Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation ARKANSAS STATE POLICE FOUNDATION	**A Employer identification number** 71-0846567
Number and street (or P O box number if mail is not delivered to street address) Room/suite 12921 CANTRELL ROAD, STE 201	**B** Telephone number 501-664-8700
City or town, state, and ZIP code LITTLE ROCK, AR 72223	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 840,369. **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	721,555.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	648.	648.		STATEMENT 1
4 Dividends and interest from securities				
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				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	66,789.	0.		STATEMENT 2
12 **Total.** Add lines 1 through 11	788,992.	648.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy	1,005.	0.		1,005.
21 Travel, conferences, and meetings	1,067.	0.		1,067.
22 Printing and publications				
23 Other expenses STMT 3	12,229.	0.		12,229.
24 **Total operating and administrative expenses.** Add lines 13 through 23	14,301.	0.		14,301.
25 Contributions, gifts, grants paid	16,167.			16,167.
26 **Total expenses and disbursements.** Add lines 24 and 25	30,468.	0.		30,468.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	758,524.			
b **Net investment income** (if negative, enter -0-)		648.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	81,845.	840,369.	840,369.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	81,845.	840,369.	840,369.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	81,845.	840,369.	
	30 **Total net assets or fund balances**	81,845.	840,369.	
	31 **Total liabilities and net assets/fund balances**	81,845.	840,369.	

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	81,845.
2	Enter amount from Part I, line 27a	2	758,524.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	840,369.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	840,369.

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				
b	NONE			
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				
b				
c				
d				
e				

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

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

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)
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 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	41,570.	72,175.	.575961
2009	34,202.	59,801.	.571930
2008	49,761.	51,059.	.974578
2007	36,510.	37,506.	.973444
2006	0.	0.	.000000

2 Total of line 1, column (d)	2	3.095913
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	.619183
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	137,209.
5 Multiply line 4 by line 3	5	84,957.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6.
7 Add lines 5 and 6	7	84,963.
8 Enter qualifying distributions from Part XII, line 4	8	30,468.

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

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	13.
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	13.
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	13.
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		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	13.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ — 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ ASPFOUNDATION.COM

14 The books are in care of ▶ HUDSON, CISNE & CO. LLP Telephone no ▶501-221-1000

Located at ▶11412 HURON LANE, LITTLE ROCK, AR ZIP+4 ▶72211

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 N/A

			Yes	No
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		X
	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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		X
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)*

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)?	☐ 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)?	N/A	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? N/A	☐ 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		X
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?	N/A	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.

(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 4		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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

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 ▶	0.

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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	0.
b	Average of monthly cash balances		1b	139,298.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	139,298.
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	139,298.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,089.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	137,209.
6	**Minimum investment return.** Enter 5% of line 5		6	6,860.

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	6,860.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 13.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	13.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	6,847.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	6,847.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	6,847.

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	30,468.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	30,468.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	30,468.

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				6,847.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007 34,637.				
c From 2008 47,210.				
d From 2009 31,218.				
e From 2010 37,971.				
f Total of lines 3a through e	151,036.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 30,468.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				6,847.
e Remaining amount distributed out of corpus	23,621.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	174,657.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	174,657.			
10 Analysis of line 9				
a Excess from 2007 34,637.				
b Excess from 2008 47,210.				
c Excess from 2009 31,218.				
d Excess from 2010 37,971.				
e Excess from 2011 23,621.				

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

1 a 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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))

NONE

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

NONE

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

Check here ▶ [X] 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				
ARKANSAS STATE POLICE	N/A	N/A	TO PROVIDE LIFE PROTECTING EQUIPMENT, CONTINUING EDUCATION, TECHNOLOGY, RESOURCES, TRAINING AND	16,167.
Total			▶ 3a	16,167.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

123611 12-02-11 ** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ARKANSAS STATE POLICE

TO PROVIDE LIFE PROTECTING EQUIPMENT, CONTINUING EDUCATION, TECHNOLOGY, RESOURCES, TRAINING AND RECOGNITION TO ARKANSAS STATE TROOPERS.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a BANQUET INCOME					66,789.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	648.	
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)		0.		648.	66,789.

13 Total. Add line 12, columns (b), (d), and (e) 13 67,437.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
1	THE ARKANSAS STATE POLICE FOUNDATION IS PRIMARILY SUPPORTED BY PUBLIC FUNDING. THE INCOME THAT IS DERIVED FROM THESE EVENTS AIDS THE ORGANIZATION IN FULFILLING ITS PURPOSE TO PROVIDE ADVANCED SAFETY EQUIPMENT, TECHNOLOGY, RESOURCES, TRAINING AND RECOGNITION TO ARKANSAS STATE TROOPERS.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

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

Signature of officer or trustee	Date	Title
	Aug 1, 2012	Pres

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD L. CISNE		07/25/12		P00089967

Firm's name ▶ HUDSON, CISNE & CO. LLP — Firm's EIN ▶ 71-0650689

Firm's address ▶ 11412 HURON LANE LITTLE ROCK, AR 72211 — Phone no (501)221-1000

123622
12-02-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
ARKANSAS STATE POLICE FOUNDATION	71-0846567

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

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

Name of organization	Employer identification number
ARKANSAS STATE POLICE FOUNDATION	71-0846567

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BOB BURNS 2005 KAREN CIRCLE MAGNOLIA, AR 71753	$ 6,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ARKANSAS ATTORNEY GENERAL 323 CENTER STREET SUITE 200 LITTLE ROCK, AR 72201	$ 707,358.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ARKANSAS STATE POLICE FOUNDATION	71-0846567

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ARKANSAS STATE POLICE FOUNDATION	71-0846567

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF THE OZARKS	648.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	648.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANQUET INCOME	66,789.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	66,789.	0.	

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANQUET EXPENSE	9,341.	0.		9,341.
OFFICE EXPENSE	1,749.	0.		1,749.
INTERNET	80.	0.		80.
PRINTING	850.	0.		850.
MISCELLANEOUS	209.	0.		209.
TO FORM 990-PF, PG 1, LN 23	12,229.	0.		12,229.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 4

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WYNONA BRYANT WILLIAMS 11 VILLAGE GROVE ROAD LITTLE ROCK, AR 72211	DIRECTOR 0.00	0.	0.	0.
JOHN ALLISON P.O. BOX 1089 CONWAY, AR 72033	DIRECTOR 0.00	0.	0.	0.
FRANK GUINN P.O. BOX 281 PARAGOULD, AR 72451	DIRECTOR 0.00	0.	0.	0.
STEVE SMITH 1905 NORTH MONROE LITTLE ROCK, AR 72207	DIRECTOR 0.00	0.	0.	0.
ROGER MEEK, JR. P.O. BOX 6607 FORT SMITH, AR 72906	DIRECTOR 0.00	0.	0.	0.
DANIEL W. "WOODY" FUTRELL P.O. BOX 217 NASHVILLE, AR 71852	DIRECTOR 0.00	0.	0.	0.
WARREN DUPWE 300 WEST JEFFERSON JONESBORO, AR 72401	DIRECTOR 0.00	0.	0.	0.
DICK CISNE HUDSON, CISNE & CO. LLP., 11412 HURON LANE LITTLE ROCK, AR 72221	DIRECTOR 0.00	0.	0.	0.
CHARISSE CHILDERS 32 QUERCUS CIRCLE LITTLE ROCK, AR 72223	DIRECTOR 0.00	0.	0.	0.
COLONEL STEVE DOZIER 6908 BALMORAL DRIVE ROGERS, AR 72758	DIRECTOR 0.00	0.	0.	0.

BOB RAFF 565 VALLEY CLUB CIRCLE LITTLE ROCK, AR 72212	DIRECTOR 0.00	0.	0.	0.
BENSON CASHION 321 SCOTT STREET LITTLE ROCK, AR 72201	DIRECTOR 0.00	0.	0.	0.
BROOKS JACKSON 12921 CANTRELL ROAD, STE 201 LITTLE ROCK, AR 72223	TREASURER 0.00	0.	0.	0.
GUY CAMPBELL P.O. BOX 4080 LITTLE ROCK, AR 72214	DIRECTOR 0.00	0.	0.	0.
DR. LEWIS SHEPHERD 4 WESTERN HILLS ARKADELPHIA, AR 71923	DIRECTOR 0.00	0.	0.	0.
JANE CHRISTENSON 1010 W. CENTRAL AVENUE HARRISON, AR 72601	DIRECTOR 0.00	0.	0.	0.
STEPHEN COOK 19638 HWY. 51 MALVERN, AR 72104	DIRECTOR 0.00	0.	0.	0.
DAMON YOUNG P.O. BOX 1897 TEXARKANA, AR 75504	DIRECTOR 0.00	0.	0.	0.
BOB BURNS 2005 KAREN CIRCLE MAGNOLIA, AR 71753	PRESIDENT 0.00	0.	0.	0.
ED STALEY 17 CARMEL VALLEY LANE LITTLE ROCK, AR 72212	DIRECTOR 0.00	0.	0.	0.
JOE THIELKE 10 JUSTICE LANE CONWAY, AR 72032	SECRETARY 0.00	0.	0.	0.
LEWIS YARBROUGH P.O. BOX 485 ROGERS, AR 72757	DIRECTOR 0.00	0.	0.	0.
RANDY LANN 1405 WEST 6TH STREET LITTLE ROCK, AR 72201	VICE-PRESIDENT 0.00	0.	0.	0.

WALLACE FOWLER P.O. BOX 7514 JONESBORO, AR 72403	DIRECTOR 0.00	0.	0.	0.
LARRY CHOATE 300 WELLINGTON WOODS LITTLE ROCK, AR 72211	DIRECTOR 0.00	0.	0.	0.
BOBBY GLOVER PO BOX 1 CARLISLE, AR 72024	DIRECTOR 0.00	0.	0.	0.
MIKE HOCUTT 22 DUCLAIR COURT LITTLE ROCK, AR 72223	DIRECTOR 0.00	0.	0.	0.
COL. J.R. HOWARD 1 STATE POLICE PLAZA DR. LITTLE ROCK, AR 72209	DIRECTOR 0.00	0.	0.	0.
STEVE EDWARDS 84 WALNUT ST. MARIANNA, AR 72360	DIRECTOR 0.00	0.	0.	0.
EDDIE COOPER P.O. BOX 1 MELBOURNE, AR 72556	DIRECTOR 0.00	0.	0.	0.
GEORGE WHEATLEY 602 SOUTH 52ND ST. ROGERS, AR 72758	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ARKANSAS STATE POLICE FOUNDATION
BYLAWS
(As amended February 25, 2011)

ARTICLE I

Section 1. Name. The name of this organization shall be "ARKANSAS STATE POLICE FOUNDATION". It is hereinafter referred to as the "Foundation."

Section 2. Nature. The Foundation shall be a nonprofit corporation, incorporated under the laws of the State of Arkansas, with no capital stock and from which no private, pecuniary profit shall ever be derived by any officer or other person except such compensation as may be allowed for services actually rendered. The income of the Foundation shall be devoted solely to the pursuance of the objects and purposes set forth in its Articles of Incorporation.

Section 3. Location. The principal office of the Foundation shall be located at 11412 Huron Lane, Little Rock, Arkansas 72211.

ARTICLE II
PURPOSE AND POWERS

Section 1. Purposes. This Foundation is not for profit and is organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Subject to the foregoing, the Foundation is organized exclusively for the benefit of the Arkansas State Police, an independent agency of the State of Arkansas. The Foundation proposes to accomplish its object and purposes by performing all proper and legal acts to support and benefit the Arkansas State Police.

ARTICLE III
ORGANIZATION

Section 1. Members. This Foundation shall have no members.

Section 2. Voting. Voting rights of the Foundation shall be vested solely in the Board of Directors.

Section 3. Shares of Stock. The Foundation shall have no stockholders. It shall not issue shares of stock or other instruments or documents entitling any person to receive dividends arising from the activities of the Foundation.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The affairs and business of the Foundation shall be conducted by a Board of Directors that shall consist of not less than nine (9) nor more than thirty-five (35) persons. Such number shall include the Chairman of the Arkansas State Police Commission and the Director of the Arkansas State Police (ASP) who shall be ex officio members of the Board of Directors with full voting powers. The Director of ASP (Colonel) may appoint a representative from his office who may attend all Director and Executive Committee meetings but who shall have no voting rights. The initial members of the Board of Directors shall be those nine (9) persons listed in the Articles of Incorporation.

Section 2. Selection to Board of Directors. The members of the Board of Directors shall be selected by the Board of Directors after receiving recommendations of the Executive Committee that shall be duly considered. Each Director will be expected to raise or contribute an annual dollar amount as determined by the Executive Committee. This requirement may be waived at the discretion of the Executive Committee if a director has supported the activities of the Foundation in comparable ways. However, at all times during the existence of the Foundation, the members of the Board of Directors (excluding ex officio members) shall serve only if their respective selection to a term on the Board of Directors has been approved by the Arkansas State Police Commission. The procedure for obtaining approval shall be as mutually agreeable between the Foundation Board of Directors and Arkansas State Police Commission. Such procedure shall be in writing and copies retained by each organization.

Section 3. Additional Members of Board of Directors. Any increase in the number of members of the Board of Directors over the initial nine (9) directors and the selection of such person or persons to such position shall be made by the Board of Directors after receiving recommendations of the Executive Committee and written approval of the Arkansas State Police Commission. The term of office for any person appointed to such a position shall be a full three (3) year term.

Section 4. Term of Office. The term of office for members of the Board of Directors who are not ex officio members shall be three (3) years, except those persons appointed to constitute the initial Board of Directors shall, by lot, have their respective terms determined by the Arkansas State Police Commission so that three (3) positions shall serve for three (3) years each, three positions for two (2) years each, and three positions for one (1) year. Thereafter, as vacancies occur by reason of expiration of a term, the vacancies shall be filled by selection to full three (3) year terms.

Section 5. Duties and Powers. The Board of Directors shall have the control and management of the affairs of the Foundation and shall exercise all such powers of the Foundation, and do all such lawful acts and things necessary or expedient in the control and management thereof. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Foundation as they deem proper and appropriate subject to, and consistent with, the laws of the State of Arkansas. The Board of Directors may delegate such of its powers as it deems necessary to such committees as it may from time to time establish; provided, however, that a committee of the board may not (i) authorize distributions; (ii) approve the dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or (iv) adopt, amend or repeal the articles or bylaws; or (v) approve the annual budget. Any committee may exercise such of the Board's authority as the committee is granted by the Board of Directors, subject to the restrictions contained in the Articles of Incorporation or these Bylaws.

Section 6. Vacancies. When a vacancy in a directorship shall occur for any reason, the President or Secretary of the Foundation shall give written notice to the Board of Directors who may secure a replacement appointment at their discretion.

Section 7. Majority Defined. For the purpose of these Bylaws, any time the term "majority" is used it will refer to a simple majority.

Section 8. Voting. Foundation's actions, except where a majority vote of all Directors is required, shall be decided by a majority vote of Directors attending a meeting which has been duly called and at which a quorum is present. Proxy votes shall not be counted.

Section 9. Removal. The Board of Directors, with approval of the Arkansas State Police Commission, may remove any Director from his office in the Foundation if that action is necessary for the best interest of the Foundation. In addition, if a board member is absent from three (3) consecutive board meetings, the Secretary/Treasurer of the Foundation may remove the member from the board and ask the Executive Committee to propose a replacement member.

Section 10. Quorum. A quorum of the Board of Directors shall consist of eight (8) Directors for the transaction of business at any meeting of the Board, except for the transaction of business for which a different quorum is specifically provided for by statute.

Section 11. Meetings. The Board of Directors may meet on dates agreeable to the Board. Written notice of each meeting, accompanied by a tentative agenda, shall be provided to each Director by the Chairman, President or Secretary/Treasurer at least seven (7) days in advance thereof. Special meetings may be called on similar notice of five (5) days at the request of the Chairman or President or any five (5) directors. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment when all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 12. Parliamentary Rules. Except as otherwise provided, the parliamentary law and procedures for meetings shall conform to that prescribed in Roberts Rules of Order.

ARTICLE V
OFFICERS

Section 1. The Board of Directors shall by resolution elect a Chairman of the Board and select officers for the Foundation including:

(a) President. The President of the Foundation shall perform all duties commonly incident to this office and shall have general supervision of the affairs of the Foundation, subject to the approval of the Board of Directors, and shall provide leadership for the Foundation.

(b) Vice President. The Vice President shall carry out such additional duties as may from time to time be assigned by the President or the Board of Directors.

(c) Secretary. The Secretary shall be the custodian of the books, records and papers of the Foundation. The Secretary shall keep the minutes of meetings of the Foundation, shall give all required notices of meetings and shall attest the due action of the Foundation or its officers with the seal of the Foundation, and shall perform such other duties as may from time to time be provided by the Foundation or its Directors.

(d) Treasurer. The Treasurer, subject to the provisions of the by-laws, shall be custodian of the funds, monies, securities and property of the Foundation, and shall receive and disburse the same. The Treasurer shall cause to be kept, the books of accounts showing the financial transactions of the Foundation and mail reports to the Directors of the income and disbursements, and the assets and liabilities of the Foundation. The Treasurer may be required to give bond in such amounts and on such conditions as the Board of Directors may determine and the expense thereof will be paid by the Foundation.

Section 2. Additional Officers. The Board of Directors may appoint such other officers, as it in its discretion may require, to serve on such terms and conditions as the Directors deem to be in the best interest of the Foundation.

Section 3. Compensation. The Directors shall not, by reason of office, be entitled to receive any salary or compensation from the Foundation for their duties as director.

Section 4. Terms of Office. The term of office for each officer of the Foundation shall be one year, or until their successor is duly elected and qualified. An officer may be reelected to such office.

Section 5. Miscellaneous. At no time during the existence of this Foundation shall an ex officio member of this Board of Directors serve as an officer of the Foundation.

ARTICLE VI
COMMITTEES

Section 1. Establishment. The Board of Directors shall establish an Executive Committee and such other committees as it deems necessary to affect its work, including standing committees and temporary committees.

Section 2. Members. Except for the Executive Committee and the Advisory Council, the President shall appoint, from the members of the Board of Directors, directors to fill positions on other committees established by the Board, which may include non-Board members approved by the Executive Committee. The majority of members of Committees shall be directors of the Foundation.

Section 3. Executive Committee. The Executive Committee shall consist of at least 5 but no more than 7 members, all of whom shall be members of the Board of the Foundation. The Executive Committee will choose its own Chairman after receiving nominations from the Commissioners of the Arkansas State Police (ASP). Effective January 1, 2011, the co-chairmen will be Frank Guinn and Wallace Fowler, who will serve for three years or until they resign.

Meetings. The Executive Committee shall meet at such time and place as may be designated and called by the Chairman, or by a majority of the voting members of the committee. Minutes all of meetings of the Executive Committee shall be prepared and mailed to each member of the Foundation's Board of Directors. A representative of the ASP Director's office should attend each meeting and provide input from the Director's office.

Quorum. Four (4) voting members shall constitute a quorum of the Executive Committee for the transaction of business.

Action. Action by the Executive Committee shall be by a majority vote of the voting members in attendance at a duly called meeting where a quorum is present.

Voting and Proxy. Each voting member of the Executive Committee shall have one vote. Voting by proxy shall not be permitted.

Powers and Duties. The Executive Committee shall have the following duties and powers:

1. Make recommendations to the Foundations directors for new directors.
2. To appoint members of an Advisory Council and approve the Advisory Council's charter of operations
3. The Chairman will make regular reports the Commissioners of ASP at their meetings.
4. All fund raising events and grant applications of the Foundation must be submitted to and approved by the Executive Committee. However, no approval is needed for the general solicitation of contributions to the Foundation.
5. Determine the annual dollar contribution required of each director and review each director's support of the Foundation's activities necessary to meet the qualifications to continue as director.
6. Receive regular reports of activities and financial results of the Foundation from its Executive Director and officers as requested.
7. Approve expenditures in excess of $5,000 made by the Foundation if such expenditure was not included in the budget of an approved fundraising event.
8. Approve the retention and hiring of the Executive Director and any outside consultants and their compensation. This power and duty may be delegated to the Foundation's Chairman or President.
9. Possess and exercise such other powers and duties as the Board of Directors may delegate by resolution from time to time. Any duty or power of the board may be delegated to the Executive Committee subject to the general direction, approval and control of the board.
10. The operations and procedures to be followed by the committee should be outlined in its charter approved by resolution of the Board of Directors.

Section 4. Advisory Council. There may be a special committee known as the "Advisory Council." The Advisory Council shall be composed of at least five members who are former or current Foundation Board members, former or current Arkansas State Police Commission members, current or retired Arkansas State Police Troopers, and other leaders who have played an active role on behalf of law enforcement in Arkansas. The members will be nominated and elected by the Executive Committee and rank will not be a factor. Advisory Council members will serve at the pleasure of the Executive Committee, and there will be no term limit. The operations of the Advisory Council shall be governed by its charter which shall be approved by the Executive Committee. The Advisory Council shall not have the power to bind the foundation to any action or commitment and any suggested actions shall be approved by the Executive Committee.

ARTICLE VII
FOUNDATION FUNDS

Section 1. General. All property and monies received by gift, devise or bequest and accepted by the Board of Directors shall constitute the funds of the Foundation. No part of the same and the income and capital appreciation there from, except for administrative expenses, shall be expended except for the purposes set forth in the Articles of Incorporation.

Section 2. Restricted Funds. In the investment, control or expenditure of any funds or property, including the income and capital appreciation there from, received by the Foundation for a special purpose and accepted by the Board of Directors with restrictions thereon, the Directors shall follow the directions or instructions of the donor of such funds or property as a trustee obligation.

Section 3. Designation of Funds. The Board of Directors shall have the authority and power to designate various categories of funds for use consistent with the purposes of the Foundation. The Board of Directors may, upon its own motion, designate categories of funds with restrictions and conditions on the expenditure thereof and such categories may be in addition to those funds received with restrictions imposed by the respective donor.

Section 4. Deposit of Funds. The funds of the Foundation shall be deposited in financial institutions designated by the Directors.

Section 5. Audit. There shall be an annual compilation or review of the books of the Treasurer and of the funds and securities of the Foundation.

ARTICLE VIII
FOUNDATION YEAR

Section 1. The affairs of the Foundation shall be conducted on the basis of a calendar year unless otherwise provided by the Board of Directors.

ARTICLE IX
SEAL

Section 1. The seal of the Foundation shall be circular with the name of the Foundation and shall be inscribed "Incorporated, 2000, Arkansas."

ARTICLE X
AMENDMENTS AND BYLAWS

Section 1. Amendments of Bylaws. The Bylaws of the Foundation may only be amended by a vote of a majority of the Directors then in office, at any regular or special meeting of the Board, provided notice of the character of the proposed amendments shall have been given to the directors at least ten (10) days before such amendments are voted upon.

Section 2. Copy of Bylaws. The Secretary/Treasurer of the Foundation shall at all times keep in the office of the Foundation a true and correct copy of the Bylaws.

As amended this 25th day of February, 2011.

BY:

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

Form 8868
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	ARKANSAS STATE POLICE FOUNDATION	[X] 71-0846567
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 24021	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72221-4021	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HUDSON, CISNE & CO. LLP 11412 HURON LANE - LITTLE ROCK, AR 72211

  Telephone No. ▶ 501-221-1000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	0.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.