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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 12-01-2010 , and ending 11-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
ROMA CHARITABLE FOUNDATION

A Employer identification number
94-3142398

Number and street (or P O box number if mail is not delivered to street address)
108 S WASHINGTON ST NO 300

Room/suite

B Telephone number (see page 10 of the instructions)
(206) 621-7585

City or town, state, and ZIP code
SEATTLE, WA 98104

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 22,431,165

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	14,624,059			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40,997	40,997		
	4 Dividends and interest from securities.	123,861	123,861		
	5a Gross rents	222,728	222,728		
	b Net rental income or (loss) <u>222,728</u>				
	6a Net gain or (loss) from sale of assets not on line 10	99			
	b Gross sales price for all assets on line 6a <u>405</u>				
	7 Capital gain net income (from Part IV, line 2)		99		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	15,011,744	387,685		
	13 Compensation of officers, directors, trustees, etc	12,000	6,000		6,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	8,296	8,296		0
	b Accounting fees (attach schedule).	14,350	14,350		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	6,000	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	21,692	19,800		1,892
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	62,338	48,446		7,892
	25 Contributions, gifts, grants paid.	171,000			171,000
	26 Total expenses and disbursements. Add lines 24 and 25	233,338	48,446		178,892
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	14,778,406			
	b Net investment income (if negative, enter -0-)		339,239		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	97,747	124,454	124,454
	2	Savings and temporary cash investments	1,488,696	5,117,001	5,117,001
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,039,732	5,012,738	5,114,449
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	350,984	9,488,978	12,075,261	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,977,159	19,743,171	22,431,165	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,977,159	19,743,171	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,977,159	19,743,171	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,977,159	19,743,171	

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 4,977,159
2	Enter amount from Part I, line 27a	2 14,778,406
3	Other increases not included in line 2 (itemize) ▶ _____	3 930
4	Add lines 1, 2, and 3	4 19,756,495
5	Decreases not included in line 2 (itemize) ▶ _____	5 13,324
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 19,743,171

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)
1 a	27SH VRGY	P	2005-02-16	2011-07-05
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 405		306	99
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			99
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	99
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	177,252	4,516,699	0 039244
2008	171,000	3,781,053	0 045225
2007	251,774	3,464,168	0 072680
2006	183,000	3,623,323	0 050506
2005	143,592	2,098,676	0 068420

2 Total of line 1, column (d).	2	0 276075
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 055215
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	21,834,770
5 Multiply line 4 by line 3.	5	1,205,607
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,392
7 Add lines 5 and 6.	7	1,208,999
8 Enter qualifying distributions from Part XII, line 4.	8	178,892

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,785
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	6,785
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	6,785
6		Credits/Payments			
a		2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,386	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	6,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	12,386
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	37
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	5,564
11		Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 5,564	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes <input type="checkbox"/> .	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <input type="checkbox"/>	10	Yes	

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BRUCE I MITCHELL CPA Telephone no (206) 621-7585 Located at 108 S WASHINGTON 300 SEATTLE WA ZIP+4 98104			
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.			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	15		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.		16		No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT BERRY	PRESIDENT	4,000	0	0
108 S WASHINGTON 300 SEATTLE, WA 98104	0 25			
LAWRENCE PODNAR	VICE PRESIDENT	4,000	0	0
108 S WASHINGTON 300 SEATTLE, WA 98104	0 25			
CARMEN ANGIULI	TREASURER/SECRETARY	4,000	0	0
108 S WASHINGTON 300 SEATTLE, WA 98104	0 25			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,959,973
b	Average of monthly cash balances.	1b	5,132,045
c	Fair market value of all other assets (see page 24 of the instructions).	1c	12,075,261
d	Total (add lines 1a, b, and c).	1d	22,167,279
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	22,167,279
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	332,509
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,834,770
6	Minimum investment return. Enter 5% of line 5.	6	1,091,739

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,091,739
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	6,785
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,785
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,084,954
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,084,954
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,084,954

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	178,892
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	178,892
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	178,892
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,084,954
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				22,160
b From 2006.				12,048
c From 2007.				95,018
d From 2008.				
e From 2009.				
f Total of lines 3a through e.	129,226			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 178,892				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2010 distributable amount.				178,892
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	129,226			129,226
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				776,836
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV

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

1a

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

b

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

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

ROMA CHARITABLE FOUNDATION
108 SOUTH WASHINGTON ST 300
SEATTLE, WA 98104
(206) 621-7585

b

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

LETTER INCLUDING SPECIFICS OF REQUEST AND HOW FUNDS WOULD BE UTILIZED

c

Any submission deadlines

NONE

d

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

NONE

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 Additional Data Table				
Total			3a	171,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	40,997	
4 Dividends and interest from securities. . . .			14	123,861	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			14	222,728	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	99	
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		387,685	0
13 Total. Add line 12, columns (b), (d), and (e).			13		387,685

[illegible]





Part XVII

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

[illegible]

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-10-11	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  HOWARD DONKIN CPA		Date 2012-09-06	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name  JACOBSON JARVIS & CO PLLC 600 STEWART STREET SUITE 1900			Firm's EIN 
Firm's address  SEATTLE, WA 981011219			Phone no (206) 628-8990		

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of organization ROMA CHARITABLE FOUNDATION	Employer identification number 94-3142398
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule—

☒ 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization ROMA CHARITABLE FOUNDATION	Employer identification number 94-3142398
---	---

Part I Contributors (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	ESTATE OF RAY O'LEARY 108 S WASHINGTON ST 300 SEATTLE, WA 98104	\$ 3,263,965	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	ESTATE OF RAY O'LEARY 108 S WASHINGTON ST 300 SEATTLE, WA 98104	\$ 1,939,102	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	ESTATE OF RAY O'LEARY 108 S WASHINGTON ST 300 SEATTLE, WA 98104	\$ 9,420,992	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization ROMA CHARITABLE FOUNDATION	Employer identification number 94-3142398
--	--

Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SMITH BARNEY - VARIOUS STOCKS	\$ 1,939,102	2010-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	VARIOUS PARTNERSHIPS	\$ 9,420,992	2010-12-31
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization ROMA CHARITABLE FOUNDATION	Employer identification number 94-3142398
--	--

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)


For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

Additional Data

Software ID:
Software Version:
EIN: 94-3142398
Name: ROMA CHARITABLE FOUNDATION

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN BRAIN TUMOR 2720 RIVER ROAD DES PLAINES,IL 60018		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	5,000
CHILDHAVEN 316 BROADWAY SEATTLE,WA 98122		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	20,000
EARTH CORPS 7400 SAND PT WAY NE 30 SEATTLE,WA 98115		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	3,000
FARESTART 700 VIRGINIA SEATTLE,WA 98101		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	15,000
GUIDE DOGS FOR THE BLIND 32901 SE KELSO RD BORING,OR 97009		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	50,000
CITY OF HOONAH PARKS & RECREATION DEPT PO BOX 360 HOONAH,AK 99829		GOVT AGENCY	TO SUPPORT THE MARY & WILLIAM JOHNSON YOUTH CENTER	2,000
LEUKEMIA & LYMPHOMA 530 DEXTER AVE N 300 SEATTLE,WA 98109		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	5,000
NW MEDICAL TEAMS PO BOX 10 PORTLAND,OR 97207		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	8,000
PEPS 4649 SUNNYSIDE AVE N 324 SEATTLE,WA 98103		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	4,000
PUGET SOUND BLOOD CENTER 921 TERRY AVE SEATTLE,WA 98104		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	10,000
WORLD CONCERN 19303 FREMONT AVE N SEATTLE,WA 98133		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	27,000
MILK FUND 1130 N NORTHGATE WAY SEATTLE,WA 98133		PUBLIC CHARITY	TO AID ORGANIZATION'S CHARITABLE ACTIVITIES	22,000
Total  3a				171,000

TY 2010 Accounting Fees Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	14,350	14,350		0

**TY 2010 Investments Corporate
Stock Schedule****Name:** ROMA CHARITABLE FOUNDATION**EIN:** 94-3142398

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARMZX (293,835SH)	2,809,817	2,512,289
INTC (24,760SH)	264,124	614,530
AOL (121SH)	3,560	1,735
A (228SH)	5,151	8,550
AMGN (1,000SH)	63,460	57,910
CSCO (1,000SH)	17,815	18,640
COST (2,000SH)	93,760	170,600
GE (3,000SH)	108,600	47,730
HPQ (1,200SH)	25,248	33,540
HD (1,500SH)	63,668	58,830
INTC (40,000SH)	970,600	996,400
MSFT (16,000SH)	412,800	409,280
TWX (1,333SH)	50,773	46,415
TMC (334SH)	17,872	20,200
WMT (2,000SH)	105,490	117,800

TY 2010 Legal Fees Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,296	8,296		0

TY 2010 Other Assets Schedule**Name:** ROMA CHARITABLE FOUNDATION**EIN:** 94-3142398

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
WONG NOTE	350,984	292,794	292,794
THE VILLAGE GREEN GROUP LLC		1,020,510	1,575,000
SCARBOROUGH GROUP		1,107,522	1,527,288
SPANISH HILLS LIMITED LLP		1,791,103	1,905,179
THE SHANNON SOUTH APARTMENTS LLC		1,796,501	3,060,000
DOLPHIN APARTMENTS, LLC		359,249	575,000
TIKI APARTMENT GROUP LLC		457,237	550,000
SUMMERHILL PLACE LLC		1,769,958	1,700,000
UNIVERSITY PARK INVESTMENTS, LLC		423,556	575,000
SEA HAVEN PARTNERS		141,255	92,500
O'LEARY ELECTRIC BUILDING, LLC		329,293	222,500

TY 2010 Other Decreases Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Description	Amount
WONG NOTE PPA	13,324

TY 2010 Other Expenses Schedule**Name:** ROMA CHARITABLE FOUNDATION**EIN:** 94-3142398

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
APPRAISAL FES	19,800	19,800		0
INSURANCE	1,748	0		1,748
LICENSES	144	0		144

TY 2010 Other Increases Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Description	Amount
INTEL STOCK COST BASIS ADJUSTMENT	930

TY 2010 Substantial Contributors Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Name	Address
ESTATE OF RAY O'LEARY	108 SOUTH WASHINGTON ST 300 SEATTLE, WA 98104

TY 2010 Taxes Schedule

Name: ROMA CHARITABLE FOUNDATION

EIN: 94-3142398

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	6,000	0		0

FILED
SECRETARY OF STATE
SAM REED
JULY 19, 2010
STATE OF WASHINGTON

07/19/10 1767300-
001
\$50.00 K #123482
ud: 1931748

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ROMA CHARITABLE FOUNDATION

Pursuant to the provisions of RCW 24.03.170 of the Washington Nonprofit Corporation Act, the undersigned corporation hereby submits the following amendments to the Corporation's Articles of Incorporation.

1. The name of the Corporation is ROMA CHARITABLE FOUNDATION.
2. The amendments to the Articles of Incorporation of the Corporation are as follows:

Article VIII is amended to read as follows:

ARTICLE VIII

Transactions Involving Directors

No contracts or other transactions between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any director of this Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation; provided that all such contracts or other transactions shall be subject to the Corporation's conflict of interest policy; and further provided that the Corporation may not enter into any contract or transaction when it would constitute an act of direct or indirect self-dealing as defined in Code Section 4941.

Article IX is amended to read as follows:

ARTICLE IX

Limitation of Directors' Liability; Indemnification

1. A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting

the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

2. The Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against all liability, damage, or expense to the maximum extent and under all circumstances permitted by the Washington Nonprofit Corporation Act, as the Act now exists or may hereafter from time to time be amended, except that the Corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act of such director occurring prior to such repeal or modification.

3. The amendment(s) were adopted by a consent in writing dated effective 12/8, 2009 signed by all directors of the Corporation. There are no members.

Dated 6/30, 2010.

ROMA CHARITABLE
FOUNDATION

By Bert Barry
Its Pres.

AMENDMENT NO. 1 TO THE BYLAWS

OF

ROMA CHARITABLE FOUNDATION

1. That Article III, Section 2 of the Corporation's Bylaws be amended to read as follows:

Section 2. Number, Tenure, and Qualifications.

2.1 Number of Directors. The initial number of Directors of the Corporation shall be as set forth in the Articles of Incorporation; but if the minutes of any Directors' meeting should indicate that larger or lesser number has been elected, then these Bylaws shall be considered to have been amended to conform to the number set forth in such minutes; provided that no decrease shall shorten the term of any incumbent Director. Directors need not be residents of the State of Washington.

2.2 Election of Directors. The terms of the Board shall be staggered. Beginning with the first annual meeting following the adoption of this amendment to the Bylaws, one-third of the positions on the Board shall be for terms of one (1) year; one-third shall be for two (2) years; and one-third shall be for three (3) years. Thereafter, each year at the annual meeting of the Board, members of the Board shall be elected to replace the members whose terms are expiring.

2.3 Term. Every Board member shall serve for a term of three (3) years. Unless a Director dies, resigns or is removed, the Director shall hold office until the end of his or her term and until a successor is elected, or until a decrease in the number of Directors is approved.

2. That Article III, Section 7 of the Corporation's Bylaws are hereby amended to read as follows:

Section 7. Notice of Meetings.

7.1 Definitions

(a) Deliver. "Deliver" means: (a) mailing by first class mail; (b) transmission by facsimile equipment, or (c) an electronic transmission, in accordance with an officer's or director's consent.

(b) Electronic Transmission. "Electronic transmission" means an electronic communication (a) not directly involving the physical

transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient (including without limitation, email). "Electronically transmitted" means the initiation of an electronic transmission.

(c) Execute. "Execute," "executes," or "executed" means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission. "Executed by an officer of the Corporation," or words of similar import, means that any record executed by such person shall be and is executed by that person under penalties of perjury and in an official and authorized capacity on behalf of the Corporation.

(d) Record. "Record" means information inscribed on a tangible medium or contained in an electronic transmission (including without limitation, email).

(e) Tangible Medium. "Tangible medium" means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

(f) Writing and Written. "Writing" does not include an electronic transmission. "Written" means embodied in a tangible medium.

7.2 Contents of Notice. Notice stating the place, day, and hour of an annual or special Board or committee meeting shall be given to a director by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting in the form of a record, or by personal communication with the director. Neither the business to be transacted at, nor the purpose of any regular meeting need be specified in the notice of such meeting, although notices of special meetings shall include the purpose of such meeting. Notice to directors includes material required by law to accompany the notice.

7.3 Transmission of Notice and Delivery Requirements

(a) Oral Notice. Oral notice may be communicated in person or by telephone, and shall be deemed effective if personally given to the director at least forty-eight (48) hours in advance of the time of the meeting.

(b) Notice in a Tangible Medium. Notice in a tangible medium may be transmitted by: United States mail, private carrier, or

personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be effective when mailed if mailed with first-class postage prepaid addressed to a director at his or her address shown on the records of the Corporation at least five (5) days before the meeting. Other forms of notice in a tangible medium described in this subsection must be delivered at least forty-eight (48) hours in advance of the time of the meeting.

(c) Electronically transmitted Notice.

(i) Notice may be transmitted electronically if it complies with the requirements of these Bylaws. Notice in an electronic transmission is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices. Such consent shall designate the message format accessible to the recipient, and the address, location, or system to which notices may be electronically transmitted. Such consent may be revoked by delivering a revocation to the Corporation in the form of a record. The consent of a director is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(ii) Notice to directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(iii) Notice provided in an electronic transmission must be delivered at least forty-eight (48) hours in advance of the time of the meeting and is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

7.4 Waiver of Notice

(a) In the Form of a Record. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3. That Article VIII of the Corporation's Bylaws is hereby deleted in its entirety and replaced with the following new Article VIII:

ARTICLE VIII

CONFLICT OF INTEREST POLICY

8.1 Purpose of Policy. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt status in connection with any transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2 Definitions.

(a) Interested Person. Any director, principal officer, or member of a committee of the Board, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(b) Financial Interest. A person has a Financial Interest if the person, directly or indirectly, through business, investment, or family, has:

(i) An ownership or investment interest in any entity with which the Corporation has or may engage in a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has or may engage in a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating or may negotiate a transaction or arrangement.

(c) Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

8.3 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees of the Board considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board or committee of the Board decides that a conflict of interest exists. Therefore, after disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The chairperson of the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iii) After exercising reasonable due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances which do not produce a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(i) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(e) Records of Proceedings. The Minutes of the Board and all committees with board delegated powers shall contain:

(i) The names of the persons who disclosed or otherwise were found to have a Financial Interest resulting in an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.4 Compensation.

(a) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.5 Statements of Affirmation. At the inception of the original term of office, each director, principal officer and member of a committee of the Board shall sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.7 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information or other readily available information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the

Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, an impermissible private benefit, or in an excess benefit transaction.

8.8 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Dated effective 6/30, 2010

ROMA CHARITABLE FOUNDATION

By: Robert Berry
Its President