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Form 990

Department of the Treasury  
Internal Revenue Service

## Return of Organization Exempt From Income Tax

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

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public  
Inspection

A For the 2011 calendar year, or tax year beginning

and ending

B Check if applicable	C Name of organization <b>NOT FOR SALE FUND</b>		D Employer identification number <b>20-5659783</b>
<input type="checkbox"/> Address change	Doing Business As		E Telephone number <b>650-560-9990</b>
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ <b>4,535,554.</b>
<input type="checkbox"/> Initial return	<b>270 CAPISTRANO ROAD SUITE 2</b>		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
<input type="checkbox"/> Amended return	<b>HALF MOON BAY, CA 94019</b>		H(c) Group exemption number ►
<input type="checkbox"/> Application pending	F Name and address of principal officer <b>DAVID BATSTONE</b> <b>122 SEACLIFF COURT, MONTARA, CA 94037</b>		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) ► (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ► <b>WWW.NOTFORSALECAMPAIGN.ORG/</b>		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation: <b>2006</b> M State of legal domicile: <b>CA</b>		

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <b>THE SPECIFIC PURPOSE OF THIS CORPORATION IS TO CREATE AND SUPPORT PROJECTS THAT RESCUE</b>			
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	3	10	
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	4	9	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	5	15	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	6	78	
	6 Total number of volunteers (estimate if necessary)	7a	0.	
	7a Total unrelated business revenue from Part VIII, column (C), line 84	7b	0.	
	b Net unrelated business taxable income from Form 990-T, line 84			
Expenses	8 Contributions and grants (Part VIII, line 1h)	8b	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	8c	<b>1,595,572.</b>	<b>4,133,736.</b>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8d	<b>152,074.</b>	<b>181,066.</b>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8e	<b>3,022.</b>	<b>1,462.</b>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8f	<b>30,994.</b>	<b>49,270.</b>
		8g	<b>1,781,662.</b>	<b>4,365,534.</b>
		8h		
		8i		
		8j		
		8k		
		8l		
		8m		
Net Assets or Fund Balances	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13b	Prior Year	Current Year
	14 Benefits paid to or for members (Part IX, column (A), line 4)	13c	<b>272,587.</b>	<b>255,372.</b>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	13d	<b>0.</b>	<b>0.</b>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	13e	<b>600,625.</b>	<b>798,478.</b>
	b Total fundraising expenses (Part IX, column (D), line 25) ► <b>155,199.</b>	13f	<b>0.</b>	<b>0.</b>
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	13g	<b>749,523.</b>	<b>3,109,167.</b>
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13h	<b>1,622,735.</b>	<b>4,163,017.</b>
	19 Revenue less expenses Subtract line 18 from line 12	13i	<b>158,927.</b>	<b>202,517.</b>
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## Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's mission

**THE SPECIFIC PURPOSE OF THIS CORPORATION IS TO CREATE AND SUPPORT PROJECTS THAT RESCUE INDIVIDUALS FROM SLAVERY, AND PROVIDE RESOURCES FOR THEM TO HAVE A HAND IN THEIR FUTURE DESTINY. THE CORPORATION WILL ALSO EDUCATE WORLD CITIZENS ABOUT THE EXISTENCE AND PLIGHT OF SLAVES**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes  No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes  No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code                   ) (Expenses \$ 1,763,187. including grants of \$                   ) (Revenue \$ 3,722.)  
**THE NOT FOR SALE CAMPAIGNS INCLUDE ABOLITIONIST FAITH COMMUNITIES, FELLOWS PROGRAM, FREE2PLAY, FREE2WORK, NOT FOR SALE STORE, JUSTICE LEAGUE, SLAVERYMAP, SOCIAL ENTERPRISE, NOT FOR SALE TOUR, STUDENT MOVEMENT, TIP PRESS, AND TRAFFICKING NETWORK & RELATIONS. EACH CAMPAIGN IS BASED ON BRINGING AWARENESS, RESOURCES, DISCUSSION, AND NETWORKING TO THE MAIN GOAL OF ENDING SLAVERY.**

4b (Code                   ) (Expenses \$ 875,312. including grants of \$                   ) (Revenue \$ 0.)  
**NOT FOR SALE SOCIAL VENTURES ARE AT THE FOREFRONT OF CREATING INNOVATIVE, REPLICABLE, AND SUSTAINABLE SOLUTIONS TO FIGHT MODERN-DAY SLAVERY. NOT FOR SALE BELIEVES THAT TRAFFICKING CAN BE STOPPED UPSTREAM IN POOR AND MARGINALIZED COMMUNITIES BY INITIATING CROSS-SECTOR COLLABORATIONS THAT INTENTIONALLY EMPOWER FAMILIES THROUGH EDUCATION AND DIGNIFIED EMPLOYMENT. NFS SELECTIVELY SUPPORTS AND FUNDS PROJECTS INTERNATIONALLY, AND RAISES FUNDS BASED ON THEIR REGION/CONTINENT**

4c (Code                   ) (Expenses \$ 632,709. including grants of \$                   ) (Revenue \$ 100,606.)  
**NOT FOR SALE HOSTS OR ATTENDS MAJOR ABOLITIONIST EVENTS. THE FOLLOWING ARE THE LARGEST EVENTS HOSTED/ATTENDED BY NOT FOR SALE: FREEDOM SHABBAT, FREEDOM SUNDAY, GLOBAL FORUM, GALA AT THE GLOBAL FORUM, AND SOULFEST.**

4d Other program services (Describe in Schedule O)(Expenses \$ 248,837. including grants of \$                   )(Revenue \$                   )76,738.)4e Total program service expenses ► 3,520,045.

## Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	11f X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12a X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	12b X	
14a Did the organization maintain an office, employees, or agents outside of the United States?	13 X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14a X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	14b X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	15 X	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	16 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	17 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	18 X	
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	19 X	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20a X	
	20b	

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## Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

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**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	44
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	15
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
4b	If "Yes," enter the name of the foreign country ►  See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	4b	
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7a	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	X
7b	a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
7c	b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
7d	c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
7e	d If "Yes," indicate the number of Forms 8282 filed during the year	7e	X
7f	e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
7g	f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	X
7h	g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	X
7i	h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7i	
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9a	<b>Sponsoring organizations maintaining donor advised funds.</b>	9a	
9b	a Did the organization make any taxable distributions under section 4966?	9b	
10	<b>Section 501(c)(7) organizations.</b> Enter	10a	
10a	a Initiation fees and capital contributions included on Part VIII, line 12	10a	
10b	b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	<b>Section 501(c)(12) organizations.</b> Enter	11a	
11a	a Gross income from members or shareholders	11a	
11b	b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
12b	b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	13a	
13a	a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13a	
13b	b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
13c	c Enter the amount of reserves on hand	13c	
14a	<b>Did the organization receive any payments for indoor tanning services during the tax year?</b>	14a	X
14b	b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Form 990 (2011)

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI  X

### Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	10	
1b		9	
2	Enter the number of voting members included in line 1a, above, who are independent		X
3	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
4	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
5	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
6	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
7a	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	
13	Did the organization have a written whistleblower policy?	
14	Did the organization have a written document retention and destruction policy?	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	
a	The organization's CEO, Executive Director, or top management official	
b	Other officers or key employees of the organization	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	
16a		X
16b		

### Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply  
 Own website  Another's website  Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►  
**BLUE ISLE BOOKKEEPING – 805-965-3314**  
**215 WEST FIGUEROA STREET, SANTA BARBARA, CA 93101**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter 0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A)  $\frac{1}{2}$       (B)  $\frac{1}{3}$       (C)  $\frac{1}{4}$       (D)  $\frac{1}{5}$       (E)  $\frac{1}{6}$

**Part VII** **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

0

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

The organization report compensation for the calendar year ending with or within the organization's tax year.			
(A) Name and business address	(B) Description of services	(C) Compensation	

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

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## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns b Membership dues c Fundraising events d Related organizations e Government grants (contributions) f All other contributions, gifts, grants, and similar amounts not included above g Noncash contributions included in lines 1a-1f \$ _____ h Total. Add lines 1a-1f ►	1a 1b 1c 45,801. 1d 1e 1f 4087935. 4133736.			
Program Service Revenue	2 a ABOLITIONIST EVENTS b ACADEMIES c CAMPAIGNS d _____ e _____ f All other program service revenue g Total. Add lines 2a-2f ►	Business Code 900099 900099 900099 100,606. 76,738. 3,722. 181,066.	100,606. 76,738. 3,722.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ► 4 Income from investment of tax-exempt bond proceeds ► 5 Royalties 6 a Gross rents b Less rental expenses c Rental income or (loss) d Net rental income or (loss) 7 a Gross amount from sales of assets other than inventory b Less cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from fundraising events (not including \$ 45,801. of contributions reported on line 1c) See Part IV, line 18 b Less direct expenses c Net income or (loss) from fundraising events ► 9 a Gross income from gaming activities See Part IV, line 19 b Less direct expenses c Net income or (loss) from gaming activities ► 10 a Gross sales of inventory, less returns and allowances b Less cost of goods sold c Net income or (loss) from sales of inventory ► 11 a _____ b _____ c _____ d All other revenue e Total. Add lines 11a-11d ► 12 Total revenue See instructions ►	(i) Real 1,462. (ii) Personal  (i) Securities  (ii) Other  a 0. b 0. 0. a b a b a 219290. b 170020. 49,270. Business Code 132009 01-23-12	1,462.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	255,372.	255,372.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	164,580.	88,036.	28,870.	47,674.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	580,204.	461,375.	97,631.	21,198.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	53,694.	37,375.	10,898.	5,421.
11 Fees for services (non-employees)				
a Management				
b Legal	63,035.		63,035.	
c Accounting	71,087.	57,737.	10,906.	2,444.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	245,863.	236,694.	8,899.	270.
12 Advertising and promotion	14,861.	9,039.		5,822.
13 Office expenses	112,960.	59,608.	23,051.	30,301.
14 Information technology				
15 Royalties				
16 Occupancy	66,553.	60,174.	5,211.	1,168.
17 Travel	281,763.	259,225.	17,975.	4,563.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	9,154.	5,925.	3,229.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,348.	5,044.	1,090.	214.
23 Insurance	18,117.	12,910.	3,853.	1,354.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>PROGRAM EXPENSES</b>	2,169,035.	1,939,326.	199,637.	30,072.
b <b>DONATED FACILITIES</b>	16,551.	13,443.	2,539.	569.
c <b>EQUIPMENT RENTAL AND MA</b>	14,321.	10,881.	3,440.	
d <b>COMPUTER EXPENSE</b>	9,768.	6,562.	956.	2,250.
e All other expenses	9,751.	1,319.	6,553.	1,879.
25 Total functional expenses. Add lines 1 through 24e	4,163,017.	3,520,045.	487,773.	155,199.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ►  if following SOP 98-2 (ASC 958-720)

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	96,306.	1	158,626.
	2 Savings and temporary cash investments	575,592.	2	557,387.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	9,494.	4	21,355.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	11,021.	8	54,828.
	9 Prepaid expenses and deferred charges	7,194.	9	29,678.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	58,648.		
	10b Less accumulated depreciation	10,655.	10c	47,993.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	3,000.	15	3,000.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	<b>743,735.</b>	<b>16</b>	<b>872,867.</b>	
Liabilities	17 Accounts payable and accrued expenses	47,180.	17	171,462.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	<b>26 Total liabilities.</b> Add lines 17 through 25	<b>47,180.</b>	<b>26</b>	<b>171,462.</b>
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	696,555.	27	461,739.
	28 Temporarily restricted net assets	0.	28	239,666.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	696,555.	33	701,405.
	<b>34 Total liabilities and net assets/fund balances</b>	<b>743,735.</b>	<b>34</b>	<b>872,867.</b>

Form 990 (2011)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,365,534.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,163,017.
3	Revenue less expenses Subtract line 2 from line 1	3	202,517.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	696,555.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-197,667.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	701,405.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	X
b	Were the organization's financial statements audited by an independent accountant?	2b	X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both		
	<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Form 990 (2011)

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**NOT FOR SALE FUND**

Employer identification number

**20-5659783**

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

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

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 

a <input type="checkbox"/> Type I	b <input type="checkbox"/> Type II	c <input type="checkbox"/> Type III - Functionally integrated	d <input type="checkbox"/> Type III - Other
-----------------------------------	------------------------------------	---	---
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(ii) A family member of a person described in (i) above?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
- h  Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

Schedule A (Form 990 or 990-EZ) 2011

132021  
01-24-12

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	

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

organization, check this box and **stop here**

►

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a <b>33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b <b>33 1/3% support test - 2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a <b>10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b <b>10% -facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	631,419.	620,118.	1,142,009.	1,595,572.	4,133,736.	8,122,854.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose			124,582.	183,068.	230,336.	537,986.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge	43,526.	45,259.				88,785.
6 Total. Add lines 1 through 5	674,945.	665,377.	1,266,591.	1,778,640.	4,364,072.	8,749,625.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						8,749,625.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	674,945.	665,377.	1,266,591.	1,778,640.	4,364,072.	8,749,625.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				3,022.	1,462.	4,484.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b				3,022.	1,462.	4,484.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)	674,945.	665,377.	1,266,591.	1,781,662.	4,365,534.	8,754,109.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

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

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	99.95	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	99.93	%

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

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	.05	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	.07	%

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

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

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**NOT FOR SALE FUND**

Employer identification number  
**20-5659783**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	<b>Held at the End of the Tax Year</b>
2a	
2b	
2c	
2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	► \$ _____
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a  Public exhibition      d  Loan or exchange programs  
 b  Scholarly research      e  Other \_\_\_\_\_  
 c  Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► \_\_\_\_\_ %  
 b Permanent endowment ► \_\_\_\_\_ %  
 c Temporarily restricted endowment ► \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		28,357.	4,111.	24,246.
d Equipment		19,916.	3,882.	16,034.
e Other		10,375.	2,662.	7,713.
<b>Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))</b>			►	47,993.

Schedule D (Form 990) 2011

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total</b> (Col (b) must equal Form 990, Part X, col (B) line 12.) ►		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total</b> (Col (b) must equal Form 990, Part X, col (B) line 13.) ►		

**Part IX Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total</b> (Column (b) must equal Form 990, Part X, col (B) line 15.) ►	

**Part X Other Liabilities.** See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total</b> (Column (b) must equal Form 990, Part X, col (B) line 25) ►	

FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	1	4,365,534.
2	2	4,163,017.
3	3	202,517.
4	4	
5	5	
6	6	
7	7	
8	8	0.
9	9	
10	10	202,517.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	1	4,365,534.
2		
a	2a	
b	2b	
c	2c	
d	2d	
e	2e	0.
3	3	4,365,534.
4		
a	4a	
b	4b	
c	4c	0.
5	5	4,365,534.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	1	4,163,017.
2		
a	2a	
b	2b	
c	2c	
d	2d	
e	2e	0.
3	3	4,163,017.
4		
a	4a	
b	4b	
c	4c	0.
5	5	4,163,017.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**THE COMPANY HAS ADOPTED THE PROVISIONS OF FINANCIAL ACCOUNTING STANDARDS**

**BOARD ASC SUBTOPIC 740-10, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES.**

**THIS PROVISION CLARIFIED THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES  
RECOGNIZED IN THE COMPANYS FINANCIAL STATEMENTS AND PRESCRIBES A  
RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL  
STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED  
TO BE TAKEN IN A TAX RETURN. MANAGEMENT OF THE COMPANY ANALYZED TAX  
POSITIONS IN ALL JURISDICTIONS WHERE THE COMPANY IS REQUIRED TO FILE AN**

**Part XIV Supplemental Information (continued)**

INCOME TAX RETURN AND CONCLUDED THAT THE COMPANY HAD TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS.

THE COMPANY FILES INCOME TAX RETURNS IN THE U.S. FEDERAL JURISDICTION AND  
IN THE STATE OF CALIFORNIA. THE ORGANIZATION IS NO LONGER SUBJECT TO  
EXAMINATIONS BY U.S. FEDERAL TAX AUTHORITIES FOR THE YEARS BEFORE 2008 AND  
BY THE STATE OF CALIFORNIA TAX AUTHORITIES FOR YEARS BEFORE 2007.

**SCHEDULE F**  
**(Form 990)**

## **Statement of Activities Outside the United States**

OMB No 1545-0047

2011

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Employer identification number**

NOT FOR SALE FUND

20-5659783

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

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

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**Schedule F (Form 990) 2011**

132071  
01-23-12

Part II: Events and Other Activities at Community and Family

Counts and Dates of Abundance of Common and Uncommon Waterfowl in Ontario 1911-1915 15

Part II can be dualized if additional processes is needed

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalence letter

3 Enter total number of other organizations or entities

SEE PART V FOR COLUMN (D) DESCRIPTIONS

### **Part III Grants and Other Assistance to Individuals Outside the U.S.**

States Complete if the organization answered "Yes" to Form 990 Part IV line 16

ענין דין גזירות ולייטין בדינן

**Part IV Foreign Forms**

1 Was the organization a U S transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, *Return by a U S Transferor of Property to a Foreign Corporation* (see *Instructions for Form 926*)  Yes  No

2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, *Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts*, and/or Form 3520-A, *Annual Information Return of Foreign Trust With a U S Owner* (see *Instructions for Forms 3520 and 3520-A*)  Yes  No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, *Information Return of U S Persons With Respect To Certain Foreign Corporations*. (see *Instructions for Form 5471*)  Yes  No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, *Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund* (see *Instructions for Form 8621*)  Yes  No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, *Return of U S Persons With Respect To Certain Foreign Partnerships* (see *Instructions for Form 8865*)  Yes  No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, *International Boycott Report* (see *Instructions for Form 5713*)  Yes  No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method, amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

PART II, COLUMN (D):

REGION: THAILAND

(D) PURPOSE OF GRANT: PERMANENT HOOPS ON THE BASKETBALL COURT, PURCHASE OF LAND, AND REPAIRS TO AN OLD DORMITORY.

Department of the Treasury  
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

Employer identification number  
20-5659783

NOT FOR SALE FUND

Name of the organization <b>NOT FOR SALE FUND</b>	Employer identification number <b>20-5659783</b>
--	---

## Part I Fundraiser

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this section.

**Part I**

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply.

**2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

**Total** \_\_\_\_\_  \_\_\_\_\_

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

Revenue	GLOBAL FORUM GALA	(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		(event type)	(event type)	(total number)	
1 Gross receipts	45,801.				45,801.
2 Less Charitable contributions	45,801.				45,801.
3 Gross income (line 1 minus line 2)					
4 Cash prizes					
5 Noncash prizes					
6 Rent/facility costs					
7 Food and beverages					
8 Entertainment					
9 Other direct expenses					
10 Direct expense summary Add lines 4 through 9 in column (d)					► ( )
11 Net income summary Combine line 3, column (d), and line 10					► ( )

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

Revenue		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
1 Gross revenue					
2 Cash prizes					
3 Noncash prizes					
4 Rent/facility costs					
5 Other direct expenses					
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d)					► ( )
8 Net gaming income summary Combine line 1, column d, and line 7					► ( )

9 Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

a Is the organization licensed to operate gaming activities in each of these states?  Yes  No

b If "No," explain \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

b If "Yes," explain \_\_\_\_\_

11 Does the organization operate gaming activities with nonmembers?  Yes  No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

13 Indicate the percentage of gaming activity operated in

a The organization's facility  13a %

b An outside facility  13b %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

c If "Yes," enter name and address of the third party

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_  
\_\_\_\_\_

Director/officer  Employee  Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (ii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

NOT FOR SALE FUND

Employer identification number  
20-5659783

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

INDIVIDUALS FROM SLAVERY, AND PROVIDE RESOURCES FOR THEM TO HAVE A HAND  
IN THEIR FUTURE DESTINY. THE CORPORATION WILL ALSO EDUCATE WORLD  
CITIZENS ABOUT THE EXISTENCE AND PLIGHT OF SLAVES AROUND THE GLOBE.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

AROUND THE GLOBE.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE STATE/REGION DIRECTORS NETWORK ARE VOLUNTEERS OF NFS WHO HAVE A  
DEEPER COMMITMENT AND INVOLVEMENT BY HOSTING EVENTS, GATHERING SUPPORT,  
AND ENGAGING INDIVIDUALS IN THE NFS MISSION. NOT FOR SALE ALSO RUNS  
THEIR ACADEMIES PROGRAMS WHICH INCLUDE TRAINING, SEMINARS, AND  
DISCUSSIONS TO HELP PREPARE, TEACH, AND MOTIVATE INTERESTED PARTIES ON  
HOW THEY CAN HELP FIGHT SLAVERY.

EXPENSES \$ 248,837. INCLUDING GRANTS OF \$ 0. REVENUE \$ 76,738.

FORM 990, PART VI, SECTION A, LINE 4: THE ORGANIZATIONS BYLAWS WERE  
AMENDED, RESTATED AND ADOPTED JULY 18, 2011. A COPY OF THE AMENDED AND  
RESTATED BYLAWS HAS BEEN ATTACHED TO THE TAX RETURN.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS REVIEWED BY THE  
OFFICERS AND THEN APPROVED TO BE FILED.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS ADOPTED A  
CONFLICT OF INTEREST POLICY THAT WAS IMPLEMENTED DURING 2011.

Name of the organization

NOT FOR SALE FUND

Employer identification number

20-5659783

FORM 990, PART VI, SECTION B, LINE 15A: COMPENSATION TO OFFICERS AND KEY EMPLOYEES IS REVIEWED AND DETERMINED BY THE BOARD.

FORM 990, PART VI, SECTION C, LINE 19: NOT FOR SALE'S GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XII, LINE 2C:

THE COMPANY HAS FORMED A COMMITTEE TO OVERSEE AND REVIEW THE AUDIT PROCESS.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

SUBSEQUENT TO FILING THE PRIOR YEAR TAX RETURNS, AN AUDIT OF THE ORGANIZATIONS FINANCIAL STATEMENTS WAS PERFORMED. AUDIT ADJUSTMENTS WERE REQUIRED IN THE AMOUNT OF \$197,667.

**AMENDED AND RESTATED BYLAWS  
OF  
NOT FOR SALE**

**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

Adopted as of July 18, 2011

**ARTICLE 1.  
NAME AND OFFICES**

**Section 1. NAME**

The name of the corporation is the Not For Sale.

**Section 2. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in San Mateo County, California. By resolution, the Board of Directors of the corporation (the "Board") may change the principal office from one location to another and may establish additional offices.

**ARTICLE 2.  
PURPOSES**

**Section 1. OBJECTIVES AND PURPOSES**

The corporation is a nonprofit public benefit corporation as described in the California Nonprofit Public Benefit Corporation Law (the "California Nonprofit Corporation Law"). The property of the corporation is irrevocably dedicated to charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Internal Revenue Code"), and Sections 23701d and 214 of the California Revenue and Taxation Code.

The primary objectives and purposes of this corporation include, but are not limited to: the education and mobilization of individuals and institutions to abolish slavery and human rights violations around the globe. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes, or in any other charitable activities.

**ARTICLE 3.  
MEMBERSHIP**

The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which otherwise would require approval of the members shall require approval only of the Board.

## **ARTICLE 4. DIRECTORS**

### **Section 1. NUMBER**

The corporation shall have not fewer than two (2) directors, with the exact number to be fixed within this limit by approval of the Board, in the manner provided in these Amended and Restated Bylaws (these "Bylaws"). The authorized number of directors of the corporation may be changed by resolution of the Board.

### **Section 2. POWERS**

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Amended and Restated Articles of Incorporation (the "Articles") or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate its duties and powers as it sees fit to the extent permitted by California Nonprofit Corporation Law, *provided however*, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have all powers permitted to or conferred on a board of directors of a nonprofit public benefit corporation by the California Nonprofit Corporation Law, except as limited by the Articles or these Bylaws.

### **Section 3. SPECIFIC DUTIES**

It shall be the specific duty of the directors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Articles or by these Bylaws;
- (b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) meet at such times and places as required by these Bylaws; and
- (e) register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **Section 4. TERMS OF OFFICE**

Directors shall be elected at each annual meeting of the Board for a term of one (1) year. Each director, including a director elected to fill a vacancy, shall hold office for the term for which he or she was elected and until his or her successor is elected and qualifies.

### **Section 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Board meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in ARTICLE 10 of these Bylaws.

**Section 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

**Section 7. PLACE OF MEETINGS**

(a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, as designated by the Board.

(b) Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(i) Each director participating in the meeting can communicate with all of the other directors concurrently; and

(ii) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**Section 8. REGULAR AND ANNUAL MEETINGS**

(a) **Annual Meetings.** The Board shall hold an annual meeting (the "Annual Meeting") to elect directors and officers then up for election, and to conduct all other business as may properly come before the Board. The Annual Meeting of the Board shall be held at such time and place as shall be fixed by the Board. At the Annual Meeting, cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

(b) **Regular Meetings.** Regular meetings of the Board shall be held at such time and place as may be fixed by the Board.

**Section 9. SPECIAL MEETINGS**

Special meetings of the Board may be called by the chairperson of the Board, if any, the president, the vice president, if any, the secretary, or by any two directors. Such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

**Section 10. NOTICE OF MEETINGS**

(a) Annual, Regular and Special meetings of the Board shall be held upon notice of at least one (1) week by first-class mail or forty-eight (48) hours' notice given personally or by telephone, electronic mail, facsimile, or other equivalent means of communication. Such notice shall contain the date, time, and place of meeting and the agenda of business to be discussed at such meeting.

(b) Any such notices shall be addressed or delivered to each director at his or her address or contact number as shown on the books of the corporation, or, if such address or number is not shown on such records or is not readily ascertainable, at the principal place of business of the corporation.

(c) If sent by mail, the notice shall be deemed to be delivered on its deposit in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or to a common carrier for transmission. Notice by electronic mail shall be deemed to have been given when it is actually transmitted by the person sending the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who, the person giving the notice has reason to believe, will promptly communicate it to the recipient.

(d) Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned Regular or Special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

**Section 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

**Section 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an

approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### Section 13. ATTENDANCE

Attendance at any Annual, Regular, or Special meeting of the Board is limited to authorized directors, invited officers and staff members, and invited guests, unless otherwise specified by the Board in advance of the meeting in question.

### Section 14. QUORUM FOR MEETINGS

(a) A quorum shall consist of one-quarter of the directors.

(b) Except as otherwise provided in these Bylaws or in the Articles, or by California Nonprofit Corporation Law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next Regular meeting of the Board.

(c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

(d) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by California Nonprofit Corporation Law, or the Articles or Bylaws of this corporation.

### Section 15. ACTION BY THE BOARD

(a) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles or these Bylaws, or provisions of California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e), expressly require a greater percentage or different voting rules for approval of a matter by the Board; *provided, however,* that directors may continue to transact business at a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(b) The following actions shall require a vote by a majority of *all* directors then in office in order to be effective:

- (i) the amendment of the Articles or these Bylaws;
- (ii) creation or dissolution of an executive committee of the Board (as provided in ARTICLE 6, Section 1 or any other committee (as provided in ARTICLE 6, Section 2);
- (iii) the election of new directors or a vote to change the number of directors or the terms of office (as provided in Section 4 and Section 1 of this Article); and
- (iv) the dissolution of the corporation and winding up of the corporation's business.

#### **Section 16. CONDUCT OF MEETINGS**

(a) Meetings of the Board shall be presided over by the chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

(b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### **Section 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

(a) Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be *prima facie* evidence of such authority.

(b) Directors may consent, vote, or otherwise take action under this Section 17 by a signed document transmitted by mail, messenger, courier, facsimile, electronic mail or any other reasonable method satisfactory to the chairperson (if any) or the president

#### **Section 18. RESIGNATION, REMOVAL, AND VACANCIES**

(a) Any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

(b) Directors may be removed without cause by the vote of the Board.

(c) Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (iii) a sole remaining director.

(d) Vacancies on the Board shall exist (i) on the death, resignation, or removal of any director, and (ii) whenever the number of authorized directors is increased.

(e) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty to the corporation.

## Section 19. **NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## Section 20. **INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

(a) To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

(b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

(c) Expenses incurred by a director, officer, employee in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

(d) The Board may, in its discretion, provide by resolution for indemnification of, or

advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the California Nonprofit Corporation Law.

### **Section 21. INSURANCE FOR CORPORATE AGENTS**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

## **ARTICLE 5. OFFICERS**

### **Section 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the Board, a chairperson of the Board. The Board shall have the power to designate additional officers of the corporation, who need not be directors, with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the Board.

### **Section 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as an officer of this corporation. Officers shall be elected by the Board, at any time, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 3. SUBORDINATE OFFICERS**

The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

### **Section 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the corporation.

**Section 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

**Section 6. DUTIES OF THE CHAIRPERSON**

The chairperson, if any, shall preside at, or, if unavailable, shall designate another member of the Board to preside at, all meetings of the Board. The chairperson shall exercise and perform such other powers and duties as may be assigned from time to time by the Board.

**Section 7. DUTIES OF PRESIDENT**

Subject to such powers, as may be given by the Board to the chairperson, if any, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be prescribed from time to time by the Board. In the absence of the chairperson, if any, the president shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles, or by these Bylaws, the President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. He or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

**Section 8. DUTIES OF VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice presidents, if any, are appointed in order of their rank as fixed by the Board, or if not ranked, a vice president designated by the Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles, or by these Bylaws, or as may be prescribed by the Board.

**Section 9. DUTIES OF SECRETARY**

The secretary shall:

(a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date;

(b) keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or

special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws;

(e) exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation; and

(f) in general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### Section 10. **DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board;

(b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;

(c) disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;

(d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor;

(f) render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;

(g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(h) in general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

### Section 11. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, *provided, however*, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of ARTICLE 4, Section 5, of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in ARTICLE 10 of these Bylaws.

## ARTICLE 6. COMMITTEES

### Section 1. EXECUTIVE COMMITTEE OF THE BOARD

(a) The Board may, by vote of a majority of all of the directors, designate three (3) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the Board and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

(i) the approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority of all of the directors;

(ii) the filling of vacancies on the Board or on any committee that has the authority of the Board;

(iii) the fixing of compensation of the directors for serving on the Board or on any committee;

(iv) the amendment or repeal of Bylaws or the adoption of new Bylaws;

(v) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(vi) the appointment of committees of the Board or the members thereof;

(vii) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(viii) the approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

(b) With respect to items (i) through (viii) in subsection (a) above, all actions and recommendations of the executive committee shall require ratification by the Board before being given effect.

(c) By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below three (3) the number of its members, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## Section 2. AUDIT COMMITTEE

(a) If the corporation is required to file reports with the California Attorney General and the corporation receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the corporation shall do the following:

(i) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). If the corporation is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. The corporation shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code, and associated regulations.

(ii) Have an audit committee appointed by the board of directors (the "Audit Committee"). The Audit Committee may include persons who are not members of the Board. The Audit Committee shall not include any members of the staff, including the president and the chief financial officer (whether or not such persons are unpaid volunteers). The Audit Committee may have as few as one member. If the corporation has a finance committee, it must be separate from the Audit Committee. Members of the finance committee may serve on the Audit Committee. The chairperson of the Audit Committee may not be a member of the finance committee. Members of the finance committee shall constitute less than one-half of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the corporation in excess of the compensation, if any, then received by members of the Board for service on the Board. Members of the Audit Committee shall not have

a material financial interest in any entity doing business with the corporation. If the corporation is under the control of another corporation, the audit committee may be part of the board of directors of the controlling corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the corporation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 2(a)(i) of this Article, and shall approve performance of nonaudit services by the auditing firm, if any.

### Section 3. **OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other Board committees may be standing (no set term) or special (set term) and may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees. All actions and recommendations of such a Board committee shall require ratification by the Board before being given effect.

### Section 4. **MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws, or in the absence of rules adopted by the Board, the Board committee may adopt such rules.

## **ARTICLE 7.** **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### Section 1. **EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### Section 2. **CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of

indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### Section 3. **DEPOSITS**

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

### Section 4. **GIFTS**

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 8.** **CORPORATE RECORDS, REPORTS, AND SEAL**

### Section 1. **MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's Articles and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

### Section 2. **CORPORATE SEAL**

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### Section 3. **DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

### Section 4. **RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### Section 5. **ANNUAL REPORT**

In accordance with Section 6321 of the California Nonprofit Corporation Law, the Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

#### **Section 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

- (a) This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: any transaction in which the corporation (or any parent or any subsidiary), was a party, and in which either of the following had a direct or indirect material financial interest:
  - (i) Any director or officer of the corporation (or any parent or any subsidiary); *provided that a mere common directorship shall not be considered a material financial interest*); or
  - (ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.
- (b) The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the Board pursuant to Section 5238(e)(2) of the California Nonprofit Corporation Law.

(c) Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(d) The information required by this Section may be affixed to the annual report described in Section 5 of this Article.

## **ARTICLE 9. FISCAL YEAR**

### **Section 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the 1st of January and end on the 31st of December in each year.

## **ARTICLE 10. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **Section 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

### **Section 2. DEFINITIONS**

(a) **Interested Person.** Any director, principal officer, member of a committee with powers delegated from the Board, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.**

(i) A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

(2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

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

(ii) A financial interest is not necessarily a conflict of interest. Under Section 3(b) of this Article, a person who has a financial interest may have a conflict of interest only if the Board or a committee thereof decides that a conflict of interest exists.

### **Section 3. CONFLICT OF INTEREST AVOIDANCE 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 with Board delegated powers considering the proposed transaction or arrangement.

#### **(b) Determining Whether a Conflict of Interest Exists.**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or 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.**

An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The president or the chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing 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.

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.

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.

**Section 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the Board and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with 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.

(b) 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.

**Section 5. COMPENSATION APPROVAL POLICIES**

(a) A director who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that director'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.

(d) When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this Article as well as the preceding paragraphs of this Section 5(d) of this Article, the Board or a duly constituted committee of the Board shall also comply with the following additional requirements and procedures:

(i) the terms of compensation shall be approved by the Board or committee prior to the first payment of compensation;

(ii) all members of the Board or committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

(1) is not the person who is the subject of compensation arrangement, or a family member of such person;

(2) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;

(3) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement

(4) has no material financial interest affected by the compensation arrangement; and

(5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

(e) the Board or committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

(i) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources;

(ii) the availability of similar services in the geographic area of this organization;

(iii) current compensation surveys compiled by independent firms; and

(iv) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

(f) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or committee that approved the compensation. Such documentation shall include:

- (i) the terms of the compensation arrangement and the date it was approved;
- (ii) the members of the Board or committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
- (iii) the comparability data obtained and relied upon and how the data was obtained;
- (iv) If the Board or committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
- (v) If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
- (vi) any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

(g) The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

## Section 6. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with Board delegated powers shall annually 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 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.

### Section 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, and the result of arm's-length bargaining; and

(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, impermissible private benefit, or in an excess benefit transaction.

### Section 8. **USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 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 periodic reviews are conducted.

## **ARTICLE 11. AMENDMENT OF BYLAWS**

### Section 1. **AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of a majority of all directors then in office.

## **ARTICLE 12. AMENDMENT OF ARTICLES**

### Section 1. **AMENDMENT OF ARTICLES**

Any amendment of the Articles may be adopted by approval of a majority of all directors then in office.

### Section 2. **CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent,

except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 13.****PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS****Section 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, *provided, however*, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

[*SIGNATURE PAGE FOLLOWS*]

THIS IS TO CERTIFY:

That I am the duly elected, qualified, and acting Secretary of the Not For Sale and that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the corporation as of \_\_\_\_\_ by the Board of Directors of the corporation.

Dated: \_\_\_\_\_, \_\_\_\_\_

---

Name:           Cathy Hoesterey  
Title:           Secretary

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_,  
\_\_\_\_\_, Secretary

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

► 

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868*

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

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

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

Part I only

► 

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

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <b>NOT FOR SALE FUND</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <b>20-5659783</b>
	Number, street, and room or suite no. If a P.O. box, see instructions  <b>270 CAPISTRANO ROAD SUITE 2</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions  <b>HALF MOON BAY, CA 94019</b>	

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

**0 1**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

**BLUE ISLE BOOKKEEPING**

- The books are in the care of ► **215 WEST FIGUEROA STREET - SANTA BARBARA, CA 93101**

Telephone No ► **805-965-3314** 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

**AUGUST 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 \_\_\_\_\_, and ending \_\_\_\_\_2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	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	3b	\$	0.
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	\$	0.

**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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1 2012)

- 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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <b>NOT FOR SALE FUND</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> 20-5659783
	Number, street, and room or suite no. If a P O box, see instructions  <b>270 CAPISTRANO ROAD SUITE 2</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>HALF MOON BAY, CA 94019</b>	

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

0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-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.**

**BLUE ISLE BOOKKEEPING**

- The books are in the care of ► **215 WEST FIGUEROA STREET - SANTA BARBARA, CA 93101**

Telephone No ► **805-965-3314** 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 , and ending

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

Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE 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 ►

*John Butts* Title ► **CPA**

Date ►

**7-20-12**

Form 8868 (Rev. 1-2012)