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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE CHARTER FOUNDATION, INC.		A Employer identification number 58-2144961
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 472	Room/suite	B Telephone number (see instructions) 706-645-1391
City or town, state, and ZIP code WEST POINT GA 31833		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,580,316 (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	21,515			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	117,040	117,040		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	85,173			
	b Gross sales price for all assets on line 6a 1,537,803				
	7 Capital gain net income (from Part IV, line 2)		115,357		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) Stmt 2	11,479	1,479			
12 Total. Add lines 1 through 11	235,207	233,876	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 3	9,000	4,500		
	c Other professional fees (attach schedule) Stmt 4	23,962	23,962		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 5	2,378	2,378		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 6	26,182	1,555		24,627
	24 Total operating and administrative expenses. Add lines 13 through 23	61,522	32,395	0	24,627
	25 Contributions, gifts, grants paid See Statement 7	313,444			313,444
26 Total expenses and disbursements. Add lines 24 and 25	374,966	32,395	0	338,071	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-139,759				
b Net investment income (if negative, enter -0-)		201,481			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		201,083	228,559	228,559
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule) See Stmt 8	1,367,031	1,594,714	1,594,714	
	c	Investments—corporate bonds (attach schedule) See Stmt 9	5,309,083	4,732,549	4,732,549	
	Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach sch) ▶ Stmt 10				
12		Investments—mortgage loans				
13		Investments—other (attach schedule)				
14		Land, buildings, and equipment basis ▶ 7,500				
		Less: accumulated depreciation (attach sch) ▶ Stmt 11	7,500	7,500	7,500	
15		Other assets (describe ▶ See Statement 12)	9,311	16,994	16,994	
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,894,008	6,580,316	6,580,316	
17		Accounts payable and accrued expenses	8,998	8,998		
18		Grants payable	80,000	90,000		
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	88,998	98,998		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	6,805,010	6,481,318		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	6,805,010	6,481,318			
31	Total liabilities and net assets/fund balances (see instructions)	6,894,008	6,580,316			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,805,010
2	Enter amount from Part I, line 27a	2	-139,759
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,665,251
5	Decreases not included in line 2 (itemize) ▶ See Statement 13	5	183,933
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,481,318

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTIONS				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 115,357			115,357	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			115,357	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	115,357
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	346,519	6,489,315	0.053398
2009	326,047	5,996,150	0.054376
2008	358,660	6,564,916	0.054633
2007	315,313	7,585,037	0.041570
2006	248,735	7,168,267	0.034699
2 Total of line 1, column (d)			2 0.238676
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047735
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,783,738
5 Multiply line 4 by line 3			5 323,822
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,015
7 Add lines 5 and 6			7 325,837
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 338,071

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,015
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,015
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,015
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,310
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,310
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,295
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 7,295 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? See Statement 14		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? See Statement 15 If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? N/A		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? N/A		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? N/A	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation See Stmt 16 N/A		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 17		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BONNIE BONNER P.O. BOX 472 Located at ► WEST POINT GA ZIP+4 ► 31833 Telephone no ► 706-645-1391			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here</p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A</p>	<p>5b</p> <p>6b</p> <p>7b</p>	<p>X</p>
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 18				

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

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

Total number of other employees paid over \$50,000

0

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THE CHARTER FOUNDATION, INC.**58-2144961**Page **7****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,667,319
b	Average of monthly cash balances	1b	202,731
c	Fair market value of all other assets (see instructions)	1c	16,994
d	Total (add lines 1a, b, and c)	1d	6,887,044
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,887,044
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	103,306
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,783,738
6	Minimum investment return. Enter 5% of line 5	6	339,187

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	339,187
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,015
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,015
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	337,172
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	337,172
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	337,172

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	338,071
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	338,071
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,015
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	336,056

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				337,172
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				21,448
d From 2009				28,975
e From 2010				26,015
f Total of lines 3a through e	76,438			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 338,071				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				337,172
e Remaining amount distributed out of corpus	899			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	77,337			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	77,337			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				21,448
c Excess from 2009				28,975
d Excess from 2010				26,015
e Excess from 2011				899

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

BONNIE BONNER 706-645-1391
P.O. BOX 472 WEST POINT GA 31833

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

See Statement 19

c Any submission deadlines

AUGUST 1

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

See Statement 20

Form 990-PF (2011) **THE CHARTER FOUNDATION, INC.****58-2144961**Page **11****Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 21				313,444
Total			▶ 3a	313,444
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Reducing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	117,040	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					85,173
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b OTHER INCOME			2	1,479	
c P/Y GRANT RETURNED			1	10,000	
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0		128,519	85,173
13 Total. Add line 12, columns (b), (d), and (e)				13	213,692

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
SUNTRUST		Various	Various	\$ 1,422,446	\$ 1,452,630	\$	\$	\$	\$ -30,184
Total				\$ 1,422,446	\$ 1,452,630	\$	0	\$	\$ -30,184

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	\$ 1,479	\$ 1,479	\$
P/Y GRANT RETURNED	10,000		
Total	\$ 11,479	\$ 1,479	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 9,000	\$ 4,500	\$	\$
Total	\$ 9,000	\$ 4,500	0	0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 23,962	\$ 23,962	\$	\$
Total	\$ 23,962	\$ 23,962	0	0

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Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE PROPERTY TAXES	\$ 2,317 61	\$ 2,317 61	\$	\$
Total	\$ 2,378	\$ 2,378	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
GREAT FIRST IMPRESSIONS PROGR	24,627			24,627
OTHER EXPENSES	1,510	1,510		
OTHER EXPENSES	45	45		
Total	\$ 26,182	\$ 1,555	\$ 0	\$ 24,627

Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					11/30/11
1,000					5/31/11
14,000					5/31/11
2,000					5/31/11
2,000					5/31/11
8,000					5/31/11
5,000					11/30/11
6,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,500					5/31/11
26,400					5/31/11
5,000					11/30/11
5,000					5/31/11
5,000					11/30/11
5,000					5/31/11
7,500					5/31/11
11,294					5/31/11
5,000					5/31/11
5,000					5/31/11
25,000					5/31/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
20,000					5/31/11
1,000					5/31/11
5,000					5/31/11
500					5/31/11
250					5/31/11
9,000					11/30/11
17,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					5/31/11
25,000					5/31/11
1,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11
5,000					11/30/11

Statement 7 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
5,000					11/30/11

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALEXION PHARMACEUTICALS INC		\$ 27,957	Market	\$ 27,957
ALLERGAN INC	21,288	27,989	Market	27,989
AMAZON INC	24,300	23,888	Market	23,888
AMGEN INC	14,823		Market	
ANALOG DEVICES INC	17,517	17,139	Market	17,139
APPLE INC	78,705	101,655	Market	101,655
ARM HOLDINGS	7,262	23,298	Market	23,298
BAIDU COM INC	13,514	16,655	Market	16,655
BE AEROSPACE INC		15,368	Market	15,368
BED BATH & BEYOND	19,906	16,753	Market	16,753
BIOGEN IDEC INC		16,067	Market	16,067
BORG WARNER	22,432	15,043	Market	15,043
BROADCOM CORP	20,686	14,357	Market	14,357
CAMERON INTL CORP	25,616	22,037	Market	22,037
CAPITAL ONE FINL CORP	14,683	15,013	Market	15,013
CARNIVAL CORP	19,136		Market	
CERNER CORP	9,948	17,334	Market	17,334
CHURCH & DWIGHT INC	13,459		Market	
CISCO SYS., INC.	21,343		Market	
COACH INC	26,272	23,195	Market	23,195
COLGATE PALMOLIVE CO	18,485	21,896	Market	21,896
CTRIIP	6,877		Market	
DOVER CORP	20,165	16,893	Market	16,893
EMC CORP	26,679	25,891	Market	25,891
EMERSON ELECTRIC	26,298		Market	
EOG RESOURCES	6,856	16,254	Market	16,254
ESTEE LAUDER	20,175	20,779	Market	20,779
EXPRESS SCRIPTS INC	17,296	14,703	Market	14,703
F5 NETWORKS INC		19,208	Market	19,208
FLUOR CORP	15,240	14,874	Market	14,874
GOLDMAN SACHS GROUP	10,258	5,607	Market	5,607
GOOGLE INC	51,675	57,485	Market	57,485
GREEN MOUNTAIN COFFEE	4,929	6,907	Market	6,907
GUESS	13,250		Market	
HALLIBURTON	25,110	19,184	Market	19,184
HANSEN NATURAL CORP	17,775	20,639	Market	20,639
HARTFORD FINANCIAL SERVICES	18,940	11,976	Market	11,976

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HONEYWELL INTL, INC.	\$ 29,770	\$ 31,360	Market	\$ 31,360
HOSPIRA INC		7,806	Market	7,806
HUNT J B TRANS	18,977	21,589	Market	21,589
ILLINOIS TOOL WKS	18,423		Market	
INTEL CORP	34,069		Market	
INTERNATIONAL PAPER	18,796	21,046	Market	21,046
INTUITIVE SURGICAL INC	9,795	31,485	Market	31,485
ISHARES TR		268,295	Market	268,295
JOY GLOBAL	11,277	11,620	Market	11,620
JUNIPER NETWORKS INC	22,337	12,736	Market	12,736
KOHL'S CORP	15,757		Market	
LAS VEGAS SANDS CORP	16,082	18,246	Market	18,246
LUBRIZOL CORP	16,566		Market	
MACYS INC		16,637	Market	16,637
MICROSOFT CORP	28,329		Market	
MYLAN INC	17,538	18,370	Market	18,370
NETAPP INC		18,498	Market	18,498
NATIONAL OILWELL VARCO		16,726	Market	16,726
OCCIDENTAL PETE CORP	22,563	18,834	Market	18,834
ORACLE	47,576	36,910	Market	36,910
PARKER HANNIFIN	17,260		Market	
PEABODY ENERGY	18,554	9,900	Market	9,900
PHILIP MORRIS INTL	38,337	52,974	Market	52,974
PRAXAIR INC.	25,777	29,611	Market	29,611
PRECISION CAST PARTS	15,313	24,554	Market	24,554
PRICE T ROWE GROUP INC	20,330	18,452	Market	18,452
PRICELINE	12,386	16,370	Market	16,370
QUALCOMM CORP		33,258	Market	33,258
SALESFORCE COM INC	19,140	15,118	Market	15,118
SAML HLDG NV NY	13,802	15,462	Market	15,462
SCHLUMBERGER LTD	47,595	36,956	Market	36,956
SCRIPPS NETWORKS	20,183	17,053	Market	17,053
THERMO FISHER SCIENTIFIC INC	15,501		Market	
UNION PACIFIC CORP	14,826	17,374	Market	17,374
UNITED PARCEL SERVICE	31,572	28,617	Market	28,617
URBAN OUTFITTERS	14,324		Market	
VERIFONE SYSTEMS INC		6,287	Market	6,287

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VIACOM	\$ 10,299	\$ 12,124	Market	\$ 12,124
VISA INC	33,079	23,453	Market	23,453
YUM BRANDS INC		20,949	Market	20,949
Total	\$ 1,367,031	\$ 1,594,714		\$ 1,594,714

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS TR		\$ 235,541	Market	\$ 235,541
MFS FDS		260,454	Market	260,454
RIDGEWORTH FD-CORE BD		1,150,353	Market	1,150,353
RIDGEWORTH FD-INTL EQUITY INDEX	432,638	237,300	Market	237,300
RIDGEWORTH FD-LARGCAP CORE EQ.	518,652		Market	
RIDGEWORTH FD-LARGCAP VALUE EQ	1,272,837	1,115,826	Market	1,115,826
RIDGEWORTH FD-MIDCAP CORE EQUITY	164,109		Market	
RIDGEWORTH FD-MIDCAP VAL EQUITY	166,893		Market	
RIDGEWORTH FD-SMALLCAP GROWTH STK	186,629	211,356	Market	211,356
RIDGEWORTH FD-SMALLCAP VAL EQUITY	223,505	186,387	Market	186,387
RIDGEWORTH FD-INVT GRADE BD	1,232,982	173,796	Market	173,796
RIDGEWORTH FD-SHORT TERM BD	1,110,838		Market	
Total	\$ 5,309,083	\$ 1,161,536		\$ 1,161,536
		\$ 4,732,549		\$ 4,732,549

Statement 10 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND	\$	\$	\$	\$
Total	\$ 0	\$ 0	\$ 0	\$ 0

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND	\$ 7,500	\$ 7,500	\$	\$ 7,500
Total	\$ 7,500	\$ 7,500	\$ 0	\$ 7,500

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Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID TAXES	\$ 9,311	\$ 6,994	\$ 6,994
RECEIVABLE-GRANT CANCELLED		10,000	10,000
Total	<u>\$ 9,311</u>	<u>\$ 16,994</u>	<u>\$ 16,994</u>

Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
GRANT ACCRUAL DIFFERENCE	\$ 10,000
UNREALIZED GAINS/LOSSES	173,933
Total	<u>\$ 183,933</u>

Statement 14 - Form 990-PF, Part VII-A, Line 1a - Attempt to Influence Legislation
Description

Description

N/A

Statement 15 - Form 990-PF, Part VII-A, Line 1b - Explanation of Spending for Political
Purpose

Description

N/A

Statement 16 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General
Explanation

Description

N/A

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Statement 17 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

FIRST CHARTER MHC

Address

P.O. BOX 472

City, State, Zip

WEST POINT GA 31833

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**Statement 18 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT L. JOHNSON 3345 BARNES MILL R HAMILTON GA 31811	PRESIDENT	1.00	0	0	0
BONNIE F. BONNER 507 DENSON STREET VALLEY AL 36854	SECRETARY	1.00	0	0	0
WILLIAM C. GLADDEN 125 HILLCREST ROAD WEST POINT GA 31833	V-PRESIDENT	1.00	0	0	0
CARY BALDWIN 109 LETA LANE VALLEY AL 36854	DIRECTOR	1.00	0	0	0
EDWARD SMITH 522 RIDGECREST ROAD LAGRANGE GA 30240	DIRECTOR	1.00	0	0	0
NANCY DURAND 631 COUNTRY CLUB RD LAGRANGE GA 30240	DIRECTOR	1.00	0	0	0
BEVERLYE BRADY 180 LEE RD. 809 AUBURN AL 36830	DIRECTOR	1.00	0	0	0
PAUL MEADOWS 1071 JUDGE BROWN RD VALLEY AL 36854	DIRECTOR	1.00	0	0	0
SHIRLEY FLORA 403 DUNLOP DRIVE OPELIKA AL 36801	DIRECTOR	1.00	0	0	0

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**Statement 18 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LESLIE SMITH 1828 18TH STREET NW LANETT AL 36863	DIRECTOR	1.00	0	0	0
BOB GRAY 100 ASHLING DR LAGRANGE GA 30240		1.00	0	0	0

Statement 19 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

LETTER DESCRIBING PURPOSE OF PROPOSED GRANT
FOR SCHOLARSHIPS, THE RECIPIENTS ARE SELECTED BY THE
SCHOOL COUNSELORS TAKING INTO CONSIDERATION CRITERIA
INCLUDING GOOD MORAL CHARACTER, GRADES AND POSSIBILITY
OF FUTURE SUCCESS. THE SCHOLARSHIPS ARE PAID DIRECTLY
TO THE SCHOOLS TO BE ATTENDED.

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

AUGUST 1

Statement 20 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

TROUP COUNTY, GEORGIA AND CHAMBERS AND LEE
COUNTIES, ALABAMA

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Statement 21 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
Address							
KACI LANE		VALLEY	NONE	VALLEY	INDIVIDUAL	SCHOLARSHIP	1,000
VALLEY AL 36854		LAGRANGE	NONE	LAGRANGE	INDIVIDUAL	SCHOLARSHIP	1,000
TIA KAMARA TUCKER		LAGRANGE GA 30241	NONE	LAGRANGE	INDIVIDUAL	SCHOLARSHIP	1,000
HOPE ANEASE SLAUGHTER		LAGRANGE GA 30241	NONE	LAGRANGE	INDIVIDUAL	SCHOLARSHIP	1,000
WILLIAM THOMAS GOSNELL		LAGRANGE GA 30241	NONE	VALLEY	INDIVIDUAL	SCHOLARSHIP	1,000
SHAMBRIA DAVIS		VALLEY AL 36854	NONE	LAGRANGE	INDIVIDUAL	SCHOLARSHIP	1,000
AMBER KINNETT		LAGRANGE GA 30241	NONE	OPELIKA	INDIVIDUAL	SCHOLARSHIP	1,000
KEYO STINSON		OPELIKA AL 36801	NONE	NEWMAN	INDIVIDUAL	SCHOLARSHIP	1,000
KATHERINE RUTTHINGER		NEWMAN GA 30263	NONE	AUBURN	INDIVIDUAL	SCHOLARSHIP	1,000
CELESTE RODGERS		AUBURN AL 36832	NONE	AUBURN	INDIVIDUAL	SCHOLARSHIP	1,000
DALTON NELSON		AUBURN AL 36832	NONE	OPELIKA	INDIVIDUAL	SCHOLARSHIP	1,000
ADRIANA POTTS		OPELIKA AL 36801	NONE	OPELIKA, AL	INDIVIDUAL	SCHOLARSHIP	1,000
ALABAMA KIWANIS FDN		OPELIKA AL 36803	NONE	12221 O.G. SKINNER DR	CHARITY	READING PROGRAM	1,000
WEST POINT 2100		WEST POINT GA 31833	NONE	1007 N 6TH AVE	CHARITY	PARK LOT & RIVER PARK	14,000
GOODSELL UMC		LANETT AL 36863	NONE	P.O. BOX 327	CHARITY	CELEBRATION	2,000
TROUP-CHAMBERS HABITAT FO		LAGRANGE GA 30241	NONE	100 EDGEWOOD AVE NE SUITE	CHARITY	OPERATING GRANT	2,000
YOUNG MENS CHRISTIAN ASSOC.		ATLANTA GA 30303	NONE	VALLEY	CHARITY	CAMP KITCHEN UPGRADE	8,000
CITY OF VALLEY		VALLEY AL 36854	NONE	GOVERNMENT	GOVERNMENT	CHRISTMAS MERRY GO ROUND	5,000

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**Statement 21 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
UNIVERSITY OF WEST GA FDN		1903 MAPLE ST	EDUCATION			FOOTBALL STADIUM	6,000
CARROLLTON GA 30118	NONE	1814 CHERRY DRIVE	EDUCATION			OPERATING GRANT	5,000
CHATT. VALLEY EDUC. FDN.	NONE	7345 RED OAK RD	CHARITY			RE-ROOFING COTTAGES	5,000
LANETT AL 36863	NONE	BOX 427	CHARITY			FREEZER	5,500
CHRISTIAN CITY HOME FOR CHILDREN	NONE	4800 48TH ST	HEALTH			HOSPITAL BEDS	26,400
UNION CITY GA 30291	NONE	375 INDUSTRY DRIVE	CHARITY			OPERATING GRANT	5,000
CHATTASCOOCHEE HUMANE SOCIETY	NONE	305 N LANIER AVE	CHARITY			OPERATING GRANT	5,000
WEST POINT GA 31833	NONE	P.O. BOX 934	EDUCATION			OPERATING GRANT	5,000
CHATTASCOOCHEE HEALTH CARE FDN	NONE	P.O. DRAWER 409	EDUCATION			VETERANS HISTORY PROJECT	5,000
VALLEY AL 36854	NONE	P.O. BOX 1127	CHARITY			DENTAL CLINIC	7,500
FOOD BANK OF EAST AL	NONE	P.O. BOX 275	CHARITY			OPERATING GRANT	11,294
AUBURN AL 36832	NONE	P.O. BOX 1304	CHARITY			OPERATING GRANT	5,000
CHATTASCOOCHEE FULLER CTR.	NONE	110 FLORENCE DR	CHARITY			OPERATING GRANT	5,000
LANETT AL 36863	NONE	LAGRANGE	EDUCATION			RESTORATION WORK	25,000
LAFAYETTE CHRISTIAN SCHOO	NONE	300 CUSSETA RD.	CHARITY			OPERATING GRANT	5,000
LAGRANGE GA 30241	NONE	P.O. BOX 1631	CHRTY			OPERATING GRANT	5,000
COUNTY-VALLEY LIBRARY FDN	NONE	LAGRANGE	EDUCATION			EQUIPMENT	5,000
LANETT AL 36863	NONE						
FIRST BAPTIST CHURCH ON SQUARE	NONE						
LAGRANGE GA 30241	NONE						
NEWNAN COMMUNITY THEATRE	NONE						
NEWNAN GA 30264	NONE						
CARROLL COUNTY HUMANE SOCIETY	NONE						
CARROLLTON GA 30117	NONE						
ONE ROOF OUTREACH	NONE						
NEWNAN GA 30263	NONE						
LAGRANGE COLLEGE	NONE						
LAGRANGE GA 30240	NONE						
STORYBOOK FARMS	NONE						
OPELIKA AL 36801	NONE						
THE COMMUNITY WELCOME HOU	NONE						
NEWNAN GA 30264	NONE						
LAGRANGE HIGH SCHOOL BAND	NONE						
LAGRANGE GA 30240	NONE						

**Statement 21 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship		Status	Purpose	Amount
VALLEY HIGH SCHOOL BAND		VALLEY		NONE		GOVERNMENT	OPERATING GRANT	5,000
VALLEY AL 36854		P.O. BOX 3085		NONE		EDUCATION	EXHIBIT CONSTRUCTION	20,000
MUSEUM OF EAST ALABAMA		OPELIKA AL 36803		NONE		CHARITY	PERSONAL CARE & BABY ITEMS	1,000
BREMEN FOOD & CLOTHING BANK		BREMEN GA 30110		NONE		EDUCATION	NASA BUGGY RACE	5,000
CHAMBERS CNTY CAREER TECH CTR		LAFAYETTE AL 36862		NONE		GOVERNMENT	HAWKES LIBRARY	500
CITY OF WEST POINT		WEST POINT		NONE		CHARITY	BELL	250
WEST POINT ROTARY CLUB		WEST POINT GA 31833		NONE		CHARITY	BATHROOM REMODELING	9,000
TWIN CEDARS YOUTH & FAMILY SERVICES		LAGRANGE GA 30241		NONE		EDUCATION	SCOREBOARD	17,000
LAGRANGE GA 30241		317 S COLLEGE ST		NONE		EDUCATION	CHATT. GERITAGE PROJECT	5,000
TROUP HIGH SCHOOL		AUBURN AL 36849		NONE		EDUCATION	OPERATING	5,000
LAGRANGE GA 30241		THE HERITAGE SCHOOL		NONE		EDUCATION	HOSPICE PAVILION	5,000
LAGRANGE GA 30241		NEWNAN GA 30263		NONE		CHARITY	CANCER CLINIC	25,000
AUBURN UNIVERSITY FDN		WEST GEORGIA HEALTHCARE FDN		NONE		CHARITY	RELAY FOR LIFE	1,000
AUBURN AL 36849		LAGRANGE GA 30240		NONE		EDUCATION	OPERATING	5,000
THE HERITAGE SCHOOL		LAGRANGE GA 30240		NONE		EDUCATION	EQUIPMENT	5,000
NEWNAN GA 30263		VALLEY		NONE		CHARITY	OPERATING	5,000
WEST GEORGIA HEALTHCARE FDN		VALLEY AL 36854		NONE		EDUCATION	OPERATING	5,000
LAGRANGE GA 30240		FRANKLIN FOREST ELEMENTARY SCHOOL		NONE		EDUCATION	OPERATING	5,000
WEST GEORGIA HEALTH FDN		NEWNAN GA 30263		NONE		CHARITY	OPERATING	5,000
LAGRANGE GA 30240		HARMONY HOUSE		NONE		EDUCATION	OPERATING	5,000
AMERICAN CANCER SOCIETY		LAGRANGE GA 30241		NONE		EDUCATION	OPERATING	5,000
VALLEY AL 36854		BEULAH HIGH SCHOOL BAND		NONE		EDUCATION	OPERATING	5,000
FRANKLIN FOREST ELEMENTARY SCHOOL		BEULAH AL 36803		NONE		CHARITY	OPERATING	5,000
NEWNAN GA 30263		CHRISTIAN SERVICE CENTER		NONE		CHARITY	OPERATING	5,000
HARMONY HOUSE		LANETT AL 36863		NONE		CHARITY	OPERATING	5,000

Federal Statements

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FYE: 12/31/2011

**Statement 21 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
KEITH BROOKING CHILDRENS FDN DESTIN FL 32541		NONE	15400 EMERALD COAST PKWY CHARITY		OPERATING		5,000
CARROLL CNTY SOUP KITCHEN CARROLLTON GA 30117		NONE	245 COTTAGE HILL DR CHARITY		OPERATING		5,000
MT ZION MIDDLE SCHOOL CARROLLTON GA 30117		NONE	CARROLLTON EDUCATION		OPERATING		5,000
Total							<u>313,444</u>

Federal Statements

FYE: 12/31/2011

Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
VARIOUS	21,515	
Total	<u>21,515</u>	<u>0</u>

Federal Statements

FYE: 12/31/2011

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
DIVIDEND INCOME	\$ 117,040			14	
Total	<u>\$ 117,040</u>				

58-2144961 Form 990-PF Estimates

THE CHARTER FOUNDATION, INC.

Form **990-W**

(WORKSHEET)

Department of the Treasury
Internal Revenue Service

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2011

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	2,015
b	Enter the tax shown on the 2010 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	2,015
c	2011 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	2,015

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	05/15/12	06/15/12	09/17/12	12/17/12
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	600	600	600	600
13	2010 Overpayment (see instructions)	13	600	600	600	600
14	Payment due. (Subtract line 13 from line 12)	14				

For Paperwork Reduction Act Notice, see the instructions on page 8.

Form **990-W** (2011)