE BUSINESS LEADER

PROPERTY DESCRIPTION: GERMICIDE, HOME AND NUTRITIONAL PACKS

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.  
032211  
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SHAKLEE CARES

Employer identification number  
94-3169989

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 08/20/10

AMOUNT GIVEN: 409.

ACTIVITY CLASSIFICATION: TENNESSEE FLOODS

GRANTEE RELATIONSHIP: LOCAL SHAKLEE BUSINESS LEADER

PROPERTY DESCRIPTION: NUTRITIONAL, HOME AND GERMICIDE PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 08/20/10

AMOUNT GIVEN: 237.

ACTIVITY CLASSIFICATION: HAITI EARTHQUAKE

GRANTEE NAME: EXTOLLO INTERNATIONAL

GRANTEE ADDRESS: 4160 HACIENDA DRIVE, STE 200 PLEASANTON, CA 94588

GRANTEE RELATIONSHIP: NONE

PROPERTY DESCRIPTION: GLOBAL RELEIF AND GERMICIDE PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 01/20/11

AMOUNT GIVEN: 8,706.

ACTIVITY CLASSIFICATION: JAPAN EARTHQUAKE

GRANTEE NAME: CHILDREN'S HUNGER FUND

GRANTEE ADDRESS: 12820 PIERRE STREET PACOLMA, CA 91331

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.  
032211  
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SHAKLEE CARES

Employer identification number  
94-3169989

GRANTEE RELATIONSHIP: NONE

PROPERTY DESCRIPTION: HOME, WELLNESS, GLOBAL RELIEF PACKS

METHOD USED TO DETERMINE BOOK VALUE: FMV

METHOD USED TO DETERMINE FMV: VALUE OF PACKAGE

DATE OF GIFT: 03/14/11

AMOUNT GIVEN: 51,279.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10 156,057.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES: AMOUNT:

FILING FEES 20.

FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
INVENTORIES	151,823.	148,736.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - THE PURPOSE OF THE  
CORPORATION IS TO RAISE AND DISTRIBUTE FUNDS EXCLUSIVELY FOR THE  
CHARITABLE PURPOSE OF HELPING INDEPENDENT DISTRIBUTORS OF SHAKLEE  
CORPORATION, ITS AFFILIATES AND SUBSIDIARIES ("SHAKLEE"), SHAKLEE  
EMPLOYEES AND THEIR COMMUNITIES IN TIMES OF HARDSHIP AND NEED, AND TO  
HELP ERADICATE OR REDUCE MALNUTRITION, PARTICULARLY IN DEVELOPING  
COUNTRIES.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

Open to Public  
Inspection

Name of the organization

SHAKLEE CARES

Employer identification number

94-3169989

OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,

OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.

Attachment to Form 990-EZ


Part V, Line 34- Changes in organizing or governing documents

Name of organization: SHAKLEE CARES

EI Number: 94-3169989

DECLARATION REGARDING GOVERNING DOCUMENT

I hereby certify that the foregoing copies of changes to the governing documents are complete and accurate copies of the original documents.

Signed:  \_\_\_\_\_

Date: 2/10/12

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS OF  
SHAKLEE CARES

The undersigned, being all of the members of the Board of Directors of Shaklee Cares, a California nonpublic benefit corporation (the "Corporation"), do hereby consent, to adopt of the following resolutions by unanimous written consent without a meeting:

**Amendment of Corporation Bylaws**

Whereas the Board of Directors believes it is in the best interests of this Corporation and its stockholders to amend the Bylaws pursuant to Article XI, to expand the Corporation's purpose to include providing assistance to reduce or eradicate malnutrition, particularly in developing countries;

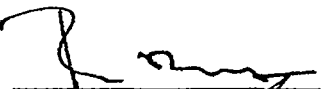
Now Therefore, be it

Resolved that Article II, Section 1 of the Corporation's Bylaws is amended to read in its entirety as follows:

" Section 1. Purpose. The purpose of the Corporation is to raise and distribute funds exclusively for the charitable purpose of helping Independent Distributors of Shaklee Corporation, its affiliates and subsidiaries ("Shaklee"), Shaklee employees and their communities in times of hardship and need, and to help eradicate or reduce malnutrition, particularly in developing countries."

This Unanimous Written Consent may be executed in any number of counterparts, each of which when so executed and delivered shall be considered an original, and such counterparts shall together constitute one and the same instrument.

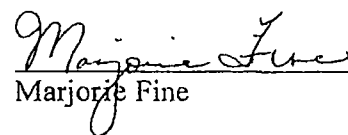
Dated December 11, 2009



Roger Barnett



Michael Batesole



Marjorie Fine

SHAKLEE CARES  
ACTIONS BY UNANIMOUS WRITTEN CONSENT  
BY THE BOARD OF DIRECTORS

The undersigned, Charles L. Orr, Marjorie L. Fine and Donald W. Kam, being all of the members of the Board of Directors of Shaklee Cares, a California nonprofit public benefit corporation, do hereby consent to and adopt the following resolutions by unanimous written consent without a meeting:

WHEREAS, the By-laws provide that the exact number of directors shall be fixed by a resolution of the Board of Directors;

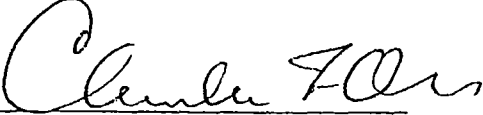
WHEREAS, the Board deems it advisable to increase the number of directors;

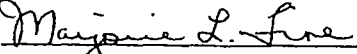
NOW, THEREFORE, BE IT RESOLVED, that the resolution adopted by the Board of Directors on January 7, 1993, fixing the exact number of directors at three (3), is hereby rescinded.


RESOLVED, that the authorized number of directors of this corporation shall be four (4).

RESOLVED, that Sibylle Whittam is hereby elected as a director of the corporation, to hold office until her successor is elected and qualified or until her earlier resignation or removal.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent effective November 12, 1999.

  
\_\_\_\_\_  
Charles L. Orr

  
\_\_\_\_\_  
Marjorie L. Fine

  
\_\_\_\_\_  
Donald W. Kam

SHAKLEE CARES  
WRITTEN CONSENT TO ACTION  
BY BOARD OF DIRECTORS WITHOUT A MEETING

The undersigned Charles L. Orr, Marjorie L. Fine, and Michael J. Collins, being all of the members of the Board of Directors of Shaklee Cares, a California nonprofit public benefit corporation, take the following action by this unanimous written consent:

Adoption of the following resolution of the Board of Directors:

RESOLVED, that as a result of the merger of Shaklee Corporation into Shaklee U.S., Inc. and change of name of Shaklee U.S., Inc. to Shaklee Corporation effective November 30, 1994, the By-Laws of Shaklee Cares shall be amended so that all references to Shaklee U.S., Inc. shall be changed to Shaklee Corporation or Shaklee U.S., a division of Shaklee Corporation, as indicated in the attached copy of the By-Laws as amended.

Dated:

December 20, 1994

✓, 1994

✓, 1994

Charles L. Orr  
Director

Michael J. Collins  
Director

Marjorie L. Fine  
Director

BY-LAWS  
OF  
SHAKLEE CARES  
(hereinafter called the "Corporation")  
A California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the Corporation is 444 Market Street, in the City of San Francisco, County of San Francisco, State of California. The name of its registered agent at that address is Marjorie L. Fine.

Section 2. Other Offices. The Corporation may also have offices at such other places both within and without the State of California as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSES AND LIMITATIONS

Section 1. Purpose. The purpose of the Corporation is to raise and distribute funds exclusively for the charitable purpose of helping ~~Shaklee C.S. Independent Members, Shaklee Corporation employees~~ and their communities in times of hardship and need. 070

Section 2. Section 501(c)(3) Limitations. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 Internal Revenue Code of 1986 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 3. Limitations on Lobbying. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 4. Limitations on Use of Corporate Property. All Corporate property is irrevocably dedicated to the purposes set forth in Section One of this Article Two. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or to individuals.

Section 5. Activities Consistent with Status as a "Public Charity". This Corporation shall raise funds and otherwise manage its affairs in a manner consistent with maintaining its status as other than a "private foundation" by meeting a public support test set forth in Section 509(a) of the Internal Revenue Code or corresponding provisions of any later tax code.

### ARTICLE III

#### MEMBERS

Members. This Corporation shall have no members.

### ARTICLE IV

#### DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) members. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 2. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board of Directors may be "interested persons". An "interested person" is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 3. Election and Term of Office. Except as provided in Section 4 of this Article, directors shall be elected by a plurality of the votes cast at Annual Meetings of the Board of Directors, and each director so elected shall hold office until the next Annual Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected

director or directors. Otherwise, any director may resign at any time upon notice to the Corporation.

Section 4. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal.

Section 5. Duties and Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all powers of the Corporation.

Section 6. Meetings. The Board of Directors of the Corporation and any Committee of the Board may hold meetings, both regular and special, either within or without the State of California. Regular meetings of the Board of Directors and of any Committee of the Board may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors or of any Committee of the Board may be called by the President or any director. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than four (4) days before the date of the meeting, or by forty-eight (48) hours' notice given personally or by telephone, telegram, telecopier or other facsimile transmission, telex or other similar means of transmission. Notice of a special meeting need not be given to any director who either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him.

Section 7. Annual Meeting. The Board of Directors shall hold a regular meeting annually for purposes of organization, election of successor directors, election of officers and transaction of other business. Provided the time and place of the Annual Meeting has been established by resolution of the Board of Directors no notice is required. If the time and place have not been so established, the provisions for notice and alternatives to notice established for special meetings of the Board of Directors shall apply to the Annual Meeting.

Section 8. Quorum. Except as may be otherwise

specifically provided by law, the Certificate of Incorporation or these By-Laws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Actions of Board. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 10. Meetings by Means of Conference Telephone. Members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 10 shall constitute presence in person at such meeting.

Section 11. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, including the standing committee described below, each committee to consist on one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except that no committee, regardless of a resolution of the Board of Directors, may:

1. Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;
2. Fix compensation of the directors for serving on any committee;
3. Amend or repeal By-Laws or adopt new By-Laws;

4. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
5. Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;
6. Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
7. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Each committee shall keep regular minutes and report to the Board of Directors when required.

The Board of Directors may have the following standing committee:

Executive Committee. There may be an Executive Committee of the Board of Directors, consisting of not less than two (2) Directors who are selected from time to time to serve in such capacity by the Board of Directors. The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except as may be limited by law and the Corporation's By-Laws.

Section 13. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, but shall not be otherwise compensated for their services as directors.

Section 14. Interested Directors. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if (i) the material facts as to his or

their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the contract or transaction is just and reasonable as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, or a committee thereof. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## ARTICLE V

### OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Chief Financial Officer. The Corporation also may have, at the discretion of the Board, a Chairman of the Board, a Chief Executive Officer, one or more Vice Presidents, a Treasurer and a Controller, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be designated by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board. The officers of the Corporation need not be directors of the Corporation.

Section 2. Election. The Board of Directors at its Annual Meeting shall elect the officers of the Corporation. Subject to the rights, if any, of any officer under any contract of employment, officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal; and any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the President or any Vice President and any such officer may, in the name of and on behalf of the Corporation, take

all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4.      President. The President shall, subject to the control of the Board of Directors, have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. In the absence of the Chairman of the Board or if there be none, the President shall preside at all meetings of the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 5.      Vice Presidents. At the request of the President or in his absence or in the event of his inability or refusal to act, the Vice President or the Vice Presidents if there are more than one (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Vice President, the Board of Directors shall designate the officer of the Corporation who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.      Secretary. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all special meetings of the Board of Directors,

and if there be no Assistant Secretary, then either the Board of Directors or the President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation, if there is one, and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 7. Chief Financial Officer. The Chief Financial Officer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Chief Financial Officer and of the financial condition of the Corporation and such other financial statements and reports as are required to be given by law or these By-Laws. The books of account shall be open to inspection by any Director at all reasonable times. If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 8. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the President, any Vice President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 9. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of

Directors, the President, any Vice President, if there be one, or the Chief Financial Officer, and in the absence of the Chief Financial Officer or in the event of his disability or refusal to act, shall perform the duties of the Chief Financial Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Financial Officer. If required by the Board of Directors, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration of the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, voucher, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 10. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be assigned from time to time by the Board.

Section 11. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## ARTICLE VI

### ADVISORY COUNCIL

Section 1. Council Membership. There shall be an Advisory Council consisting of the President and any number of members selected by the President from ~~the Masters Executive Committee and Independent Distributors of Shaklee U.S., a division of Shaklee Corporation, and employees of Shaklee Corporation,~~ who shall serve on a voluntary basis. *exm*

Section 2. Council's Purpose. The purpose of the Advisory Council shall be to suggest to the Board of Directors the criteria to be employed in determining those individuals most in need of the Corporation's assistance. The criteria shall be consistent with the purposes and limitations of the Corporation as set forth in Article II. The Advisory Council shall also provide the Corporation with recommendations as to those individuals the Council believes meet the criteria for Corporate distributions established by the Board. The Advisory Council should provide the Corporation with the name and address of each recommended recipient of aid, the amount recommended to be distributed, the purpose for which the aid is proposed to be given, and the nature of any relationship between the proposed recipient and any Corporate

officer, substantial contributor to the Corporation, or entity controlled by a substantial contributor.

## ARTICLE VII

### INDEMNIFICATION

Section 1. Power to Indemnify in Actions, Suits or Proceedings Other Than Those by or in the Right of the Corporation. Subject to Section 3 of this Article VII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation. Subject to Section 3 of this Article VII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of a duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him

in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; except that no indemnification shall be made:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; nor
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 3. Authorization of Indemnification. Any indemnification under this Article VII shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VII, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) The court in which such proceeding is or was pending upon application made by the Corporation or the party seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not said application is opposed by the Corporation. To the extent, however, that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

Section 4. Good Faith Defined. For purposes of any

determination under Section 3 of this Article VII, except as provided in Section 5233 of the California Corporations Code, a person shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 4 shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Sections 1 or 2 of this Article VII, as the case may be.

Section 5. Expenses Payable in Advance. Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII.

Section 6. Non-Exclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, it being the policy and obligation of the Corporation that indemnification of the persons specified in Sections 1 and 2 of this Article VII shall be made to the fullest extent not prohibited by law. The provisions of this Article VII shall not be deemed to preclude the indemnification of any person who is not specified in Sections 1 or 2 of this Article VII but whom the Corporation has the power or obligation to indemnify under the provisions of the Nonprofit Corporation Law of the State of California, or otherwise. It shall be the policy of the Corporation to provide to any Vice President of the Corporation an

Indemnity Agreement in substantially the form provided to other officers of the Corporation.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, 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 of the obligation to indemnify him against such liability under the provisions of this Article VII; except that the Corporation shall not purchase insurance to indemnify any person for a violation of Section 5233 of the California Corporations Code.

Section 8. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person; provided, however, that any repeal or amendment of any of the provisions of this Article VII shall not adversely affect any right or protection of any indemnitee existing at the time of such repeal or amendment.

## ARTICLE VIII

### RECORDS

Maintenance of Corporate Records. The Corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its Board of Directors and committees of the Board; and adequate records and case histories to show the name and address of each recipient of aid, the amount distributed to each, the purpose for which the aid was given, the manner in which the recipient was selected, and the relationship, if any, between the recipient and any Corporate officer, substantial contributor to the Corporation, family of a substantial contributor, or entity controlled by a substantial contributor.

## ARTICLE IX

### NOTICES

Notices. Whenever written notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director or member of a committee, such notice may be given by mail

addressed to such director or member of a committee, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by telegram, telex or cable.

## ARTICLE X

### GENERAL PROVISIONS

Section 1. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Corporate Seal. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, California". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## ARTICLE XI

### AMENDMENTS

Section 1. Amendments. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Board of Directors; provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by a majority of the entire Board of Directors then in office.

Section 2. Entire Board of Directors. As used in this Article XI and in these By-Laws generally, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

SHAKLEE CARES  
WRITTEN CONSENT TO ACTION  
BY BOARD OF DIRECTORS WITHOUT A MEETING

The undersigned Charles L. Orr, Marjorie L. Fine, and Michael J. Collins, being all of the members of the Board of Directors of Shaklee Cares, a California nonprofit public benefit corporation, take the following actions by this unanimous written consent:

Adoption of the following resolutions of the Board of Directors:

RESOLVED, that the purposes and limitations of Shaklee Cares as set forth in Shaklee Cares' Articles of Incorporation and Bylaws shall be interpreted to preclude the distribution of aid to Directors or Officers of either Shaklee Cares or Shaklee U.S., Inc. or their families.

RESOLVED, that the Officers of Shaklee Cares are authorized to take such actions as are necessary to begin the solicitation of contributions to Shaklee Cares; provided that if Shaklee Cares has not received a favorable determination response from the Internal Revenue Service with regard to Shaklee Cares' status as a public charity before December 31, 1993, the Officers will ensure that contributors are provided the opportunity to receive a refund of their contribution or to transfer their contribution to an organization which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code. The actions necessary to begin solicitation include, but are not limited to, mailing literature similar to the attached flyer and donor card, and approving the publication of related articles in Shaklee News and US!.

Dated:

January 13, 1993

January 20, 1993

January 20, 1993

Marjorie L. Fine  
Director

Charles L. Orr  
Director

[Signature]  
Director

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization <b>SHAKLEE CARES</b>	Employer identification number <b>94-3169989</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>4747 WILLOW ROAD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PLEASANTON, CA 94588</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MIKE BATESOLE

Telephone No ▶ (925) 924-2150 FAX No ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) N/A. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
 ▶  calendar year 20 \_\_\_\_ or  
 ▶  tax year beginning 04/01, 20 10, and ending 03/31, 20 11

2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$
3b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$
3c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>SHAKLEE CARES</b>	Employer identification number <b>94-3169989</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>4747 WILLOW ROAD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PLEASANTON, CA 94588</b>	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of  **MIKE BATESOLE**  
 Telephone No  FAX No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until  .
- 5 For calendar year  , or other tax year beginning  , and ending
- 6 If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension **INFORMATION NECCESARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	0.
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date