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Return of Organization Exempt From Income Tax

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

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

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning		, 2011, and ending		, 20
B Check if applicable		C Name of organization		D Employer identification number
<input type="checkbox"/> Address change		Artesia MainStreet, Inc.		85-0448090
<input type="checkbox"/> Name change		Doing Business As		E Telephone number
<input type="checkbox"/> Initial return		Number and street (or P O box if mail is not delivered to street address)		575-746-1117
<input type="checkbox"/> Terminated		Room/suite		
<input type="checkbox"/> Amended return		City or town, state or country, and ZIP + 4		
<input type="checkbox"/> Application pending		Artesia, NM 88211		G Gross receipts \$ <79,772>
F Name and address of principal officer		H(a) Is this a group return for affiliates?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Peyton Yates, P.O. Box 1344, Artesia, NM 88211		H(b) Are all affiliates included?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
				If "No," attach a list (see instructions)
I Tax-exempt status		<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website:		► artesiamainstreet.com		H(c) Group exemption number ►
K Form of organization:		<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►	L Year of formation	1997
			M State of legal domicile	NM

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Artesia MainStreet, Inc. was organized to encourage, foster and stimulate the preservation and economic development of historic downtown Artesia, New Mexico		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	21
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	2
	6 Total number of volunteers (estimate if necessary)	6	75
	7a Total unrelated business revenue from Part VIII, column (A), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	224,364	166,903	
9 Program service revenue (Part VIII, line 2g)	2,395	2,990	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,273	3,663	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	10,329	6,764	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	246,361	180,320	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,492	5,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	40,051	46,074
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ► 2,345		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	142,414	209,018
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	189,957	260,092
19 Revenue less expenses. Subtract line 18 from line 12	56,404	<79,772>	
Net Assets or Fund Balances	Beginning of Current Year	End of Year	
	20 Total assets (Part X, line 16)	5,048,266	5,002,191
	21 Total liabilities (Part X, line 26)	6,093	1,722
	22 Net assets or fund balances. Subtract line 21 from line 20	5,042,173	5,000,469

Part II Signature Block

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

SCANNED SEP 05 2012

Sign Here	Signature of officer	Date
	Peyton YATES, President	8-15-2012
	Type or print name and title	

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

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2011)

917

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:

Artesia MainStreet, Inc. was organized to encourage, foster and stimulate the preservation and economic development of historic downtown Artesia, New Mexico

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

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code: _____) (Expenses \$ 87,376 including grants of \$ 0) (Revenue \$ 0)

The downtown area encompasses 40 city blocks and includes the Derrick Floor oilfield monument and the Oil Field Plaza with its grounds and fountain, as well as the 4 other bronze monuments in the 'History in Bronze' project including their landscaping. The streetscape of the downtown area includes approximately 250 trees and numerous other plants. The Heritage Walkway with its 7 fountains depicting the culture of Artesia made up of handmade ceramic tiles and colored concrete with many shade trees is also part of Artesia's downtown. This expense amount covers the maintenance and repair, security, electricity and water for the entire area.

4b (Code: _____) (Expenses \$ 72,992 including grants of \$ 0) (Revenue \$ 1,800)

The Baish Veteran's Park will be on the grounds of the new City Hall Campus. The park has been designed to have a wall with plaques recognizing all local area service men and women, past and present. Extensive grounds renovation will be made to create an attractive, inviting park to honor all veterans of North Eddy County.

4c (Code: _____) (Expenses \$ 22,826 including grants of \$ 0) (Revenue \$ 375)

Downtown Artesia is brilliant during the Christmas season with lights placed throughout the downtown area, and huge illuminated light pole decorations placed the length on Main Street. On the first Tuesday in December "Light Up Artesia" is held. All stores on Main Street remain open into the evening. Vendors are set up on the sidewalks selling food. The revenue comes from the vendor's booth fees. A large percentage of Artesia residents participate in this annual night-out for Christmas shopping

4d Other program services (Describe in Schedule O.)

(Expenses \$ 48,671 including grants of \$ 5,000) (Revenue \$ 2,615)

4e Total program service expenses ► 231,865

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25

 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

25a **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I

 b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):

 a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

 b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV

 c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?

 b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O

	Yes	No
21	✓	
22	✓	
23	✓	
24a	✓	
24b	✓	
24c	✓	
24d	✓	
25a	✓	
25b	✓	
26	✓	
27	✓	
28a	✓	
28b	✓	
28c	✓	
29	✓	
30	✓	
31	✓	
32	✓	
33	✓	
34	✓	
35a	✓	
35b	✓	
36	✓	
37	✓	
38	✓	

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	11
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	✓
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	✓
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓
b	If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	5a	✓
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	✓
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	6a	✓
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6b	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	✓
7	Organizations that may receive deductible contributions under section 170(c).	7b	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	✓
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	✓
d	If "Yes," indicate the number of Forms 8282 filed during the year	7f	✓
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	✓
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	✓
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	✓
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	✓
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	✓
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state?		
	<i>Note. See the instructions for additional information the organization must report on Schedule O.</i>		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	✓
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year.	1a	21
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	21
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	✓
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	✓
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	✓
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	✓
6	Did the organization have members or stockholders?	6	✓
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	✓
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	✓
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	✓
b	Each committee with authority to act on behalf of the governing body?	8b	✓
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9	✓

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► New Mexico
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Rebecca Prendergast, 510 W. Main Street, Artesia, NM 88210 575-746-1117

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or Individual director	Institutional trustee	Officer	Key employee	Highest compensated	Former			
(1) Peyton Yates, President	10	✓		✓				0	0	0
(2) Jeff Bowman, Vice-President	8	✓		✓				0	0	0
(3) Tommy Scroggin, Vice-President	8	✓		✓				0	0	0
(4) Dennis Kinsey, Sec/Treas	8	✓		✓				0	0	0
(5) Greg Marrs	0	✓						0	0	0
(6) Ronnie Jackson	0	✓						0	0	0
(7) Johnny Knorr	0	✓						0	0	0
(8) Lois Oliver	0	✓						0	0	0
(9) Eddie Guy	0	✓						0	0	0
(10) Mike Nuances	0	✓						0	0	0
(11) Ken Aaron	0	✓						0	0	0
(12) Deb Troost	0	✓						0	0	0
(13) Ruth Bratcher	0	✓						0	0	0
(14) Janice Southard-Burk	0	✓						0	0	0

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) Glenn Lovelace	0	✓						0	0	0
(16) Van Webster	0	✓						0	0	0
(17) Bryan Madrid	0	✓						0	0	0
(18) Emma Salgado	0	✓						0	0	0
(19) Randy Hahn	0	✓						0	0	0
(20) Tom Archibald	0	✓						0	0	0
(21) Steve Moreno	0	✓						0	0	0
(22)										
(23)										
(24)										
(25)										
1b Sub-total							►	0	0	0
c Total from continuation sheets to Part VII, Section A							►	0	0	0
d Total (add lines 1b and 1c)							►	0	0	0
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0										

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	Yes	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	✓
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	✓

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0		

Part VIII | Statement of Revenue

Statement of Revenue			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts						
1a Federated campaigns . . .	1a	0				
b Membership dues . . .	1b	0				
c Fundraising events . . .	1c	0				
d Related organizations . . .	1d	0				
e Government grants (contributions)	1e	97,141				
f All other contributions, gifts, grants, and similar amounts not included above	1f	69,762				
g Noncash contributions included in lines 1a-1f: \$		39,212				
h Total. Add lines 1a-1f . . . ►		166,903				
Program Service Revenue		Business Code				
2a Car Show . . .	900099	2,490	2,490	0	0	0
b Christmas Downtown . . .	900099	375	375	0	0	0
c School's Out Splash . . .	900099	75	75	0	0	0
d Back to School Bash . . .	900099	50	50	0	0	0
e . . .		0	0	0	0	0
f All other program service revenue . . .		0	0	0	0	0
g Total. Add lines 2a-2f . . . ►		2,990				
3 Investment income (including dividends, interest, and other similar amounts) . . . ►		352	0	0	0	352
4 Income from investment of tax-exempt bond proceeds ►		0	0	0	0	0
5 Royalties . . .			0	0	0	0
	(i) Real	(ii) Personal				
6a Gross rents . . .	18,800	0				
b Less: rental expenses . . .	14,026	0				
c Rental income or (loss) . . .	4,774	0				
d Net rental income or (loss) . . . ►		4,774	4,774	0	0	0
7a Gross amount from sales of assets other than inventory . . .	(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses . . .	118,187	0				
c Gain or (loss) . . .	114,876	0				
d Net gain or (loss) . . . ►		3,311	(See Sch O)	0	0	3,311
8a Gross income from fundraising events (not including \$. . . of contributions reported on line 1c). See Part IV, line 18 . . .	a	1,800				
b Less: direct expenses . . .	b	0				
c Net income or (loss) from fundraising events . . . ►		1,800		0	0	1,800
9a Gross income from gaming activities See Part IV, line 19 . . .	a	0				
b Less: direct expenses . . .	b	0				
c Net income or (loss) from gaming activities . . . ►		0		0	0	0
10a Gross sales of inventory, less returns and allowances . . .	a	0				
b Less: cost of goods sold . . .	b	0				
c Net income or (loss) from sales of inventory . . . ►		0		0	0	0
Miscellaneous Revenue			Business Code			
11a Miscellaneous Income . . .	900099	190	190	0	0	0
b . . .		0	0	0	0	0
c . . .		0	0	0	0	0
d All other revenue . . .		0	0	0	0	0
e Total. Add lines 11a-11d . . . ►		190				
12 Total revenue. See instructions.		180,320	7,954	0	0	5,463

Part IX Statement of Functional Expenses

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	5,000	5,000		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	0	0	0	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	42,394	33,915	6,359	2,120
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0	0	0	0
9	Other employee benefits	0	0	0	0
10	Payroll taxes	3,680	2,944	552	184
11	Fees for services (non-employees):				
a	Management	22,000	22,000	0	0
b	Legal	0	0	0	0
c	Accounting	0	0	0	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0	0	0	0
g	Other	139,818	136,518	3,300	0
12	Advertising and promotion	20	0	20	0
13	Office expenses	3,405	0	3,405	0
14	Information technology	1,209	0	1,209	0
15	Royalties	0	0	0	0
16	Occupancy	0	0	0	0
17	Travel	3,384	36	3,348	0
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	944	0	944	0
20	Interest	0	0	0	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	0	0	0	0
23	Insurance	10,530	4,944	5,545	41
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Downtown Maintenance	23,598	23,598	0	0
b	Downtown Events Direct Expense	2,910	2,910	0	0
c		0	0	0	0
d		0	0	0	0
e	All other expenses	1,200	0	1,200	0
25	Total functional expenses. Add lines 1 through 24e	260,092	231,865	25,882	2,345
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X **Balance Sheet**

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	13,756	1	36,315
	2 Savings and temporary cash investments	747,869	2	705,653
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	1,020	4	120
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	458,105	
	b Less: accumulated depreciation	10b	0	227,148
	11 Investments—publicly traded securities	75,171	11	0
	12 Investments—other securities. See Part IV, line 11	0	12	0
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	3,983,302	15	3,801,998
	16 Total assets. Add lines 1 through 15 (must equal line 34)	5,048,266	16	5,002,191
Liabilities	17 Accounts payable and accrued expenses	3,586	17	972
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	2,507		750
	26 Total liabilities. Add lines 17 through 25	6,093	26	1,722
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	0	27	0
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	2,293,702	30	376,589
	31 Paid-in or capital surplus, or land, building, or equipment fund	2,692,068	31	4,703,652
	32 Retained earnings, endowment, accumulated income, or other funds	56,404	32	<79,772>
	33 Total net assets or fund balances	5,042,174	33	5,000,469
	34 Total liabilities and net assets/fund balances	5,048,267	34	5,002,191

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	180,320
2	Total expenses (must equal Part IX, column (A), line 25)	2	260,092
3	Revenue less expenses. Subtract line 2 from line 1	3	<79,772>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,042,174
5	Other changes in net assets or fund balances (explain in Schedule O)	5	38,067
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	5,000,469

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

1 Accounting method used to prepare the Form 990: Cash Accrual Other
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
2b Were the organization's financial statements audited by an independent accountant?
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a	✓	
2b	✓	
2c		
3a	✓	
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
Artesia MainStreet, Inc.

Employer identification number
85-0448090

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

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

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

a Type I b Type II c Type III—Functionally integrated d Type III—Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	423,568	218,204	225,079	224,364	166,903	1,258,118
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	423,568	218,204	225,079	224,364	166,903	1,258,118
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						330,105
6 Public support. Subtract line 5 from line 4						928,013

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	423,568	218,204	225,079	224,364	166,903	1,258,118
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	67,982	44,457	17,491	23,234	19,153	172,317
9 Net income from unrelated business activities, whether or not the business is regularly carried on	14,500	4,290	0	0	0	18,790
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						1,449,225
12 Gross receipts from related activities, etc. (see instructions)					12	38,497
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	64.04 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	53.29 %
16a 33½% support test—2011. If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>		
b 33½% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

Artesia MainStreet, Inc.

Employer identification number

85-0448090

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure <input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$ 3,289,214
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

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

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

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

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

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

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

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

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

Amount
1c
1d
1e
1f

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

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

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

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

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

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

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

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

(i) unrelated organizations
 (ii) related organizations

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

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

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

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

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	17,000	214,253		231,253
b Buildings	210,088	4,620		214,708
c Leasehold improvements				
d Equipment		12,144		12,144
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)			►	458,105

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

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

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

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

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

(a) Description	(b) Book value
(1) Oil Patch Bronze Statue	1,883,128
(2) Lansun Facade - Downtown Theatre	76,802
(3) Main Street Gate	4,362
(4) 2nd and Texas Improvements	242,859
(5) Trail Boss Statue	395,694
(6) Vaquero Statue	340,457
(7) Rustler Statue	394,756
(8) Freedom's Fire Statue	65,000
(9) 1st Gate	41,863
(10) Total From Part XIV	357,077
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	3,801,998

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	0
(2) Tenant Security Deposit	750
(3) Accounts Payable	298
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	1,048

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

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1
2 Total expenses (Form 990, Part IX, column (A), line 25)	2
3 Excess or (deficit) for the year. Subtract line 2 from line 1	3
4 Net unrealized gains (losses) on investments	4
5 Donated services and use of facilities	5
6 Investment expenses	6
7 Prior period adjustments	7
8 Other (Describe in Part XIV.)	8
9 Total adjustments (net). Add lines 4 through 8	9
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

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

1 Total revenue, gains, and other support per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b
c Recoveries of prior year grants	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV.)	4b
c Add lines 4a and 4b	4c
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

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

1 Total expenses and losses per audited financial statements	1
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a Donated services and use of facilities	2a
b Prior year adjustments	2b
c Other losses	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e
3 Subtract line 2e from line 1	3
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV.)	4b
c Add lines 4a and 4b	4c
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

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

Part III, Line 1b(ii). The "History in Bronze" collection contains 4 bronze sculptures that relate the history of the area around Artesia. The

Derrick Floor Sculpture is surrounded by plaques explaining the history of the oil industry in this area and the workings of the rig depicted.

The 'Cattle Drive' series consists of three bronze sculptures that are strategically placed to draw travelers from Highway 285 into the

downtown area. The series consists of the Trail Boss, the Vaquero and the Rustler. The three sculptures, using their informative plaques,

tell the history of the cattle industry in southeast New Mexico. The Old City Hall building is a historic structure located on Main Street in the

downtown district. Rental income of \$18,800 was earned in 2011. Artesia MainStreet maintains the building's original structure and ensures

it is maintained.

Part XIV Supplemental Information (continued)**Part X, Line X:**

Baish Veteran's Park (in Planning Stage)	\$ 4,091
Pathway to Progress (in progress)	20,820
City Hall Campus (in planning stage)	199,074
Central Park Renovation (in planning stage)	39,018
Six Bronze Maquettes	18,748
Master Plan	75,326
	\$357,077

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2011

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.

► Attach to Form 990.

Name of the organization

Artesia MainStreet, Inc.

Employer Identification number

85-0448090

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	✓	1	39,212	Market Value
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29	0		

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Name of the organization
Artesia MainStreet, Inc.

Employer identification number
85-0448090

Form 990, Part III, Line 4d:

(Code:) (Expenses \$15,584 including grants of \$ 0) (Revenue \$0) Monument Maintenance - AMS owns and maintains four bronze

statues in the downtown area. The 'History in Bronze' series includes 125% life-size bronze statues of a cattle rustler, a trail boss, and a

vaquero. These monuments are strategically placed to draw attention to travelers at the main highway intersection into town. These

statues attract visitors to the downtown Artesia business district. Also on Main Street is a sculpture piece of a drilling derrick surrounded

by a fountain. This monument is a great attraction to the city.

(Code:) (Expenses \$14,215 including grants of \$5,000) (Revenue \$ 0) . The facade improvement program offers a matching grant program

to any business in the defined downtown area who updates the facade of the their building. The grant is offered to building owners as

well as business owners. The maximum grant is \$2,500. This year grants were given to the building and business owners of the Heritage

Inn, a downtown Bed and Breakfast.

(Code:) (Expenses \$10,322 including grants of \$ 0) (Revenue \$ 0) . The Pathway to Progress project is a study of local founders and

outstanding people. Interviews are being conducted to prepare for the presentation of these people's lives in a permanent medium at the

Oil Patch Plaza.

(Code:) (Expenses \$3,059 including grants of \$ 0) (Revenue \$ 0) . Artesia MainStreet (AMS) has determined that maintaining city offices in

the downtown area was a crucial element to a vibrant downtown. The project consists of an urban design study, conceptual and schematic

design of the "City Hall Campus". Each design phase had a analysis of the entire downtown area with stake holder input in creating a

downtown campus. The Baish Veteran's Park will be an integral part of this campus.

(Code:) (Expenses \$2,470 including grants of \$ 0) (Revenue \$ 0) . The Central Park renovation project is being planned in honor of the

WPA. Design, development and construction plans have been purchased. These costs reflect the administration of this project. Central

Park, built in the 1930s will undergo restoration of historic pillars and walkways as well as updates to infrastructure: lighting, sidewalks,

irrigation, and landscaping & playground equipment.

(Code:) (Expenses \$1,664 including grants of \$ 0) (Revenue \$2,490) . A local car club holds a car show in the Heritage Plaza in downtown

Artesia. AMS sells foodstuffs and donates cash for the fireworks show. This event has had about 120 participants and brings hundreds of

car enthusiasts from all over New Mexico and West Texas to the downtown area for a weekend in March. The many local and non-local

people who attend this event increases merchant, hotel and restaurant sales in the area.

Name of the organization

Artesia MainStreet, Inc.

Employer identification number

85-0448090

(Code:)(Expenses \$1,216 including grants of \$ 0) (Revenue \$0). The master plan for Artesia's downtown is always under revision to improve the plan. These costs reflect work allocated to the plan in the current year.

(Code:)(Expenses \$116 including grants of \$ 0) (Revenue \$50). The Back to School Bash, an annual event, is held on the first day of school and features vendor's booths with community activities that the children can sign up for (girls scout, soccer, etc.) and a prize booth full of coupons for donated school supplies that the kids can win. Revenue comes from vendor fees.

(Code:)(Expenses \$25 including grants of \$ 0) (Revenue \$75). School's Out Splash is an annual event held for the community on the last day of school. It includes food vendors, music and a fire truck to spray all the attendees. Revenue is earned from the booth fees paid by the vendors which help offset the expense of the event.

Form 990, Part VI, Section A, Line 9: Jeff Bowman, Director/VP-611 W. Mahone, Suite E, Artesia, NM 88210; Tommy Scroggin, Director/VP, POB 660, Artesia, NM 88211; Dennis Kinsey, Director/Sec-Treas., 105 South 4th Street, Artesia, NM 88210; Johnny Knorr, Director, 2402 Sierra Vista Rd, Artesia, NM 88210; Gregg Marrs, Director, PO Drawer AA, Artesia, NM 88211; Lois Oliver, Director, 210 S. Roselawn, Artesia, NM 88210; Ronnie Jackson, Director, 518 Main Street, Artesia, NM 88210; Emma Salgado, Director, 1007 W. Yucca, Artesia, NM 88210; Janice Southard Burk, Director, 1062 Fogel Rd, Artesia, NM 88210, Randy Hahn, Director, P.O. Drawer AA, Artesia, NM 88211; Tom Archibald, Director, 2505 Sierra Vista, Artesia, NM 88210; Eddie Guy, Director, 101 W. Main Street, Artesia, NM 88210; Deb Troost, Director, 401 W Funk Rd, Artesia, NM 88210; Ken Aaron, Director, 1501 S. 13th Street, Artesia, NM 88210; Ruth Bratcher, Director, 1914 W. Washington, Ave, Artesia, NM 88210; Bryan Madrid, Director, 1008 Camino del Llano, Artesia, NM 88210, Mike Nuances, Director, 1513 Walnut Lane, Artesia, NM 88210; Glenn Lovelace, Director, 4011 W. Main Street, Artesia, NM 88210; Van Webster, Director, 324 W. Main Street, Artesia, NM 88210; Steve Moreno, Director, 807 W. Chisum, Artesia, NM 88210

Form 990, Part VI, Line 11a: Copies of the tax return were provided to the officers. No review was or will be conducted.

Form 990, Part VI, Line 19: All Governing documents and tax returns are on file with the New Mexico Attorney General's office where they are available on line at www.nmag.gov. Search for Artesia MainStreet, Inc. 88210

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011Open to Public
InspectionName of the organization
Artesia MainStreet, Inc.Employer identification number
85-0448090**Form 990, Part VIII, Line 7a-7d:**

	JP Morgan	Goldman Sachs	Total
Date of Sale.	1/31/2011	12/31/2011	
Number of Shares:	1783	400	
Basis:	\$75,171.28	\$39,212.00	\$114,383.28
Cost of Sale:			
Commission	124.81	359.92	484.73
Fee on Sale	1.53	5.99	7.52
Total Basis plus Commission on Sale	75,297.62	38,577.91	114,875.53
Less: Proceeds	\$79,655.53	\$38,531.20	\$118,186.73
Gain/Loss	4,357.91	<1,046.71>	3,311.20

Form 990, Part VIII, Line 8b:

Plaques are being sold to honor of Artesia's veterans. The fee is \$50 per plaque. The project will be completed in 2012 at which time the

expenses for these plaques will offset this income.

Form 990, Part XI, Line 5

Project Name	Project G/L Bal	Project G/L Bal	Capitalized Expenses
	@ YE 2009	@ YE 2010	@ YE 2010
Oil Patch	\$1,883,127.81	1,883,127.81	.00
Landsun Facade	76,801.78	76,801.78	.00
1st Street Gate	41,453.58	41,862.66	409.08
Main Street Gate	4,361.64	4,361.64	.00
2nd and Texas	229,227.65	231,273.07	2,045.42
Trail Boss Statue	395,694.49	395,694.49	.00
Vaquero Statue	340,456.91	340,456.91	.00

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

Cat. No. 51056K

Schedule O (Form 990 or 990-EZ) (2011)

Name of the organization

Employer identification number

Artesia MainStreet, Inc.

85-0448090

Form 990, Part XI, Line 5 - Continued

Project Name	Project G/L Bal	Project G/L Bal	Capitalized Expenses
	@ YE 2009	@ YE 2010	@ YE 2010
Rustler Statue	\$387,861.52	\$394,756.33	\$6,894.81
Freedom's Fire	65,000.00	65,000.00	.00
Baish Veteran's Park	.00	4,090.83	4,090.83
Master Plan	71,234.95	75,325.78	4,090.83
Pathway to Progress	13,051.25	20,820.60	7,769.35
City Hall Campus	187,943.93	199,073.75	11,129.82
Central Park Renovation	37,381.79	39,018.12	1,636.33
	\$3,753,597.30	\$3,771,663.77	\$38,066.47