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A M E N D E D

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2011

Open to Public Inspection

Form 990-EZ

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

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions) All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form

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

Department of the Treasury Internal Revenue Service

Form 990-EZ header section including: A For the 2011 calendar year, or tax year beginning, 2011, and ending, 20; B Check if applicable; C Name of organization Studio Two Three; D Employer identification number 27-0876594; E Telephone number 804-358-5508; F Group Exemption Number; G Accounting Method; H Check if the organization is not required to attach Schedule B; I Website; J Tax-exempt status; K Check if the organization is not a section 509(a)(3) supporting organization; L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.) Check if the organization used Schedule O to respond to any question in this Part I

Table with 21 rows and 2 columns. Rows 1-9: Revenue (Total revenue 54303). Rows 10-17: Expenses (Total expenses 50532). Rows 18-21: Net Assets (Total net assets 9527). Includes handwritten 'STATUTE UNIT RECEIVED' and '3033 RECEIVED' stamps.

NO STATUTE ISSUE 0436830328 MAR 19 '15

SCANNED MAR 24 2015

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Part II Balance Sheets. (see the instructions for Part II.)

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

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	908	6329
23 Land and buildings		
24 Other assets (describe in Schedule O)	4847	3198
25 Total assets	5755	9527
26 Total liabilities (describe in Schedule O)	0	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	5755	9527

Part III Statement of Program Service Accomplishments (see the instructions for Part III.)

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

What is the organization's primary exempt purpose? See Schedule O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28 Artist Usage - See Schedule O		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	14236
29 Workshops and Demonstrations - See Schedule O		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	3984
30 Openings and Outreach - See Schedule O		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	25233
31 Other program services (describe in Schedule O)		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	0
32 Total program service expenses (add lines 28a through 31a)	32	43453

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (see the instructions for Part IV.)

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
John Blatter 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Laurie Carnohan 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Bird Cox 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Tyler Dawkins 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Emily Gannon 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Kate Redding 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Maxwell Perry 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Jacob Urbanski 1617 W Main Street, Richmond, VA 23220	Board Member, 2	0	0	0
Sabrina Murdoch Kilt 1617 W Main Street, Richmond, VA 23220	Chairperson, 4	0	0	0
Jonathan Hendler 1617 W Main Street, Richmond, VA 23220	Vice Chair, 4	0	0	0
Sarah Moore 1617 W Main Street, Richmond, VA 23220	Secretary, 4	0	0	0
Christine Krawczel 1617 W Main Street, Richmond, VA 23220	Treasurer, 4	0	0	0

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V.) Check if the organization used Schedule O to respond to any question in this Part V

Table with columns for question number, question text, and Yes/No checkboxes. Rows include questions 33 through 45b regarding significant activities, changes, income, and organizational details.

	Yes	No
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

	Yes	No
47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	<input type="checkbox"/>	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input type="checkbox"/>	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	<input type="checkbox"/>	<input type="checkbox"/>

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

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation

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

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

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

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

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

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

Sign Here	Signature of officer	Date 3/2/15
	Ashley Hawkins, Executive Director Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no			

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization

Studio Two Three

Employer identification number

27-0876594

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

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

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

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

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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 Total. 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 Public support. 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 Total support. 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 ► <input type="checkbox"/>						

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 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <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.")				5,040	32544	37584
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				12,892	17165	30057
3 Gross receipts from activities that are not an unrelated trade or business under section 513				0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf				0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge				0	0	0
6 Total. Add lines 1 through 5.				17932	49709	67641
7a Amounts included on lines 1, 2, and 3 received from disqualified persons				0	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	34726	34726
c Add lines 7a and 7b				0	34726	34726
8 Public support (Subtract line 7c from line 6)						32915

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				17932	49709	67641
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				0	0	0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975				0	0	0
c Add lines 10a and 10b				0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on				0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				0	0	0
13 Total support. (Add lines 9, 10c, 11, and 12)				17932	49709	67641

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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 O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
Studio Two Three

Employer identification number
27-0876594

Part I, Line 8 - Other Revenue

In-Kind Donations = 4594, Printing Service = 579

Part I, Line 16 - Other Expenses

Service Charges = 364, Depreciation = 1600, Membership = 35, Travel & Training = 11275, Marketing = 165, Insurance = 1266

Office Supplies & Equipment = 815, Artist Usage = 6253, Program Equipment = 2678, Other Program Operations = 1792

In-Kind Expenses = 4594

Part II, Line 24A - Other Assets Beginning

Security Deposit = 1200, Net Fixed Assets = 3647

Part II, Line 24B - Other Assets Ending

Security Deposit = 1150, Net Fixed Assets = 2047

Part II, Line 26A - Total Liabilities Beginning

NONE

Part II, Line 26B - Total Liabilities Ending

NONE

Part III - Organization's primary exempt purpose

Studio Two Three is an energized and evolving artistic community that facilitates production, education and innovation in printmaking by providing an accessible workspace and engaging the public through workshops, exhibitions and outreach

Part III, Line 28 - Artist Usage

S23 is the only fully equipped printmaking workshop in Richmond S23 provided 20 artists with 24-hour access to a professional studio with presses, basic tools, workspace for designing and executing prints, and personal lockers and flat files to store work and materials S23 facilities support intaglio, relief, lithography, and screenprinting S23 is also home to Safelight Community Darkroom, the only open-access communal darkroom for black and white photography in Richmond By providing artists with an affordable, professional and supportive workspace, S23 enabled artists to explore and cultivate new work and engage in artistic dialogue with fellow artists in the Richmond community S23 also offers open studio hours which enabled anyone interested to tour the facility, learn about the art of printmaking, and use the studio

Name of the organization Studio Two Three	Employer identification number 27-0876594
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Part III, Line 29 - Workshops and Demonstrations

On the First Friday of every month, Studio Two Three offered a free printmaking workshop that allowed the public to participate in inventive experiences that involve personal creative expression. Individuals left each of these workshops with a piece of art that they have printed by hand. In addition to these workshops, Studio Two Three offers unique educational programs in which professional artists bring the art of printmaking to K-12 classrooms, nonprofit community organizations, galleries and museums, and other educational venues throughout Richmond. S23 also partnered with the Visual Arts Center to host etching classes, provide weekly letterpress instruction to the community, and offer the general public the opportunity to print their own hand-pulled posters at the first annual Print Harvest event.

Part III, Line 30 - Openings and Outreach

S23 focuses on cultivating and sustaining partnerships in the Richmond nonprofit community. S23's leadership is focused on offering the unique services available through the studio to valuably contribute to the arts programming offered by other local nonprofits. S23 partnered with Art180 to teach printmaking at the annual Jonny-Z Fest, as well as provided free printing services to help Art180 promote its programming for Richmond youth. Additionally, S23 has hosted the Visual Arts Center's A Space of Her Own (SOHO) program, teaching girls from Gilpin Court and their mentors the process of screenprinting, and enabling each girl to leave with her own hand-printed tote bag. S23 worked with Church Hill Academy, a nonprofit high school serving at-risk youth in Richmond city, to teach students various printmaking techniques every Friday afternoon. In this program, students learn not only technical skills, but to use their own creativity to make work expressing their lives and interests, included printed shirts and a large-scale mural to be publicly installed on a building in the students' community.

S23's gallery facility, Gallery Two Three, is Richmond's primary source for fine art prints and features the work of exceptional local and national printmakers. Every month, Gallery Two Three featured an exhibit of innovative, professional contemporary prints. In January 2012, S23 improved its gallery facility to add 50% more exhibition space to better accommodate additional artist exhibitors. The Gallery takes no commission from exhibition sales, allowing individual artists to derive the largest benefit possible from the sale of their work and community members to become art patrons.

Part IV - List of Officers, Directors, Trustees and Key Employees

a) Ashley Hawkins, 1617 W. Main Street, Richmond, VA 23220

b) Executive Director, 10 hours week; c) 0; d) 0; e) 0

STUDIO TWO THREE
EIN 27-0876594
Form 990-EZ YEAR: 2011

AMENDED Form 990-EZ STATEMENT – SUPPLEMENT TO SCHEDULE O

Studio Two Three is amending Form 990-EZ to correct an error in reporting beginning and ending Other Assets and Total Liabilities.

The correct amounts should be:

Part II, Line 24A – Other Assets Beginning \$4847

Part II, Line 24B – Other Assets Ending \$3198

Part II, Line 26A – Total Liabilities Beginning \$0

Part II, Line 26B – Total Liabilities Ending \$0

An error was inadvertently made in the originally filed return. This error included in Studio Two Three's balance sheet assets not owned and liabilities not owed. These items should never have been included in any filings for the organization.