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

2011

For calendar year 2011, or tax year beginning **JANUARY 01**, 2011, and ending **MAY 15**, 2011

Name of foundation

BERNECKER CHARITABLE FOUNDATION INCNumber and street (or P.O. box number if mail is not delivered to street address)
PO BOX 913

Room/suite

A Employer identification number
65-0416459

City or town, state, and ZIP code

Waxahachie TX 75168

G Check all that apply:

Initial return

Final return

Initial return of a former public charity

Amended return

Address change

Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

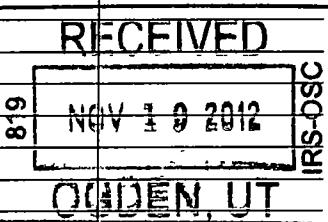
J Accounting method: Cash Accrual
 Other (specify) _____► \$ **1,345,501**

(Part I, column (d) must be on cash basis)

B Telephone number (see instructions)
(305) 273-7770C If exempt application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc., received (attach schedule)	20,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments	8,802	8,802		
	4 Dividends and interest from securities	5,397	5,397		
	5 a Gross rents				
	b Net rental income or (loss) _____				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) ..		0		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10 a Gross sales less rts. & allowances <input type="checkbox"/> 0				
	b Less. Cost of goods sold ...				
	c Gross profit or (loss) (attach schedule)				
O P E R A T I N G & A D M I N I N G E X P E N S E S	11 Other income (attach schedule) .. .				
	12 Total. Add lines 1 through 11.	34,199	14,199	0	
	13 Compensation of officers, directors, trustees, etc .. .	0			
	14 Other employee salaries and wages ..				
	15 Pension plans, employee benefits....				
	16 a Legal fees (attach schedule).....				
	b Accounting fees (attach schedule) ...				
	c Other professional fees (attach schedule)				
	17 Interest .. .				
	18 Taxes (attach schedule)(see instruction #1)	323	323		
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy .. .				
	21 Travel, conferences, and meetings ..				
	22 Printing and publications .. .				
	23 Other expenses (attach schedule)....				
	24 Total operating and administrative expenses. Add lines 13 through 23	323	323	0	0
	25 Contributions, gifts, grants paid .. .	21,000			21,000
	26 Total exp. & disbursements. Add lines 24 and 25	21,323	323	0	21,000
	27 Subtract line 26 from line 12	12,876			
	a Excess of revenue over expenses and disbursements .. .				
	b Net investment income (if neg., enter -0-)		13,876		
	c Adjusted net income (if neg., enter -0-)				



For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2011)

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	1 Cash -- non-interest-bearing	273,337	382,498	382,498
2	2 Savings and temporary cash investments			
3	3 Accounts receivable ► Less: allowance for doubtful accts ►			
4	4 Pledges receivable ► Less allowance for doubtful accts. ►			
5	5 Grants receivable			
6	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) #2	500,000	500,000	500,000
7	7 Other notes and loans receivable (attach schedule) ► Less allowance for doubtful accounts ►			
8	8 Inventories for sale or use			
9	9 Prepaid expenses and deferred charges			
10a	10a Investments -- U.S. and state govt. obligations (attach schedule) #3	124,047	34,090	212,457
b	b Investments -- corporate stock (attach schedule) ..			
c	c Investments -- corporate bonds (attach schedule) ..			
11	11 Investments -- land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
12	12 Investments -- mortgage loans	256,876	250,546	250,546
13	13 Investments -- other (attach schedule)			
14	14 Land, buildings, and equipment basis ► Less accumulated depreciation (attach schedule)			
15	15 Other assets (describe ►)			
16	16 Total assets (to be completed by all filers -- see the instructions Also, see page 1, item I)	1,154,260	1,167,134	1,345,501
17	L 17 Accounts payable and accrued expenses			
18	A 18 Grants payable			
19	B 19 Deferred revenue			
20	T 20 Loans from officers, directors, trustees, and other disqualified persons			
21	E 21 Mortgages and other notes payable (attach schedule)			
22	I 22 Other liabilities (describe ►)			
23	S 23 Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	NF 24 Unrestricted			
25	UN 25 Temporarily restricted			
26	TD 26 Permanently restricted			
	SB Foundations that do not follow SFAS 117, ck. here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	SA 27 Capital stock, trust principal, or current funds			
28	EL 28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29	TAN 29 Retained earnings, accumulated income, endowment, or other funds	1,154,260	1,167,134	
30	SC 30 Total net assets or fund balances (see the instructions)	1,154,260	1,167,134	
31	OEE 31 Total liabilities and net assets/fund balances (see the inst.)	1,154,260	1,167,134	

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	1,154,260
2	Enter amount from Part I, line 27a	2	12,876
3	Other increases not included in line 2 (itemize) ► See attachment #4	3	-2
4	Add lines 1, 2, and 3	4	1,167,134
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	1,167,134

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P -- Purchase D -- Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
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	0
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 the instructions) If (loss), enter -0- in Part I, line 8			3	0

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	193,616	1,370,802	0.141243
2009	43,664	1,371,351	0.031840
2008	38,922	1,415,616	0.027495
2007	334,656	1,937,263	0.172747
2006	75,000	1,682,289	0.044582

2 Total of line 1, column (d)	2	0.417907
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	0.083581
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,309,915
5 Multiply line 4 by line 3	5	109,484
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	139
7 Add lines 5 and 6	7	109,623
8 Enter qualifying distributions from Part XII, line 4	8	21,000

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

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

1 a ¹ Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter _____ (attach copy of letter if necessary -- see inst.)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 139
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2 0
3 Add lines 1 and 2	3 139
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 139
6 Credits/Payments:	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	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 0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9 139
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 2012 estimated tax ►	Refunded ► 11

Part VII-A Statements Regarding Activities

1 a 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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation .. ► \$ 0 (2) On foundation managers .. ► \$ 0	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers .. ► \$ 0	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2 <input checked="" type="checkbox"/>
If "Yes," attach a detailed description of the activities.	
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 <input checked="" type="checkbox"/>
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a <input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b <input checked="" type="checkbox"/> N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5 <input checked="" type="checkbox"/>
If "Yes," attach the statement required by General Instruction T.	
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 <input checked="" type="checkbox"/>
7 Did the foundation have at least \$5,000 in assets at any time during the yr? If "Yes," complete Part II, col. (c), & Part XV	7 <input checked="" type="checkbox"/>
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► FL	
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 <input checked="" type="checkbox"/>
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9 <input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 <input checked="" type="checkbox"/>

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 instructions)	11	<input checked="" type="checkbox"/>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input type="checkbox"/>
Website address ► N/A			
14	The books are in care of ► See attachment #5	Telephone no. ►	
	Located at ►	ZIP+4 ►	
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		<input type="checkbox"/>
16	At any time during calendar year 2011, 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	<input checked="" type="checkbox"/>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		<input type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b		<input checked="" type="checkbox"/>
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 2011?		1c <input checked="" type="checkbox"/>
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 <input type="checkbox"/> , 20 <input type="checkbox"/> , 20 <input type="checkbox"/> , 20 <input type="checkbox"/> 2b <input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement -- see instructions)		2b <input type="checkbox"/>
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 <input type="checkbox"/> , 20 <input type="checkbox"/> , 20 <input type="checkbox"/> , 20 <input type="checkbox"/> 3b <input type="checkbox"/>		3b <input type="checkbox"/>
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b	If "Yes," did it have excess business holdings in 2011 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 2011)		3b <input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a <input type="checkbox"/>
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 2011?		4b <input type="checkbox"/>

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

5a	During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870.					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and avg hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
See attachment #6				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and avg hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

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

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

(a) Name and address of each person paid more than \$50,000

(b) Type of service

(c) Compensation

See attachment #7

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 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 the instructions.

3

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	207,954
b	Average of monthly cash balances	1b	371,363
c	Fair market value of all other assets (see the instructions)	1c	750,546
d	Total (add lines 1a, b, and c)	1d	1,329,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,329,863
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	19,948
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,309,915
6	Minimum investment return. Enter 5% of line 5	6	23,578

Part XI Distributable Amount (see 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	23,578
2a	Tax on investment income for 2011 from Part VI, line 5	2a	139
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	139
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,439
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,439
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,439

Part XII Qualifying Distributions (see 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	#8.	21,000
b	Program-related investments -- total from Part IX-B	1a	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	1b	
3	Amounts set aside for specific charitable projects that satisfy the.	2	
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	21,000
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 the instructions)	5	139
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,861

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 the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				23,439
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 21,000				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions)				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011				
(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				
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 the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				23,439
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a ¹ If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ►				
b Check box to indicate whether the foundation is a private operating foundation described in section	4942(j)(3) or		4942(j)(5)	
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 exempt act				
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 min. investment return shown in Part X, line 6 for each year listed.				
c "Support" alternative test -- enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income.				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year -- see the instructions.)**1 Information Regarding Foundation Managers:**

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

See attachment # 9

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.

See attachment # 10**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 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	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
Name and address (home or business)				
a Paid during the year See attachment #11				
Total			► 3a	21,000
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 the instructions.)
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments ..			14	8,802	
4 Dividends and interest from securities			14	5,397	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property . . .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory ..					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e).....		0		14,199	0
13 Total. Add line 12, columns (b), (d), and (e)			13		14,199

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions)

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

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

2 a 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) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	
Paid Preparer Use Only	Print/Type preparer's name DAVID C BOAS CPA PA	Preparer's signature DAVID C BOAS	Date 11/13/12	Check <input type="checkbox"/> if self-employed PTIN P01420312
	Firm's name ► DAVID C BOAS CPA PA		Firm's EIN ► 65-0371565	
	Firm's address ► 11440 NO KENDALL DR STE 205		Phone no (305) 273-7770	

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

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

BERNECKER CHARITABLE FOUNDATION INC**65-0416459**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not**treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . ► \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).For Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

BERNECKER CHARITABLE FOUNDATION INC

Employer identification number

65-0416459**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BERNECKER NURSERY INC C/O DAVID C BOAS CPA 11440 N KENDALL DR, STE 205 Miami, FL 33176-1024	\$ 20,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

990 SCHEDULE OF TAXES PAID

Attachment 1: page 1 - 990- PF Page 1, Part I, Line 18

Open to Public Inspection	For calendar year 2011, or tax period beginning			01-01-2011, and ending	05-15-2011
Name of Organization BERNECKER CHARITABLE FOUNDATION INC				Employer Identification Number 65-0416459	
Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity	
LICENSES AND TAXES	323	323			
Total:	323	323			

1990 SCHEDULE OF RECEIVABLES - FROM OFFICERS, DIRECTORS, TRUSTEES, AND OTHER DISQUALIFIED PERSONS

Attachment 2: page 1 - 990-PF Page 2, Part II, Line 6

Open to Public Inspection For Calendar year 2011, or tax year period beginning 01-01-2011 and ending 05-15-2011

Name of Organization

BERNECKER CHARTTABLE FOUNDATION TNC

BENECER CHARITABLE FOUNDATION INC

Borrower's Name and Title	Original Amount
ROBERT BERNECKER IRREVOCABLE TRUST	500.00

Employee Identification Number _____

CE 211-6456

BERNECKER CHARITABLE FOUNDATION INC						65-0416459	
Borrower's Name and Title		Original Amount	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate
ROBERT BERNECKER	IRREVOCABLE						

500,000 500,000

- 1 -

Security Provided by Borrower		Purpose of Loan		Description of Lender Consideration		Consideration	Ending FMV
	Total:	500,000	500,000				

100% of the value of the services rendered
FMV (990-PF Only) 500,000

1

Travel advances for official business of the organization: **Total:** **500,000**

Total:

COPY

MINUTES OF DEBTOR – CREDITOR MEETING 7/8/10

A meeting was held on July 8th, 2010 to discuss and resolve problems with various outstanding loans as described below.

The officers present to discuss these issues were:

Robert Bernecker, as President of Bernecker's Nursery, Inc. and additionally as President of Bernecker Charitable Foundation, Inc., and Donald Bernecker, as Trustee of the Robert G Bernecker Irrevocable 2001 Trust.

The specifics and status of the following Notes were discussed at length:

1. A Mortgage Note in the amount of 1,000,000.00 was executed on October 4th, 2005 in favor of the Robert G Bernecker Irrevocable 2001 Trust by Helen Michael and Preferred Enterprises, Inc., and said note was due in full on October 4th, 2007. This note is currently in default, and funds are not available to pay principal or interest. The note is secured by real estate that has been on the market continuously since late 2005 to the present, and the asking price has been reduced many times during that period of time. The real estate market in the United States was unexpectedly depressed during this period, and, more specifically, the South Florida real estate market has suffered a severe decline and development properties such as the property secured by this note have nearly completely stopped selling during this period. Therefore, while the property remains on the market, there is not a reasonable expectation that it can or will be sold in the near future. If the Robert G. Bernecker Irrevocable 2001 Trust were to foreclose on the property, it would be thereby assuming the annual property tax liability for the property and any other current cash flow requirements, and yet would not have any reasonable expectation to be able to sell the property any faster than Mrs. Michael and/or Preferred Enterprises, Inc.
2. A Promissory Note in the amount of \$500,000.00 was executed on February 7th, 2007 by the Robert G. Bernecker Irrevocable 2001 Trust in favor of Bernecker's Nursery, Inc., and this note was due in full on February 8th, 2008. At the time the note was executed, the Robert G. Bernecker Irrevocable 2001 Trust had substantially no liquid funds available as a result of the investment made in the Mortgage Note referenced above as Item 1, and Bernecker's Nursery, Inc. had substantial cash reserves that were not needed for business purposes at the time and that were earning extremely low rates of return in money market type instruments. Therefore, it was judged in the best interests of both organizations for this Promissory Note to be executed. It was anticipated at the time that the real estate that was security for the Mortgage Note (Item 1, above) would be sold quickly within the next several months, and that the Trust would use the proceeds from the pay-off of the Mortgage Note (Item 1) to very quickly repay this loan

from Bernecker's Nursery, Inc. Unfortunately, the South Florida real estate market unexpectedly "crashed", the pending sale for the real estate fell through, and the real estate remains unsold despite numerous reductions in the asking price. The Robert G. Bernecker Irrevocable 2001 Trust has not had, and does not currently have, enough cash to pay either the principal or the interest due on this Promissory Note executed on February 7th, 2007 (Item 2), so the note is in default. Because the Trust is the 100% shareholder of Bernecker's Nursery, Inc., Bernecker's Nursery, Inc. has not pursued collection efforts, which would, in effect, be attempting to collect from itself.

3. Shortly following the execution of the Promissory Note described in Item 2 above, Bernecker's Nursery, Inc. begin to experience cash flow issues of its own. Anticipating a speedy sale of the real estate securing the Mortgage Note in Item 1 above (which would have resulted in the early pay-offs of both the Mortgage Note described in Item 1 and the Promissory Note described in Item 2), the Nursery borrowed cash from the Bernecker Charitable Foundation, Inc. The Bernecker Charitable Foundation had plenty of liquid funds at the time that were earning an extremely low yield in money-market type investments, so the considerable step-up in yield offered by Bernecker's Nursery, Inc. to the Foundation made this a desirable investment for the Bernecker Charitable Foundation, Inc., one that was considered at the time to be in the best interest of the Foundation. Two Promissory Notes were executed by Bernecker's Nursery, Inc. in favor of Bernecker Charitable Foundation, Inc.; the notes were in the amounts of \$300,000.00 and \$200,000.00, and were dated April 12th, 2007 and January 23rd, 2008 respectively. It was anticipated that both of these notes could and would be paid off by the proceeds that Bernecker's Nursery, Inc. would receive from the pay-off of the Promissory Note described in Item 2. In essence, Bernecker's Nursery, Inc. was now holding a note receivable in the amount of \$500,000.00 (Item 2) and notes payable in the amount of \$500,000.00 (Items 3); which was a wash on the Nursery's balance sheet. Unfortunately, since executing the two notes payable described as Items 3, Bernecker's Nursery, Inc. has experienced a severe decline in business revenue as a result of the national recession and economic turn-down, and is struggling to maintain adequate cash flow to even remain in business. As such, Bernecker's Nursery, Inc. is not able to currently pay or service the debt or interest expenses created by these two Promissory Notes, and these notes are currently in default.

After complete discussion, it was concluded that:

- A. As a result of the huge reduction in revenue and losses experienced by Bernecker's Nursery, Inc. as a result of the national economic recession, Bernecker's Nursery, Inc. is not capable of paying the principal or the interest due on the Promissory Notes described in Item 3 above. Bernecker's Nursery, Inc. would only have enough assets to pay these notes in the event of a total liquidation and sale and/or auction of

corporate assets and it is uncertain that there would be enough assets even in this eventuality. Further, the current economic situation makes it very unlikely that such a sale and/or liquidation could be accomplished in any manner in the foreseeable future.

- B. The Robert G. Bernecker Irrevocable 2001 Trust is the sole shareholder of Bernecker's Nursery, Inc., and as a result of the Promissory Note described in Item 2 above, also owes Bernecker's Nursery, Inc. an amount of principal equal to the amount of principal that is owed by Bernecker's Nursery, Inc. to the Bernecker Charitable Foundation, Inc. The Trust does not have the cash to pay the Promissory Note described in Item 2 above, and it would not make sense to liquidate the Nursery in order to raise cash to pay a debt owed to the Nursery.
- C. None of the Notes (Items 1, 2, or 3) can be paid at this time, and will likely only be payable if and when the Mortgage Note described in Item 1 above is paid off as a result of the sale of the property securing that note. While the investment in the Mortgage Note is secure by virtue of the real property that is securing the note, the amount of interest, profit, or loss that may eventually be realized from this investment is very uncertain at this point in time as a result of the national recession and the downtown in the South Florida real estate market.
- D. Bernecker Charitable Foundation, Inc. is holding Promissory Notes secured only by Bernecker's Nursery, Inc. and its assets, and the security interest of the Foundation would be increased and strengthened if it were holding notes secured by not just the Nursery corporation, but also by the owner of the Nursery (the Trust), thereby also gaining a security interest in the other assets of the Trust.
- E. The Bernecker Charitable Foundation currently is holding sufficient liquid funds to carry out its regular operations in a normal manner, and is therefore able to carry the indebtedness that was created and is sustained by the Promissory Notes (Items 2 & 3 above) that were executed in anticipation of a timely (or only slightly delinquent) pay off of the Mortgage Note (Item 1 above). The Foundation is the only entity at this point in time that is financially able to carry this debt without forcing liquidation or impeding normal operations.
- F. Therefore, it was decided that the following actions would be in the best interest of the Bernecker Charitable Foundation, Inc., Bernecker's Nursery, Inc., and the Robert G Bernecker Irrevocable 2001 Trust:
 - i. Bernecker's Nursery, Inc. will assign to the Bernecker Charitable Foundation, Inc. any and all interest it holds in the Promissory Note that it holds that is receivable from the Robert G. Bernecker Irrevocable 2001 Trust. This assignment will include any and all principal and interest payable from this note.
 - ii. In return, and in consideration of the note assignment received, the Bernecker Charitable Foundation, Inc. will deem satisfied the Promissory Notes described in Item 3 above, thereby cancelling these Notes.

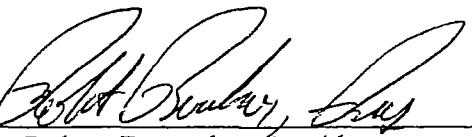
- iii. As a result of these actions, the Robert G. Bernecker Irrevocable 2001 Trust, the sole shareholder of Bernecker's Nursery, Inc., will directly owe the Bernecker Charitable Foundation, Inc. the principal amount of \$500,000.00 and it would be anticipated by all parties that this indebtedness will be paid off upon the sale of the real estate securing the Mortgage Note in Item 1 above.
- iv. The Robert G. Bernecker Irrevocable 2001 Trust and the Bernecker Charitable Foundation will enter into an agreement regarding the sharing of any interest and/or profit or loss that may eventually be realized from the Mortgage Investment entered into by the Trust on October 4th, 2005. Said agreement would include the renegotiation of the existing assigned notes to reflect the reality of current economic and real estate market conditions, as well as current and historical interest rates.

In witness whereof, we have set our hands and seals this 9th day of JULY, 2010.

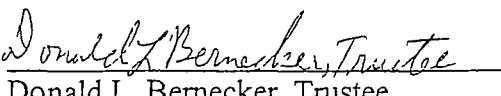
Bernecker's Nursery, Inc.


By Robert Bernecker, President

Bernecker Charitable Foundation, Inc.


By Robert Bernecker, President

Robert G. Bernecker Irrevocable 2001 Trust


Donald L. Bernecker, Trustee

SATISFACTION OF PROMISSORY NOTE

FOR VALUE RECEIVED, and in consideration of the receipt of the Assignment of Promissory Note hereto attached as "Exhibit B", the undersigned, Robert Bernecker, as President of the Bernecker Charitable Foundation, Inc., hereinafter referred to as "releasor" does acknowledge the adequate satisfaction of two certain Promissory Notes payable to Bernecker Charitable Foundation, Inc. from Bernecker's Nursery, Inc., hereinafter referred to as "releasee", dated April 12, 2007 and January 23rd, 2008; copies of which are hereto attached as "Exhibit C".

Bernecker Charitable Foundation Inc. does hereby remise, release, and forever discharge releasee, as well as releasee's heirs, executors, administrators, successors and assigns of and from any and all indebtedness, liability, guarantee, all manner of actions or causes of action, suits, debts, dues, reckonings, bonds, bills, specialties, covenants, contracts, agreements, promises, variances, damages, judgments, claims, or demands whatsoever in law or in equity arising out of the Note(s) attached hereto as "Exhibit C"

Signed under seal this 9th day of JULY, 2010.

Releasor

Bernecker Charitable Foundation, Inc.



Robert Bernecker, President

Releasee

Bernecker's Nursery, Inc.



Robert Bernecker, President

EXHIBIT "B"

ASSIGNMENT OF PROMISSORY NOTE

FOR VALUE RECEIVED, the undersigned Assignor, Bernecker's Nursery, Inc., hereby assigns, transfers, and sets over to Bernecker Charitable Foundation, Inc. all right, title, and interest along with all rights to any and all proceeds, income, rentals, fees, profits or monies that shall be due the undersigned in, to, and from a certain contract described as:

A Promissory Note executed on February 8th, 2007 at Miami Dade County, by and between Bernecker's Nursery, Inc. and the Robert G. Bernecker Irrevocable 2001 Trust in the amount of \$500,000.00. Copy of said note is attached hereto as "Exhibit A".

The Assignor warrants and represents that said contract is in full force and effect and is fully assignable.

The Assignee hereby assumes and agrees to perform all the obligations of the Assignor under the contract and guarantees to hold the Assignor harmless from any claim or demand made thereunder.

Signed under seal this 9th day of July, 2010.

Assignor

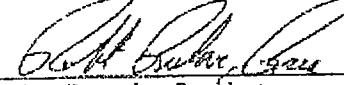
Bernecker's Nursery, Inc.

Assignee

Bernecker Charitable Foundation, Inc.



Robert Bernecker, President



Robert Bernecker, President

EXHIBIT "C"

Page 1 of 2

Promissory Note

FOR VALUE RECEIVED, the undersigned, Robert Bernecker as President for Bernecker's Nursery, Inc., does hereby promise to pay to the order of the Bernecker Charitable Foundation, Inc., a Florida corporation, the sum of Three Hundred Thousand dollars (\$300,000.00), with interest thereon at the rate of 10% per annum on the unpaid balance.

Said sum shall be payable in the manner following.

One single lump sum payment of principal and interest on April 12th, 2009

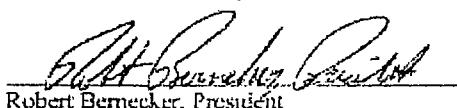
The undersigned shall have the right to prepay this note in whole or in part at any time without penalty. In the event any payment due hereunder is not made when due, the entire balance shall be immediately due at the option of the holder of this note.

In the event of default, the undersigned agree to pay all reasonable attorney fees and costs of collection.

Each maker, surety, guarantor or endorser of this note waives presentation of payment notice of non-payment, protest and notice of protest and agrees to all extensions, renewals, or release, discharge or exchange of any other party or collateral without notice.

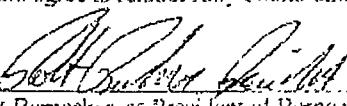
Executed this 12th day of April, 2007 at Miami Dade County, Florida

By Bernecker's Nursery, Inc.



Robert Bernecker, President

FOR VALUE RECEIVED, the undersigned do hereby guarantee payment of the above note and agree to remain fully bound until fully paid.



Robert Bernecker, as President of Bernecker's Nursery, Inc

EXHIBIT "C"

Page 2 of 2

Promissory Note

FOR VALUE RECEIVED, the undersigned, Robert Bernecker as President for Bernecker's Nursery, Inc., does hereby promise to pay to the order of the Bernecker Charitable Foundation, Inc., a Florida corporation, the sum of Two Hundred Thousand dollars (\$200,000.00), with interest thereon at the rate of 10% per annum on the unpaid balance.

Said sum shall be payable in the manner following:

One single lump sum payment of principal and interest on January 23rd, 2010

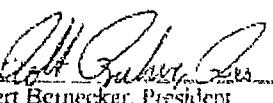
The undersigned shall have the right to prepay this note in whole or in part at any time without penalty. In the event any payment due hereunder is not made when due, the entire balance shall be immediately due at the option of the holder of this note.

In the event of default, the undersigned agree to pay all reasonable attorney fees and costs of collection.

Each maker, surety, guarantor or endorser of this note waives presentation of payment, notice of non-payment, protest and notice of protest and agrees to all extensions, renewals, or release, discharge or exchange of any other party or collateral without notice

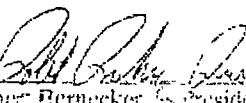
Executed this 23rd day of January, 2008 at Miami Dade County, Florida

By Bernecker's Nursery, Inc.



Robert Bernecker, President

FOR VALUE RECEIVED, the undersigned do hereby guarantee payment of the above note and agree to remain fully bound until fully paid.



Robert Bernecker, President of Bernecker's Nursery, Inc.

ASSIGNMENT OF PROMISSORY NOTE

FOR VALUE RECEIVED, the undersigned Assignor, Bernecker's Nursery, Inc., hereby assigns, transfers, and sets over to Bernecker Charitable Foundation, Inc. all right, title, and interest along with all rights to any and all proceeds, income, rentals, fees, profits or monies that shall be due the undersigned in, to, and from a certain contract described as:

A Promissory Note executed on February 8th, 2007 at Miami Dade County, by and between Bernecker's Nursery, Inc. and the Robert G. Bernecker Irrevocable 2001 Trust in the amount of \$500,000.00. Copy of said note is attached hereto as "Exhibit A".

The Assignor warrants and represents that said contract is in full force and effect and is fully assignable.

The Assignee hereby assumes and agrees to perform all the obligations of the Assignor under the contract and guarantees to hold the Assignor harmless from any claim or demand made thereunder.

Signed under seal this 9th day of July, 2010.

Assignor

Bernecker's Nursery, Inc.



Robert Bernecker, President

Assignee

Bernecker Charitable Foundation, Inc.



Robert Bernecker, President

EXHIBIT "A"

Promissory Note

FOR VALUE RECEIVED, the undersigned, Donald L. Bernecker as Trustee for the Robert G. Bernecker Irrevocable 2001 Trust, does hereby promise to pay to the order of Bernecker's Nursery, Inc., a Florida corporation, the sum of Five Hundred Thousand dollars (\$500,000.00), with interest thereon at the rate of 5% per annum on the unpaid balance.

Said sum shall be payable in the manner following:

One single lump sum payment of principal and interest on February 8th, 2008

The undersigned shall have the right to prepay this note in whole or in part at any time without penalty. In the event any payment due hereunder is not made when due, the entire balance shall be immediately due at the option of the holder of this note.

In the event of default, the undersigned agree to pay all reasonable attorney fees and costs of collection.

Each maker, surety, guarantor or endorser of this note waives presentation of payment, notice of non-payment, protest and notice of protest and agrees to all extensions, renewals, or release, discharge or exchange of any other party or collateral without notice.

Executed this 8th day of February, 2007 at Miami-Dade County, Florida

Donald L. Bernecker, Trustee
Donald Bernecker, as Trustee for the Robert G. Bernecker Irrevocable 2001 Trust

FOR VALUE RECEIVED, the undersigned do hereby guarantee payment of the above note and agree to remain fully bound until fully paid.

Donald L. Bernecker, Trustee
Donald Bernecker, as Trustee for the Robert G. Bernecker Irrevocable 2001 Trust

990 SCHEDULE OF INVESTMENTS - GOVERNMENT OBLIGATIONS**Attachment 3: page 1 - 990-PF Page 2, Part II, line 10a**

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	05-15-2011.	
Name of Organization BERNECKER CHARITABLE FOUNDATION INC			Employer Identification Number 65-0416459	
Description	Cost	FMV at End of Year	Book Value	Fair Market Value
U S. Government Obligations			34,090	212,457
State and Municipal Government Obligations				
Total U S. and State Government Obligations			34,090	212,457

MorganStanley SmithBarney

Ref: 00029298 00206745

Financial Management Account
May 1 - May 31, 2011

Page 1 of 10

E11000029298 311151AA01 BRDFOL02A
BERNECKER CHARITABLE
FOUNDATION, INC.
DTD 05/24/93
P.O. BOX 913
WAXAHACHIE TX 75168-0913

www.morganstanley.com

Account carried by Citigroup Global Markets Inc. Member SIPC.

Account value	Last period	This period	%
Cash balance	\$ 74.97	\$ 74.97	1.01
Money fund	266,657.24	282,609.99	47.50%
Accrued money fund dividends	.07	.31	
Exchange traded & closed end funds	14,210.98	14,260.96	2.40
Preferred stocks	30,195.20	30,436.00	5.12
Accrued interest on bonds/CDs	452.39	299.89	.05
Mortgage and asset backed securities	4,113.97	4,054.12	.68
Unit investment trusts	160,231.06	163,406.00	21.47
Certificates of deposit	107,878.34	99,812.79	16.78
Total value	\$ 583,814.22	\$ 594,955.03	100.00
Total value (excluding accrued interest)	\$ 583,361.76	\$ 594,654.83	

A free credit balance in any securities account may be paid to you on demand.

Although properly accounted for, these funds may be used for business purposes.

Account number 404-76005-17 471

Morgan Stanley Smith Barney LLC. Member SIPC.

Your Financial Advisor

Alan Sitkoff

5565 GLENRIDGE CONN

SUITE 1900

ATLANTA GA 30342

404-459-3850

Email: alan.l.sitkoff@mssb.com

Website: www.smithbarney.com

FMA Client Services: 1-800-634-9855
Branch Phone: 800 825 7171
TTY/TDD Deaf & Hard of hearing: 800-227-4238

Portfolio summary	This period	This period	This year
Beginning total value (excl. accr. int.)	\$ 583,361.76	\$ 475,932.11	\$ 475,932.11
Net security deposits/withdrawals	0.00	0.00	0.00
Net cash deposits/withdrawals	6,521.57	6,521.57	6,521.57
Beginning value net of deposits/withdrawals	589,893.33	589,893.33	589,893.33
Total value as of 5/31/2011 (excl. accr. int.)	\$ 594,654.83	\$ 594,654.83	\$ 594,654.83
Change in value	\$ 4,761.50	\$ 17,042.67	\$ 17,042.67

Earnings summary	This period	This year
Taxable	Non-taxable	Taxable
Interest	\$ 568.85	\$ 0.00
Interest	\$ 568.85	\$ 2,471.52
Other dividends	784.70	0.00
Other dividends	784.70	5,351.29
Money fund earnings	2.14	0.00
Money fund earnings	2.14	45.40
Total	\$ 1,355.69	\$ 0.00
		\$ 7,868.21



990 SCHEDULE OF OTHER INCREASES

Attachment 4: page 1 - 990- PF Page 2, Part III, Line 3

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011	, and ending	05-15-2011.
Name of Organization	BERNECKER CHARITABLE FOUNDATION INC			Employer Identification Number 65-0416459
Description of Increase				Total Amount
ROUNDING				-2
				Total: -2

990 BOOKS ARE IN CARE OF

Attachment 5 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01	, and ending	05-15-2011
Name of Organization	BERNECKER CHARITABLE FOUNDATION INC			Employer Identification Number 65-0416459
Part VII-A - Line 14				

Individual Name

or

Business Name:

BERNECKER CHARITABLE FOUNDATION INC

C/O DAVID C BOAS CPA

Street Address

11440 N KENDALL DR STE 205

U.S Address

Zip code **33176-1024**

City **Miami**

State **FL**

or

Foreign Address

City

Province or State

Country

Postal code

Phone Number

(305) 273-7770

Fax Number

(305) 595-4364

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**Attachment 6: page 1 - 990-PF Page 6, Part VIII**

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	05-15-2011.	
Name of Organization BERNECKER CHARITABLE FOUNDATION INC			Employer Identification Number 65-0416459	
(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def. Comp	(E) Expense Account & Other Allowances
ROBERT BERNECKER PO BOX 913 WAXAHACHIE, TX 71568 WESLEY J BERNECKER 5045 APRIL LANE Waxahachie, TX 75165 BENJAMIN KISSEE 5045 APRIL LANE Waxahachie, TX 75165	PRESIDENT/DIR DIRECTOR DIRECTOR	0 0 0	0 0 0	0 0 0

**990 COMPENSATION OF THE FIVE HIGHEST PAID INDEPENDENT CONTRACTORS
FOR PROFESSIONAL SERVICES**

Attachment 7: page 1 990-PF Page 6, Part VIII, Line 2

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	05-15-2011
Name of Organization	Employer Identification Number		
BERNECKER CHARITABLE FOUNDATION INC	65-0416459		

Part VIII Compensation of the Five Highest Paid Independent Contractors for Professional Services			
(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation	
NONE			0

990 BORROWED FUNDS ELECTION

Attachment 8: page 1 - 990-PF Page 8 , Part XII , Line 1a

Open to Public
Inspection

For Calendar year 2011, or tax year period beginning

01-01-2011

and ending 05-15-2011.

Name of Organization
BERNECKER CHARITABLE FOUNDATION INC

Employer Identification Number

65-0416459

Name and Address	Amount Borrowed	Use of Borrowed Funds	Election Statement
	21,000		
Total:			21,000

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 9: page 1 - 990-PF Page 10, Part XV, line 1a

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	05-15-2011.
Name of Organization BERNECKER CHARITABLE FOUNDATION INC	Employer Identification Number 65-0416459		
Contributing Manager			
BERNECKERS NURSERY INC			

990 INFORMATION REGARDING FOUNDATION MANAGERS

Attachment 10: page 1 - 990-PF Page 10, Part XV, line 1b

Open to Public Inspection	For calendar year 2011, or tax period beginning	01-01-2011, and ending	05-15-2011.
Name of Organization	Employer Identification Number		
BERNECKER CHARITABLE FOUNDATION INC	65-0416459		
Shareholder Manager			
NONE			

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 11: page 1 990-PF Page 11, Part XV Line 3a

Open to Public Inspection

For calendar year 2011, or tax period beginning

01-01-2011, and ending

05-15-2011

Name of Organization

BERNECKER CHARITABLE FOUNDATION INC

Employer Identification Number

65-0416459

Recipient	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
OLD CUTLER PRESBYTERIAN CHURCH 14401 OLD CUTLER ROAD Palmetto Bay FL 33158		PUBLIC	GENERAL OPERATIONS	5,000
SOUTH PARK ASSEMBLY OF GOD 800 S ROGERS ST Waxahachie TX 75168		PUBLIC	GENERAL OPERATIONS	16,000
				Total: 21,000

990 BOOKS ARE IN CARE OF

Attachment 1 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2011, or tax period beginning	, and ending
Name of Organization BERNECKER CHARITABLE FOUNDATION INC	Employer Identification Number 65-0416459	
Part VII-A - Line 14		
Individual Name or		
Business Name BERNECKER CHARITABLE FOUNDATION INC		
C/O DAVID C BOAS CPA		
Street Address	11440 N KENDALL DR STE 205	
U S. Address		
Zip code	33176-1024	City Miami
or		
Foreign Address		
City		
Province or State		
Country		
Postal code		
Phone Number	(305) 273-7770	
Fax Number	(305) 595-4364	

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

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)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BERNECKER CHARITABLE FOUNDATION INC	Employer identification number (EIN) or <input checked="" type="checkbox"/> 65-0416459
File by the due date for filing the return See instructions	Number, street, and room or suite no. If a P O box, see instructions 11440 N KENDALL DRIVE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions Miami FL 33176-1024	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ► **See attachment #1**

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 **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning _____, 20_____, and ending _____, 20_____

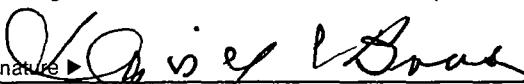
6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO COMPILE INFORMATION TO PROPERLY PREPARE RETURN.**

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 Balance due. 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 must be completed for Part II only.

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 ► **LPO**
JVA 11 88682 TWF 990 Copyright Forms (Software Only) - 2011 TW

Date ► **7/28/12**

Form 8868 (Rev. 1-2012)

990 BOOKS ARE IN CARE OF

Attachment 1 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2011, or tax period beginning _____, and ending _____	Employer Identification Number 65-0416459
Name of Organization BERNECKER CHARITABLE FOUNDATION INC		
Part VII-A - Line 14		
Individual Name		
or		
Business Name: BERNECKER CHARITABLE FOUNDATION INC		
C/O DAVID C BOAS CPA		
Street Address		11440 N KENDALL DR STE 205
U S Address		
Zip code	33176-1024	City Miami
or		
Foreign Address		
City		
Province or State		
Country		
Postal code		
Phone Number		
(305) 273-7770		
Fax Number		
(305) 595-4364		

**Power of Attorney
 and Declaration of Representative**

► Type or print. ► See the separate instructions.

OMB No 1545-0150

For IRS Use Only

Received by

Name _____

Telephone _____

Function _____

Date / /

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7

Taxpayer name and address

Bernecker Charitable Foundation, Inc
 11440 N. Kendall Dr. STE 205
 Miami, FL 33176-1024

Identifying number

65-0416459

Daytime telephone number **305-345-9272** Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact.

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address

David D. Boas, CPA, PA
 11440 N. Kendall Dr, STE 205
 Miami, FL 33176-1024

CAF No. *65-0416459*

PTIN *PO1X20312*

Telephone No. **305-273-7770**

Fax No. **305-595-4364**

Check if to be sent notices and communications

Check if new: Address Telephone No. Fax No.

Name and address

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

Check if to be sent notices and communications

Check if new: Address Telephone No. Fax No.

Name and address

CAF No. _____

PTIN _____

Telephone No. _____

Fax No. _____

Check if new: Address Telephone No. Fax No.

to represent the taxpayer before the Internal Revenue Service for the following matters

3 Matters

Description of Matter (Income, Employment, Excise, Whistleblower, PLR, FOIA, Civil Penalty, etc.) (see the instructions for line 3)

Tax Form Number
 (1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)
 (see the instructions for line 3)

All tax matters concerning Private Foundation

990, 990-PF

2008 thru 2012

All matters concerning tax exempt status, application, forms

1023

2008 thru 2012

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4 Specific Uses Not Recorded on CAF

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) are not authorized to substitute another representative or add additional representatives, to sign certain returns, or to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Disclosure to third parties; Signing a return, Substitute or add representatives,

Other _____

(see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney _____

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ►

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.



Signature

2/14/12

President

Title (if applicable)

Robert Bernecker, Pres.

Print Name

PIN Number

Bernecker Charitable Foundation, Inc.

Print name of taxpayer from line 1 if other than individual

Part II Declaration of Representative

Under penalties of perjury, I declare that.

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service.
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service.
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Circular 230
 - d Officer—a bona fide officer of the taxpayer's organization
 - e Full-Time Employee—a full-time employee of the taxpayer
 - f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister)
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U S C 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230)
 - h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**
 - i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10 4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**
 - k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10 7(d) of Circular 230. See instructions for Part II for additional information and requirements.
 - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information

Designation—Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	License/Bar or Enrollment Number (if applicable)	Signature	Date
6	Pioneer	R 1010	Robert Bernecker	2/14/12

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 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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. <i>BENECILETS CHARITABLE FOUNDATION INC</i>	Employer identification number (EIN) or <input type="text"/> <i>65-0416459</i>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <i>90 David C. Boas CPA, PA 11440 N. Kendall Drive Suite 205</i>	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

Miami, Florida 33176

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 **VISITORS REPORT #1**

Telephone No ► 305 278 7770 FAX No ► 305 595 4364 ►

● 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► calendar year 2011 or
► tax year beginning _____, 20_____, and ending _____, 20_____.

2 If the tax year entered in line 1 is for less than 12 months, check reason	<input type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input type="checkbox"/> 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.	3a	\$	—
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.	3b	\$	—
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	—

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.

For Paperwork Reduction Act Notice, see Instructions.