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

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

2011

For calendar year 2011 or tax year beginning

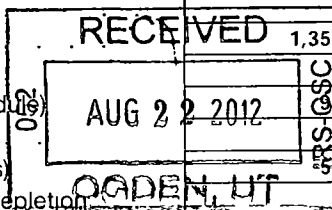
, 2011, and ending

, 20

| | | |
|---|---|---|
| Name of foundation Wilkins Foundation, Inc. | | A Employer identification number 58-6044011 |
| Number and street (or P O box number if mail is not delivered to street address) P O Box 48821 | Room/suite | B Telephone number (see instructions) 706-255-9469 |
| City or town, state, and ZIP code Athens, Ga 30604-8821 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | 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) \$ 46,967.37 | J Accounting method: <input checked="" type="checkbox"/> Cash <input 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) | \$2,475.64 | | | |
| | 2 Check <input 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 | 106.15 | 106.15 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0 | | |
| | 8 Net short-term capital gain | | | 0 | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | 59.36 | | | |
| b Less Cost of goods sold | 38.07 | | | | |
| c Gross profit or (loss) (attach schedule) | 21.29 | | | | |
| 11 Other income (attach schedule) | 71.33 | 71.33 | | | |
| 12 Total. Add lines 1 through 11 | 2,674.41 | 177.48 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 3,600.00 | 500.00 | | 3,100.00 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 1,355.35 | | | 1,355.35 |
| | b Accounting fees (attach schedule) | 95.00 | 95.00 | | |
| | c Other professional fees (attach schedule) | 50.97 | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | 3,600.00 | 1,800.00 | | 1,800.00 |
| | 21 Travel, conferences, and meetings | 387.69 | | | 387.69 |
| | 22 Printing and publications | 168.11 | | | 168.11 |
| | 23 Other expenses (attach schedule) | 564.87 | | | 564.87 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 9,826.61 | 2,395.00 | | 7,376.02 |
| | 25 Contributions, gifts, grants paid | 1,954.65 | | | 1,954.65 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 11,772.26 | 2,395.00 | | 9,330.67 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | (9,097.85) | | | | |
| b Net investment income (if negative, enter -0-) | | (2,217.52) | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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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 | 1,416.72 | 1,119.34 | 1,119.34 |
| | 2 Savings and temporary cash investments | 9,131.53 | 239.58 | 239.58 |
| | 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) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | 2,132.75 | 2,094.68 | 1,869.71 |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) | 45,989.20 | 43,738.74 | 43,738.74 |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | | | |
| | 14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶) | | | |
| | 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 58,670.20 | 47,192.34 | 46,967.37 |
| Liabilities | 17 Accounts payable and accrued expenses | 329.33 | 435.03 | |
| | 18 Grants payable | 465.00 | | |
| | 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) | 794.33 | 435.03 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 57,875.87 | 46,757.31 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 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) | 57,875.87 | 46,532.34 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 58,670.20 | 46,967.37 | |

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 | 58,445.23 |
| 2 Enter amount from Part I, line 27a | 2 | (9,097.85) |
| 3 Other increases not included in line 2 (itemize) ▶ 2010 inventories were at fair market value | 3 | 224.97 |
| 4 Add lines 1, 2, and 3 | 4 | 49,572.35 |
| 5 Decreases not included in line 2 (itemize) ▶ 2011 capital losses | 5 | (2,815.04) |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 46,757.31 |

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 | Morgan Stanley China A Share Fund | P | 5/6/2009 | 2/7/2011 |
| b | Petroleo Brasileiro SA | P | 5/22/2008 | 2/7/2011 |
| c | Wisdom Tree LargeCap Dividend Fund | P | 5/6/2009 | 7/20/2011 |
| d | Perfect World Ltd ADR | P | 8/12/2009 | 8/12/2012 |
| e | General Motors | P | 11/18/2010 | 8/12/2012 |

| | (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 | \$1,284.22 | | \$2,031.83 | -\$747.61 |
| b | \$1,813.37 | | \$3,743.55 | -\$1,930.18 |
| c | \$4,804.15 | | \$3,523.12 | +\$1,281.03 |
| d | \$641.98 | | \$2,126.25 | -\$1,484.27 |
| e | \$2,326.30 | | \$3,616.25 | -\$1,289.95 |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|----------|--------------------------|--------------------------------------|---|---|
| a | | | | |
| 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 | -\$2,881.03 |
| 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 | -\$1,289.95 |

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 | 7,264.94 | 52,956.94 | 0.137186 |
| 2009 | 4,055.93 | 54,559.44 | 0.074340 |
| 2008 | 4,024.37 | 62,676.78 | 0.064208 |
| 2007 | 5,977.53 | 74,256.36 | 0.080499 |
| 2006 | 1,818.11 | 67,194.00 | 0.022457 |

| | | | |
|----------|--|----------|-----------|
| 2 | Total of line 1, column (d) | 2 | 0.378690 |
| 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 | 0.075738 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 52,956.94 |
| 5 | Multiply line 4 by line 3 | 5 | 4,010.85 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | (22.18) |
| 7 | Add lines 5 and 6 | 7 | 3,988.67 |
| 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 | 9,386.26 |

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 | | 0 |
| 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 | | |
| 3 | Add lines 1 and 2 | 3 | | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | | 0 |
| 6 | Credits/Payments: | | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 200.00 | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | | 200.00 |
| 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 | | 200.00 |
| 11 | Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded | 11 | | 200.00 |

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? | | <input checked="" type="checkbox"/> |
| 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)? <i>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</i> | | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year? | | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i> | | <input checked="" type="checkbox"/> |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | <input checked="" type="checkbox"/> | |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | <input checked="" type="checkbox"/> |
| 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? <i>If "Yes," attach the statement required by General Instruction T.</i> | | <input checked="" type="checkbox"/> |
| 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? | <input checked="" type="checkbox"/> | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | <input checked="" type="checkbox"/> | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Georgia | | |
| 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? <i>If "No," attach explanation</i> | <input checked="" type="checkbox"/> | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | <input checked="" type="checkbox"/> |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|----------------|---------------------|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | ✓ |
| 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 | | ✓ |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | ✓ | |
| Website address ► <u>www.untoallnations.org</u> | | | | |
| 14 | The books are in care of ► <u>Thomas H Wilkins, CFA</u> | Telephone no ► | <u>706-255-9469</u> | |
| | Located at ► <u>P O Box Box 48821, Athens, Ga</u> | ZIP+4 ► | <u>30604-8821</u> | |
| 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? | 16 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | | | ✓ |

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? | 1b | ✓ |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? | 1c | ✓ |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ► 20____, 20____, 20____, 20____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | ✓ |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>) | 3b | ✓ |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | ✓ |
| 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 | ✓ |

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here ☐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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 |
|--|---|---|---|---------------------------------------|
| Mr. Thomas H. Wilkins, Chartered Financial Analyst P.O. Box 48821, Athens, Ga 30604 | Chair/Pres 4.2 | \$3,800 | | \$424.14 |
| Mrs. Ann Wilkins P.O. Box 48821, Athens, Ga 30604 | Vice President, 0.2 | | | |
| The Most Reverend Mark Haverland, Ph.D. P.O. Box 48821, Athens, Ga. 30604 | Secretary 0.2 | \$100 | | |
| Mr. and Mrs. Thomas Thurmond P.O. Box 48821, Athens, Ga. 30604 | Director 0.2 | \$300 | | |

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

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 |
| N/A | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | | Expenses |
|--|--|----------|
| 1 | Printed 100 copies of Seven Deadly Sins and Seven Grace-ful Virtues in Kinyawanda, the language of Rwanda, Africa. | 954 65 |
| 2 | Diocese of the South | 250.00 |
| 3 | All Saints Anglican Church | 200.00 |
| 4 | Young Life | 200.00 |

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 | Began work on a new web site at www.untoallnations.com. The expenses were not paid until 2012. | |
| 2 | | |
| All other program-related investments See instructions | | |
| 3 | | |
| Total. Add lines 1 through 3 | | |

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 | 51,489.74 |
| b | Average of monthly cash balances | 1b | 2,273.65 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 53,763.39 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 53,763.39 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 806.45 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 52,956.94 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,647.84 |

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 | 2,647.84 |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 0 |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 0 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | |
| 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 | 2,647.84 |

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 | 9,386.26 |
| 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 | 9,386.26 |
| 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 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 9,386.26 |

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 | | | | 2,647.84 |
| 2 Undistributed income, if any, as of the end of 2011: | | | | |
| a Enter amount for 2010 only | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | 1,405 00 | |
| e From 2010 | | | 4,851 04 | |
| f Total of lines 3a through e | 6,256 04 | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 9,386 26 | | | | |
| 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 | | | | 9,386.26 |
| e Remaining amount distributed out of corpus | 6,738.42 | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 12,994 46 | | | |
| 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 | | | | |
| 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 | 12,994.46 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | 1,405 00 | |
| d Excess from 2010 | | | 4,851 04 | |
| e Excess from 2011 | | | 6,738.42 | |

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | (e) Total |
|--|---------------|----------|----------|-----------|
| (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 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.

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | 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 |
|---|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year | | | | |
| Mission Society of Saint. Paul % Diocese of the South, Athens, Georgia | | 501c(3) | Kinyarwanda translation | 954.65 |
| Diocese of the South, Athens, Georgia | | 501c(3) | General | 250 00 |
| All Saints Anglican Church, Macon, Georgia | | 501c(3) | General | 200 00 |
| Young Life, Athens, Georgia | | 501c(3) | General | 200.00 |
| Child Evangelism Fellowship, Warrenton, Missouri | | 501c(3) | General | 200 00 |
| Saint Stephens Church, Athens, Georgia | | 501c(3) | General | 150.00 |
| Total | | | 3a | 1,954 65 |
| b Approved for future payment | | | | |
| N/A | | | | |
| Total | | | 3b | |

Enter gross amounts unless otherwise indicated.

| 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 | | | | | |
| 5 | Net rental income or (loss) from real estate: | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory | | | | | |
| 11 | Other revenue: a | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | |

(See worksheet in line 13 instructions to verify calculations)

[illegible]

| | | |
|---|--------------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

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

Thomas H Wilkins
Signature of officer or trustee

8/15/2012
Date

Chairman and President

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

| | |
|------|--|
| PTIN | |
|------|--|

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

2011

Federal Supporting Detail
Wilkins Foundation, Inc.
58-6044011

Page 1

Statement 1

Gross Profit (loss) for Sales from Part I line 10c:

Gross Sales of Publications and Media:

| | |
|--------------------------------------|---------|
| <i>Seven Deadly Sins & Seven</i> | |
| <i>Grace-ful Virtues</i> | 20.74 |
| <i>One Man's Prayers</i> | 13.62 |
| <i>Two Paths to Holiness</i> | 25.00 |
| Total Gross Sales | \$59.36 |

Cost of Sales:

| | |
|-----------------------|---------|
| Hard cover printing | |
| One Man's Prayers | 11.71 |
| Seven Deadly Sins | 20.74 |
| Two Paths to Holiness | 5.62 |
| Total | \$38.07 |

Net Gain \$21.29

Statement 2

Other Income from Part I, line 11:

Flow through Income from SPDR Gold Trust:

| | |
|----------|--------|
| 1/5/11 | \$2.37 |
| 2/4/11 | \$2.23 |
| 3/3/11 | \$1.95 |
| 4/7/11 | \$2.27 |
| 5/9/11 | \$2.44 |
| 6/8/11 | \$2.41 |
| 7/8/11 | \$2.46 |
| 8/10/11 | \$2.52 |
| 9/9/11 | \$2.82 |
| 10/13/11 | \$3.17 |
| 11/14/11 | \$2.64 |
| 12/9/11 | \$2.63 |
| Total | \$29.9 |

Flow through Income from Ishares Silver Trust:

| | |
|-----------------|---------------|
| 1/31/11 | \$2.91 |
| 2/28/11 | \$2.69 |
| 3/31/11 | \$3.48 |
| 4/30/11 | \$4.11 |
| 5/31/11 | \$3.90 |
| 6/30/11 | \$3.53 |
| 7/31/11 | \$3.65 |
| 8/31/11 | \$4.02 |
| 9/30/11 | \$3.68 |
| 10/31/11 | \$3.21 |
| 11/30/11 | \$3.18 |
| <u>12/31/11</u> | <u>\$3.06</u> |
| Total | \$41.42 |

Statement 3

Legal Fees from Part I, Line 16a:

| | |
|--|----------------|
| Abrams, Davis, Mason, Long LLC | \$1,305.35 |
| <u>Annual Registration: Ga. Secretary of State</u> | <u>\$50.00</u> |
| Total | \$1,355.35 |

Statement 4

Other Professional Fees from Part I line 16c:

| | |
|---|--------------|
| Basic Annual Fee at Morgan Stanley Smith Barney | 95.00 |
| Flow through expenses at SPDR Gold Trust Pursuant to Treasury Regulation Section 1.671-5 For 50 shares purchased In June, 2009 for \$0.21611064/share | <u>10.80</u> |
| Total | \$85.80 |

Statement 5

Taxes from Part I line 18:

| | |
|-----------------------------------|---------|
| Taxes withheld on dividends | 2.17 |
| Taxes paid to I.R.S. on 11/9/2011 | 48.80 |
| Total Taxes | \$50.97 |

Statement 6

Other Expenses from Part I line 23:

| | |
|--------------------------------------|----------|
| Computer Software | 260.99 |
| Safe Deposit Box | 45.00 |
| Meal and Entertainment | 33.30 |
| Post Office Box Rental | 44.00 |
| Postage, Next Day Service & Shipping | 137.75 |
| Stationery and Office Supplies | 43.83 |
| Total other expenses | \$564.87 |

Statement 7

Corporate Stocks from Part II line 10b:

Market Values as of 12/31/2011

| | | |
|------------|--|--------------|
| 27 shares | Apple | \$10,935.00 |
| 100 shares | Baidu ADR | \$11,647.00 |
| 100 shares | Bristol Myers Squibb | \$3,524.00 |
| 25 shares | Perfect World Ltd ADR | 261.75 |
| 1 shares | Direxion Shares ETF | 37.35 |
| 100 shares | Duoyuan global Water | 282.19 |
| 15 shares | Netflix | 1,039.35 |
| 40 shares | New Oriental Education And Technology Group | 962.00 |
| 50 shares | Yandex | 985.00 |
| 240 shares | ISHARES Silver | 6,465.60 |
| 50 shares | SPDR Gold Trust | 7,599.50 |
| Total | | \$43, 738.74 |

ARTICLES OF INCORPORATION
OF
WILKINS FOUNDATION, INC.

ARTICLE I

The name of the Corporation is WILKINS FOUNDATION, INC.

ARTICLE II

The address of the initial registered office of the Corporation is 387 South Milledge Avenue, Athens, Athens-Clarke County, Georgia 30605. The initial registered agent of the Corporation at such address is Thomas Hart Wilkins.

ARTICLE III

The name of the Incorporator is Stephanie B. Casteel. The Incorporator's address is c/o Abrams, Davis, Wallace, Mason & Long, LLC, 1100 Peachtree Street, Suite 2860, Atlanta, Georgia 30309.

ARTICLE IV

The Corporation shall not have members.

ARTICLE V

The mailing address of the initial principal office of the Corporation is P O. Box 48821, Athens, Georgia 30604.

ARTICLE VI

The Corporation shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE VII

(a) The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors shall have any liability to the Corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Directors, except liability:

(i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or

(iv) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation.

ARTICLE VIII

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"), and for such related purposes as may be permitted to charitable corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for religious, charitable, scientific, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the superior court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XI

The Corporation was initially incorporated by Order of the Superior Court of Fulton County on December 29, 1951 for a term of thirty-five years. The Corporation thereafter was granted perpetual duration by the enactment of O.C.G.A. Section 14-2-21(a)(2), effective on April 1, 1969 for all existing Georgia corporations. The Board of Directors of the Corporation has become aware, however, that the Secretary of State of the State of Georgia has no record of the Corporation's existence, and after extended conversations with the Secretary of State's office has determined that it is necessary for the Corporation to re-incorporate. The Corporation has operated under its initial charter since December 29, 1951, has been filing annual federal tax returns with the Internal Revenue Service as Wilkins Foundation, Inc., and has been filing copies of these returns annually

with the Attorney General of the State of Georgia. Accordingly, notwithstanding that these Articles of Incorporation will be effective as of the date of the filing of these Articles of Incorporation, the Corporation has been operating as Wilkins Foundation, Inc. since its initial charter was granted by the State of Georgia on December 29, 1951.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

STEPHANIE B. CASTEEL, Incorporator

BYLAWS
OF
WILKINS FOUNDATION, INC.

ARTICLE I
NATURE AND PURPOSE OF CORPORATION

1.1 Nonprofit Organization. As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, WILKINS FOUNDATION, INC. shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its religious, charitable, scientific, and educational purposes.

1.2 Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"), and for such related purposes as may be permitted to charitable corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code.

ARTICLE II
BOARD OF DIRECTORS

2.1 Permanent Board. The Board of Directors shall be composed of no fewer than three (3) members and no more than seven (7) members. The Board of Directors may by resolution fix the precise number of members between the stated limits, but any reduction in the number of members of the Board shall take effect only at the expiration of the term of office of the members whose offices are to be eliminated or upon their earlier resignation. Until the Board of Directors fixes a different number, there shall be five (5) members of the Board of Directors. The initial directors shall be Thomas Hart Wilkins, Ann Collins Wilkins, Archbishop Mark David Haverland, Roger Thomas Thurmond, and Lisa Morris Thurmond.

2.2 Term of Office of Directors; Succession. Directors Thomas Hart Wilkins and Ann Collins Wilkins shall serve until the earlier of their death, incapacity, or voluntary resignation. The remaining members of the Board of Directors shall be divided into three groups, as nearly equal in numbers as possible, serving one-, two-, and three-year terms. Following the expiration of the initial terms of office, the term of office of each member shall be three (3) years. Whenever the Board of Directors shall by resolution increase or decrease the number of members of the Board of Directors, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third (1/3) of the members of the Board of Directors shall continue to expire each year thereafter. The term of office of each member shall commence upon the adjournment of the annual meeting at which such member is elected. A director shall be eligible for reelection to succeed himself or herself.

2.3 Qualifications of Members. Members of the Board of Directors shall be at least eighteen (18) years old and may reside within or without the State of Georgia at the time of their election.

2.4 Authority. The Board of Directors shall manage the business and affairs of the Corporation and may exercise all powers of the Corporation, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

2.5 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers, and transacting such other business as may be brought before the meeting shall be held each year without notice on the second Tuesday in September or such other Tuesday in September by approval of any three (3) member of the Board of Directors. The Board of Directors may by resolution provide for the time and the place of other regular meetings, and no notice of such regular meetings need be given. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors, and written notice of the time and place of such meeting shall be given to each member of the Board of Directors by first class or air mail, or in person at least two (2) days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting. Any meeting may be held at any place within or without the State of Georgia.

2.6 Quorum. A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE III

OFFICERS

3.1 In General. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected by the Board of Directors. Each officer, other than Thomas Hart Wilkins in his capacity as President and Ann Collins Wilkins in her capacity as Vice-President, shall hold office until the end of the annual meeting of the Board of Directors next following the date of his or her election and until his or her successor has been elected and has qualified, or until his or her earlier resignation, removal from office, or death. Thomas Hart Wilkins in his capacity as President and Ann Collins Wilkins in her capacity as Vice-President shall serve until the earlier of their death, incapacity, or voluntary resignation. Any two or more offices may be held by the same person, except that the same person shall not be both President and Secretary.

3.2 President. The President shall be the Chief Executive Officer of the Corporation and shall give general supervision and direction to the affairs of the Corporation, subject to the direction of the Board of Directors.

3.3 Vice President. The Vice President shall act in the case of the absence or disability of the President and shall have other duties as may be assigned by the President or the Board of Directors.

3.4 Secretary. The Secretary shall give notice of all meetings of the Board of Directors for which notice is required, shall keep the minutes of the proceedings of the Board of Directors, and shall maintain the general records of the Corporation.

3.5 Treasurer. The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation, and shall have custody of its funds and other assets.

3.6 Other Authority and Duties. Each officer, employee, and agent of the Corporation shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President.

3.7 Removal. Any officer may be removed at any time by the Board of Directors, and such vacancy may be filled by the Board of Directors.

3.8 Compensation. No salaries shall be paid to members of the Board of Directors or officers for their services in such capacity, but the Board of Directors may authorize reimbursement of expenses incurred by them on behalf of the Corporation. The

Board of Directors may authorize reasonable compensation for the services of any officers who serve as employees or agents of the Corporation.

ARTICLE IV

DEPOSITORIES, SIGNATURES, AND SEAL

4.1 Depositories. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

4.2 Execution of Legal Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the President or by such other officer, officers, agent, or agents as the Board of Directors may from time to time provide.

4.3 Seal. The seal of the Corporation shall be as follows:

ARTICLE V

INDEMNITY

5.1 Actions Against Directors and Officers. The Corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2 Advance for Expenses of Directors and Officers. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth

in Article 5.1 above or that the proceeding involves conduct for which liability has been eliminated by the Corporation's Articles of Incorporation; and

(2) The director or officer furnishes the Corporation a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS

The Board of Directors shall have the power to alter and amend the Articles of Incorporation or Bylaws and to repeal the Bylaws or to adopt new Bylaws. Action by the directors with respect to the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of a majority of all of the directors then in office.