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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 <div> <div>2011</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012		D Employer identification number 54-0505950	
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ST JOSEPH'S VILLA Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 8000 BROOK ROAD City or town, state or country, and ZIP + 4 RICHMOND, VA 232271338		E Telephone number (804) 553-3200
		G Gross receipts \$ 11,445,140	
F Name and address of principal officer KATHLEEN BARRETT 8000 BROOK ROAD RICHMOND, VA 232271338		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number 0928	
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: WWW.NEVERSTOPBELIEVING.ORG			

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF ST JOSEPH'S VILLA IS TO PROVIDE CHILDREN WITH SPECIAL NEEDS AND THEIR FAMILIES THE OPPORTUNITY TO SUCCEED THROUGH EFFECTIVE AND INNOVATIVE PROGRAMS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	316
6 Total number of volunteers (estimate if necessary)	6	489	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	5,079,650	4,153,492
	9 Program service revenue (Part VIII, line 2g)	6,363,156	7,081,133
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-127,092	-4,577
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	125,455	147,398
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,441,169	11,377,446






Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	437,198	394,742
	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)	7,757,751	8,489,261
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	3,500	0
	b	Total fundraising expenses (Part IX, column (D), line 25) <u>573,405</u>		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,911,458	1,999,171
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	10,109,907	10,883,174
	19	Revenue less expenses Subtract line 18 from line 12	1,331,262	494,272

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	14,809,243	17,150,212
21	Total liabilities (Part X, line 26)	1,461,173	3,110,308
22	Net assets or fund balances Subtract line 21 from line 20	13,348,070	14,039,904

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.

Sign Here	***** Signature of officer	2013-02-11 Date
	KATHLEEN BARRETT CEO Type or print name and title	

Paid Preparer's Use Only	Preparer's signature 	VIRGINIA R BELCHER	Date	Check if self-employed  	Preparer's taxpayer identification number (see instructions) P00421964
	Firm's name (or yours if self-employed), address, and ZIP + 4	KEITERSTEPHENSURSTGARY & SHREAVESPC PO BOX 32066 RICHMOND, VA 232942066			EIN  54-1631262
					Phone no  (804) 747-0000

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

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

THE MISSION OF ST JOSEPH'S VILLA IS TO PROVIDE CHILDREN WITH SPECIAL NEEDS AND THEIR FAMILIES THE OPPORTUNITY TO SUCCEED THROUGH EFFECTIVE AND INNOVATIVE PROGRAMS

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

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?

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 \$ 2,697,720 including grants of \$) (Revenue \$ 1,837,422)

CHILDREN'S EDUCATIONAL SERVICES IS COMPRISED OF MULTIPLE ACADEMIES DURING FISCAL YEAR 2012, DOOLEY SCHOOL, DOOLEY PREP AND DOOLEY CENTER COMBINED UNDER THE SAME LEADERSHIP AND WILL BE INTEGRATED UNDER ONE VDOE LICENSE IN THE FALL OF 2012 DOOLEY COMBINED PROGRAMS HAS SUCCESSFULLY RECRUITED AND RETAINED 6 NEW HIGHLY QUALIFIED TEACHERS (4 SPED TEACHERS), 88% OF THIS PROGRAM'S EDUCATORS ARE HIGHLY QUALIFIED BY VDOE STANDARDS 100% OF THIS PROGRAM'S ADMINISTRATORS ARE HIGHLY QUALIFIED SCHOOL LEADERS BY VDOE STANDARDS DOOLEY ELEMENTARY SERVED 26 STUDENTS, THE MAJORITY HAD INDIVIDUALIZED EDUCATION PLAN (IEP) DOOLEY SCHOOLS COMBINED PROGRAMS SERVED 105 STUDENTS DOOLEY COMBINED PROGRAMS EMPLOY A BLENDED LEARNING MODEL THAT SUPPLEMENTS HIGHLY-QUALIFIED EDUCATORS AND ADMINISTRATORS WITH INSTRUCTIONAL TECHNOLOGY THAT HAS BEEN PROVEN TO INCREASE EDUCATIONAL GAINS BROOK ROAD ACADEMY IS A NON-TRADITIONAL, COLLEGE-PREP HIGH SCHOOL 44 STUDENTS WERE SERVED IN FY2012 100% OF THE GRADUATING CLASS OF 2012 WAS ACCEPTED INTO A COLLEGE/UNIVERSITY

4b

(Code) (Expenses \$ 2,087,730 including grants of \$) (Revenue \$ 2,165,409)

DEVELOPMENTAL DISABILITIES WEEKEND RESPITE AND IN-HOME SERVICES PROVIDE SUPPORT SERVICES FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES, INCLUDING AUTISM IN ORDER TO BE RESPONSIVE TO COMMUNITY NEEDS AND FISCAL DEMANDS, WEEKEND RESPITE WAS REDUCED TO ONE WEEKEND PER MONTH TWENTY-FOUR STUDENTS AGES 6-22 ATTENDED SARAH DOOLEY CENTER FOR AUTISM, RECEIVING ACADEMIC AND BEHAVIOR EDUCATION AND CAREER AND TRANSITION SERVICES SARAH DOOLEY SIGNIFICANTLY INCREASED ENROLLMENTS AND OPENED A STATE OF THE ART SENSORY ROOM TO ENHANCE TREATMENT OF AUTISM APPROXIMATELY 90 CHILDREN WERE SERVED BY THE DAY SUPPORT, WEEKEND RESPITE AND IN-HOME SERVICES PROGRAMS, WHICH PROVIDES SUPPORT SERVICES FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES THE VILLA'S SUMMER PROGRAM WAS ENHANCED BY THE INCLUSION OF TWO FIELD TRIPS EACH DAY AS PART OF THEIR RECREATIONAL ACTIVITIES ESTABLISHED AND IMPLEMENTED A NEW SERVICE FOR DEVELOPMENTALLY DISABLED CHILDREN, IN-HOME BEHAVIOR TREATMENT (EPSDT) THIS SERVICE HELPS FAMILIES BETTER MANAGE CHILDREN WITH DEVELOPMENTAL DISABILITIES WHO EXHIBIT EXTREME NEGATIVE BEHAVIORS EPSDT SERVED APPROXIMATELY 52 CLIENTS

4c

(Code) (Expenses \$ 1,858,615 including grants of \$) (Revenue \$ 1,796,517)

DAY TREATMENT, AFTERSCHOOL, AND SCHOOL BASED PROVIDES THERAPEUTIC SERVICES TO CHILDREN AND ADOLESCENTS WHOSE BEHAVIORS MAKE THEM AT RISK OF BEING TAKEN OUT OF THEIR HOMES AND SCHOOLS THE CHILDREN LEARN STRATEGIES TO MANAGE THEIR BEHAVIORS IN ORDER TO MAINTAIN IN THEIR SCHOOL AND/OR HOME 100 CHILDREN WERE SERVED BY THIS PROGRAM 100% OF DAY TREATMENT PARENTS STATED THE PROGRAM MET OR EXCEEDED THEIR EXPECTATIONS 91% SAID THEIR CHILD HAD MADE AT LEAST SOME PROGRESS, WHILE 73% REPORT THEY HAVE MADE GOOD PROGRESS 100% FELT THEIR CHILD GETS ALONG BETTER WITH OTHERS SINCE PARTICIPATING IN THE PROGRAM INTENSIVE IN-HOME IS DESIGNED TO ASSIST FAMILIES IN REMAINING INTACT THROUGH A VARIETY OF CLINICAL INTERVENTIONS CLIENTS RECEIVING SERVICES SHOULD DEMONSTRATE A RISK OF BEING MOVED INTO AN OUT-OF-HOME PLACEMENT OR BEING TRANSITIONED TO HOME FROM AN OUT-OF-HOME PLACEMENT DUE TO DOCUMENTED MEDICAL NEED MENTAL HEALTH SUPPORT PROVIDES SERVICES TO MEET THE NEEDS OF ADULTS EXPERIENCING DIFFICULTIES IN THEIR CURRENT PLACEMENTS DUE TO EMOTIONAL, BEHAVIORAL, AND MENTAL HEALTH ISSUES INCLUDE SKILLS TRAINING, ASSISTANCE AND SUPPORT IN AREAS RELATED TO INDEPENDENT LIVING THE MAIN GOAL IS TO PROVIDE SERVICES TO HELP INDIVIDUALS ACHIEVE AND MAINTAIN STABILITY, INDEPENDENCE, AND SUCCESS IN THE HOME AND IN THE COMMUNITY THE FINDINGS INDICATE THAT 94% OF THE POPULATION WAS ABLE TO IMPROVE OR MAINTAIN THEIR LIVING ENVIRONMENT

(Code) (Expenses \$ 1,214,527 including grants of \$ 398,266) (Revenue \$ 0)

TRANSITIONAL HOUSING SERVICES INCLUDES FLAGLER HOME, WHICH IS LONG TERM HOUSING FOR SINGLE MOTHERS WITH CHILDREN AND FLAGLER COMMUNITY WHICH PROVIDES SUPPORTIVE SERVICES TO HOMELESS FAMILIES TO HELP THEM OBTAIN AND MAINTAIN THEIR OWN HOUSING BOTH PROGRAMS PROVIDE CASE MANAGEMENT AND ASSISTANCE WITH SKILL DEVELOPMENT IN FINANCIAL LITERACY, PARENTING, VOCATIONAL/JOB ATTAINMENT AND TENANT RESPONSIBILITIES DURING FY12, THE TWO PROGRAMS SERVED A TOTAL OF 85 HOUSEHOLDS TOGETHER, 83% OF ALL FAMILIES SERVED OBTAINED PERMANENT HOUSING AT FLAGLER HOME 50% OF THE SINGLE FEMALE HEADS OF HOUSEHOLD INCREASED THEIR INCOME BETWEEN THE TIME THEY ENTERED THE PROGRAM AND EXITED THE PROGRAM, 100% INCREASED THEIR MARKETABILITY THROUGH ATTENDANCE AT WORKFORCE TRAININGS, JOB TRAINING OR COLLEGE CLASSES AND 80% CONTRIBUTED TO A SAVINGS ACCOUNT IN FLAGLER COMMUNITY, 89% MAINTAINED OR INCREASED THEIR INCOME BETWEEN PROGRAM ENTRY AND EXIT, 80% REDUCED THEIR DEBT WHILE IN THE PROGRAM, AND 86% REMAINED HOUSED 6 MONTHS AFTER PROGRAM DISCHARGE

(Code) (Expenses \$ 681,036 including grants of \$) (Revenue \$ 390,840)

LEWIS CHILDREN'S CENTER OFFERED INFANT/TODDLER, PRESCHOOL AND AFTER-SCHOOL CARE AND PROGRAMMING FOR CHILDREN FROM SIX WEEKS OLD THROUGH THE FIFTH GRADE THE TEACHERS PROVIDED A VARIETY OF ACTIVITIES GEARED TO THE DEVELOPMENTAL AGE OF EACH CHILD DURING FY12, LEWIS CHILDREN'S CENTER PROVIDED CARE TO 169 CHILDREN BECAUSE THE MARKET IS SATURATED WITH CHILD CARE CENTERS, THE DECISION WAS MADE TO CLOSE LEWIS CHILDREN CENTER EFFECTIVE MARCH 30, 2012

(Code) (Expenses \$ 135,437 including grants of \$) (Revenue \$)

HOLLYBROOK APARTMENTS IS ONE OF THREE HUD SECTION 8 HOUSING FACILITIES IN THE UNITED STATES SPECIFICALLY DESIGNED TO MEET THE NEEDS OF DISABLED ADULTS THIS DESIGN MAKES THE FACILITY DESIRABLE TO BOTH DISABLED ADULTS WISHING TO LIVE INDEPENDENTLY AND ALSO TO ELDERLY WHO CAN "AGE IN PLACE " THE APARTMENT COMPLEXES HAVE A TOTAL OF SIXTY UNITS, AND THERE IS A CONSISTENT WAITING LIST THE WAITING LIST IS CURRENTLY CLOSED DUE TO THE HIGH VOLUME OF APPLICANTS ON THE WAITING LIST RESULTING IN AN AVERAGE WAIT OF OVER 24 MONTHS (2 YEARS) A NOTICE WILL BE PUBLISHED WHEN WE RESUME ACCEPTANCE OF APPLICATIONS THE COMPLEX IS STAFFED BY A CERTIFIED ASSISTED HOUSING PROPERTY MANAGER AND A SERVICE COORDINATOR

(Code) (Expenses \$ 257,167 including grants of \$) (Revenue \$ 252,737)

OTHER

4d

Other program services (Describe in Schedule O)

(Expenses \$ 2,288,167 including grants of \$ 398,266) (Revenue \$ 643,577)

















4e

Total program service expenses

\$ 8,932,232

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 	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	Yes	
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		No
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		No
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		No
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 		No
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 		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 		No
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 		No
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 	Yes	
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. 	Yes	
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. 		No
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. 		No
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. 		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. 	Yes	
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. 	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 		No
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 	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E 	Yes	
14a	Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Part I		No
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 U S? If "Yes," complete Schedule F, Part II and IV		No
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 U S? If "Yes," complete Schedule F, Part III and IV		No
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		No
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	Yes	
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		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
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? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
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? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
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? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
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? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
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	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			Yes	No
Check if Schedule O contains a response to any question in this Part V				
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a24		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
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.	2a316		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No
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 or securities account)?	4a		No
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	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
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?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
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?	7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
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?	8		No
9	Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
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? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a		
b	Enter the aggregate 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 aggregate amount of reserves on hand.	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
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 lines 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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
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?	Yes	
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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?		No
10b	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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
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	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
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?		No
16b	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
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. JANICE B MCNEE 8000 BROOK ROAD RICHMOND,VA 232271338 (804) 553-3200

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, and **current** key employees 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, or 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 organizations compensated any current or former 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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KATHLEEN B BARRETT CEO/EXECUTIVE VP	40 00	X		X				182,082	0	98,024
(2) JANICE MCNEE CFO/TREASURER	40 00	X		X				91,226	0	12,530
(3) JOHN B CATLETT JR CHAIRPERSON	1 00	X		X				0	0	0
(4) DARREN J NOLT TRUSTEE	1 00	X		X				0	0	0
(5) JOHN C GENTRY TRUSTEE	1 00	X						0	0	0
(6) JACQUELINE P BOWLES TRUSTEE	1 00	X						0	0	0
(7) DR RONALD L CAREY TRUSTEE	1 00	X						0	0	0
(8) KATHLEEN C DUKE TRUSTEE	1 00	X						0	0	0
(9) JAMES C FARLEY JR TRUSTEE	2 00	X						0	0	0
(10) ROBERT A GARY IV TRUSTEE	1 00	X						0	0	0
(11) JILL M KENNEDY TRUSTEE	1 00	X						0	0	0
(12) HARVEY LATNEY JR TRUSTEE	1 00	X						0	0	0
(13) ROBERT E LEITCH JR TRUSTEE	1 00	X						0	0	0
(14) DAVID J LYDIARD TRUSTEE	1 00	X						0	0	0
(15) WILLIAM H MILLSAPS TRUSTEE	1 00	X						0	0	0
(16) DAVID D REDMOND TRUSTEE	1 00	X						0	0	0
(17) KARL W WERWATH TRUSTEE	1 00	X						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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) NEIL S TALEGAONKAR TRUSTEE	1 00	X						0	0	0
(19) RICHARD P WINTSCH TRUSTEE	1 00	X						0	0	0
(20) DR RICHARD BENNETT TRUSTEE	1 00	X						0	0	0
(21) VIRGINIA M BOARD TRUSTEE	1 00	X						0	0	0
(22) PATRICIA W DEORIO TRUSTEE	1 00	X						0	0	0
(23) JAMES M FITZGERALD TRUSTEE	1 00	X						0	0	0
(24) LAWRENCE J PAGE TRUSTEE	1 00	X						0	0	0
(25) CYNTHIA L FAISON CHIEF OPERATING OFFICER	40 00					X		104,540	0	10,809
(26) DAVID M HUFFINE VP FOR FINANCIAL DEVELOPME	40 00					X		112,465	0	6,715
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								490,313	0	128,078

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 3

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

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
KJELLSTROM & LEE CONSTRUCTION 1607 OWNBY LANE RICHMOND, VA 23220	CONSTRUCTION	3,025,690

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 1

Part VIII

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 . . .	1a6,992	4,153,492			
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d1,260,264				
	e	Government grants (contributions)	1e1,017,680				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f1,868,556				
	g	Noncash contributions included in lines 1a-1f \$ 134,967					
	h	Total. Add lines 1a-1f					
Program Service Revenue			Business Code				
	2a	PROGRAM SERVICE REVENUE	900099	6,442,925	6,442,925		
	b	MANAGEMENT FEE	900099	638,208	638,208		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		7,081,133			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		4,118			4,118
	4	Income from investment of tax-exempt bond proceeds . .					
	5	Royalties					
	6a	(i) Real		30,765			30,765
		(ii) Personal					
		Gross rents					
		Less rental expenses					
	b	Rental income or (loss)					
	c	Net rental income or (loss)					
	7a	(i) Securities		-8,695			-8,695
		(ii) Other					
		Gross amount from sales of assets other than inventory					
		Less cost or other basis and sales expenses					
	b	Gain or (loss)					
	c	Net gain or (loss)					
	8a			22,356			22,356
		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18					
		a	47,875				
	b	Less direct expenses		25,519			
	c	Net income or (loss) from fundraising events . .					
9a							
	Gross income from gaming activities See Part IV, line 19						
	a						
b	Less direct expenses						
c	Net income or (loss) from gaming activities . .						
10a			283				
	Gross sales of inventory, less returns and allowances						
	a	283					
b	Less cost of goods sold		0				
c	Net income or (loss) from sales of inventory . .						
Miscellaneous Revenue		Business Code					
11a	MISCELLANEOUS INCOME		900099	93,994	93,994		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			93,994			
12	Total revenue. See Instructions			11,377,446	7,175,410	0	48,544

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(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	198,348	198,348		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	196,394	196,394		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	327,576		327,576	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	6,575,434	4,437,471	1,756,471	381,492
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	779,170	465,800	274,825	38,545
10	Payroll taxes	807,081	543,036	228,279	35,766
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	34,000	1,447	28,053	4,500
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	136,051	26,367	108,220	1,464
12	Advertising and promotion				
13	Office expenses	186,677	396,028	-212,257	2,906
14	Information technology				
15	Royalties				
16	Occupancy	579,999	793,297	-213,298	
17	Travel	169,366	135,484	33,263	619
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	19,729	7,389	11,519	821
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	478,239	157,429	320,810	
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	MISCELLANEOUS	110,109	2,898	84,295	22,916
b	TECHNOLOGY	96,221	46,032	48,547	1,642
c	EQUIPMENT	95,349	45,199	49,673	477
d	PRINTING AND PUBLICATIO	58,807	364	34,669	23,774
e					
f	All other expenses	34,624	1,479,249	-1,503,108	58,483
25	Total functional expenses. Add lines 1 through 24f	10,883,174	8,932,232	1,377,537	573,405
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			480,894	1	871,228
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			2,065,487	3	1,582,241
	4	Accounts receivable, net			1,139,543	4	738,135
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			65,353	9	102,676
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	19,629,332			
	b	Less: accumulated depreciation	10b	7,136,305	9,826,748	10c	12,493,027
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			1,231,218	15	1,362,905
	16	Total assets. Add lines 1 through 15 (must equal line 34)			14,809,243	16	17,150,212
Liabilities	17	Accounts payable and accrued expenses			1,366,252	17	591,420
	18	Grants payable				18	
	19	Deferred revenue			32,500	19	0
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	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			62,421	25	2,518,888
	26	Total liabilities. Add lines 17 through 25			1,461,173	26	3,110,308
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			9,917,986	27	13,952,615
	28	Temporarily restricted net assets			3,430,084	28	87,289
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			13,348,070	33	14,039,904
	34	Total liabilities and net assets/fund balances			14,809,243	34	17,150,212

Part XI Reconciliation of Net Assets

Check 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	11,377,446
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,883,174
3	Revenue less expenses Subtract line 2 from line 1	3	494,272
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,348,070
5	Other changes in net assets or fund balances (explain in Schedule O)	5	197,562
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	14,039,904

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?	Yes	
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	

SCHEDULE A

(Form 990 or 990EZ)

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 ST JOSEPH'S VILLA	Employer identification number 54-0505950
---	--

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 **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 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	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

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

Section B. Total Support							
Calendar year (or fiscal year beginning in)		(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11	Total support (Add lines 7 through 10)						
12	Gross receipts from related activities, etc (See instructions)					12	
13	First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a	33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>
b	33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>
17a	10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>
b	10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	<input type="checkbox"/>
18	Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions	<input type="checkbox"/>

Part IIIPart III

Support Schedule for Organizations Described in IRC 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 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

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

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

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Supplemental Financial Statements

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

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?	
	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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	
	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	

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)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the 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

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?

☐ Yes

☐ 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 170(h)(4)(B)(ii)?

☐ Yes

☐ 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, 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, 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

▶ \$ _____

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 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 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

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

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	Beginning balance
1d	Additions during the year
1e	Distributions during the year
1f	Ending balance

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	24,512,162	22,948,315	22,059,722	26,957,511
b	Contributions				
c	Investment earnings or losses	-881,264	4,421,201	3,280,768	-3,045,556
d	Grants or scholarships	1,262,759	2,843,335	2,375,817	1,836,189
e	Other expenditures for facilities and programs	14,760	14,019	16,358	16,044
f	Administrative expenses				
g	End of year balance	22,353,379	24,512,162	22,948,315	22,059,722

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 99 550 %

b

Permanent endowment ▶ 0 450 %

c

Term endowment ▶ 0 %

3a

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	Yes
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	Yes

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	299,811	917,400		1,217,211
b Buildings		9,956,353	6,317,467	3,638,886
c Leasehold improvements				
d Equipment		522,367	443,077	79,290
e Other		7,933,401	375,761	7,557,640
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				12,493,027

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	11,377,446
2	Total expenses (Form 990, Part IX, column (A), line 25)	10,883,174
3	Excess or (deficit) for the year Subtract line 2 from line 1	494,272
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	197,562
9	Total adjustments (net) Add lines 4 - 8	197,562
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	691,834

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	14,752,840
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	2b7,080
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV)	2d
e	Add lines 2a through 2d	2e7,080
3	Subtract line 2e from line 1	314,745,760
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-3,368,314
c	Add lines 4a and 4b	4c-3,368,314
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	511,377,446

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	10,915,773
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities	2a7,080
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV)	2d25,519
e	Add lines 2a through 2d	2e32,599
3	Subtract line 2e from line 1	310,883,174
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	4c0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	510,883,174

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, 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.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	IN ACCORDANCE WITH ITS EXEMPT PURPOSE, THE ORGANIZATION INTENDS TO DISTRIBUTE FUNDS TO ST JOSEPH'S VILLA IN SUPPORT OF ITS VARIOUS PROGRAMS AND ACTIVITIES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE VILLA AND ITS AFFILIATES HAVE DETERMINED THAT THEY DO NOT HAVE ANY MATERIAL UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS AS OF JUNE 30, 2012. FISCAL YEARS ON OR AFTER JUNE 30, 2009 REMAIN SUBJECT TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES
PART XI, LINE 8 - OTHER ADJUSTMENTS		TRANSFER OF ASSETS FROM FLAGLER HOME 197,562
PART XII, LINE 4B - OTHER ADJUSTMENTS		SPECIAL EVENTS EXPENSES -25,519 NET ASSETS RELEASED FROM RESTRICTION -4,604,554 INVESTMENT INCOME 4,118 CAPITAL CAMPAIGN 1,257,641
PART XIII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENTS EXPENSES 25,519

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

►Complete if the organization answered "Yes" to Form 990, Part IV, line 13,
or Form 990-EZ, Part VI, line 48.
► Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I		YES	NO
<div>1</div> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	1	Yes	
	2	Yes	
	3	Yes	
	4a	Yes	
<div>2</div> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	4b	Yes	
	4c	Yes	
	4d	Yes	
	5a		No
<div>3</div> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe If "No," please explain If you need more space use Part II			

Part III **Supplemental Information**

Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION	SCHEDULE E, PART I, LINE 3	ST JOSEPH'S VILLA ADMITS CLIENTS OF ANY RACE, COLOR, GENDER, AGE, RELIGION, DIABILITY OR NATIONAL ORIGIN TO ALL THE RIGHTS, PRIVILEGES, PROGRAMS AND ACTIVITIES GENERALLY ACCORDED OR MADE AVAILABLE TO CLIENTS AT ST JOSEPH'S VILLA. ST JOSEPH'S VILLA DOES NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR, GENDER, AGE, DIABILITY, RELIGION OR NATIONAL ORIGIN IN ADMINISTRATION OF ITS EDUCATIONAL POLICIES, ADMISSION POLICIES, SCHOLARSHIP AND LOAN PROGRAMS AND ATHLETIC AND OTHER AGENCY-ADMINISTERED PROGRAMS. ANY PERSON WHO BELIEVES HE OR SHE HAS BEEN DISCRIMINATED AGAINST IN AN U.S.D.A. RELATED ACTIVITY SHOULD WRITE TO THE SECRETARY OF AGRICULTURE, WASHINGTON, DC 20250.
EXPLANATION OF GOVERNMENT FINANCIAL ASSISTANCE	SCHEDULE E, PART I, LINE 6	STATE AND LOCAL GRANTS ARE USED TO FUND THE DOOLEY CENTER FOR ALTERNATIVE EDUCATION. THE TOTAL GRANT FUNDS FOR THE YEAR ARE BROKEN INTO MONTHLY PAYMENTS. FOR ALL ACADEMIES, PUBLIC PAY STUDENTS' (STUDENTS WITH IEPs) TUITION IS BILLED MONTHLY AT A DAILY RATE AND PAID BY LOCAL GOVERNMENTS THROUGH VARIOUS POOLS SUCH AS CSA, PUBLIC SCHOOLS AND DSS FUNDS.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1

Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a

☐ Mail solicitations

b

☐ Internet and e-mail solicitations

c

☐ Phone solicitations

d

☐ In-person solicitations

e

☐ Solicitation of non-government grants

f

☐ Solicitation of government grants

g

☐ Special fundraising events

2a

Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes ☐ No

b

If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

3

List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50083H Schedule G (Form 990 or 990-EZ) 2011

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		GOLF TOURNAMENT (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	47,875		47,875
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)	47,875		47,875
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes	2,621		2,621
	6	Rent/facility costs	14,384		14,384
	7	Food and beverages	8,060		8,060
	8	Entertainment			
	9	Other direct expenses	454		454
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			(25,519)
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			22,356

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<div><input type="checkbox"/> Yes <div></div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes <div></div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes <div></div><input type="checkbox"/> No</div>
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			()
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," Explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," Explain

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation

\$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service
Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

[illegible]

- | | | | |
|----------|---|---|----------|
| 2 | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | | <u>2</u> |
| 3 | Enter total number of other organizations listed in the line 1 table | | 2 |

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
See Additional Data Table					

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 ST JOSEPH'S VILLA DISBURSES GRANT FUNDS TO ST JOSEPH'S VILLA - FLAGLER HOME CORP FOR CHILD CARE EXPENSES, UTILITIES, OCCUPANCY COST, MEDICAL ASSISTANCE, HOUSING ASSISTANCE AND CAPITAL EXPENSES FLAGLER HOME IS A TRANSITIONAL PROGRAM FOR HOMELESS WOMEN AND THEIR CHILDREN

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

ST JOSEPH'S VILLA

Employer identification number

54-0505950

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div> <div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div>		
<div>1b</div> <div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</div>		
<div>2</div> <div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</div>		
<div>3</div> <div>Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</div> <div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>		
<div>4</div> <div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div>		
<div>4a</div> <div>Receive a severance payment or change-of-control payment?</div>		No
<div>4b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>	Yes	
<div>4c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div>		No
<div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		
<div></div> <div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div>		No
<div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		
<div>6</div> <div>For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div>		
<div>a</div> <div>The organization?</div>		No
<div>b</div> <div>Any related organization?</div>		No
<div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		
<div>7</div> <div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div>		No
<div>8</div> <div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</div>		No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div>		

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

[illegible]

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE ORGANIZATION HAS A NONQUALIFIED EXECUTIVE DEFERRED COMPENSATION AGREEMENT WITH THE CHIEF EXECUTIVE OFFICER. THE EFFECTIVE DATE OF THIS AGREEMENT WAS AUGUST 1, 2011. THE UNFUNDED PLAN ALLOWS FOR A LUMP SUM DEFERRAL PLUS ANNUAL ADDITIONS. EARNINGS ACCRUE ON THE UNPAID BALANCE AND ARE CREDITED TO THE DEFERRED COMPENSATION ACCOUNT. THE EXECUTIVE'S INTEREST IN THE DEFERRED COMPENSATION IS NONTRANSFERABLE. THE BENEFIT PAYMENT BEGINS ON THE FIRST DAY OF THE MONTH NEXT FOLLOWING THE DATE ON WHICH THE EXECUTIVE'S EMPLOYMENT TERMINATES OR NO LATER THAN THE CALENDAR YEAR IN WHICH THE EXECUTIVE TURNS AGE SEVENTY AND ONE HALF. THE AGREEMENT INCLUDES A PROVISION FOR DEATH AND DISABILITY. ANY BENEFIT UNDER THE AGREEMENT IS A MERE CONTRACTUAL OBLIGATION FOR THE ORGANIZATION AND THE ORGANIZATION IS SELF-INSURED FOR THE COMMITMENT. THE CEO'S 2011 DEFERRAL OF \$82,885 INCLUDED A ONE-TIME, NONRECURRING CATCH UP AMOUNT OF \$64,652 FOR 2007-2010. THE CURRENT DEFERRED COMPENSATION FOR 2011 IS \$18,233.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH'S VILLA

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number
54-0505950

Part I Bond Issues											
(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A ECONOMIC DEVELOPMENT AUTHORITY OF HENRICO COUNTY VA	54-1197472		12-16-2010	3,500,000	CONSTRUCTION, IMPROVEMENT, RENOVATION & EQUIPPING OF INFRASTRUCTURE		X	X			X

Part II		Proceeds							
		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds defeased								
3	Total proceeds of issue								
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow								
7	Issuance costs from proceeds								
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion								
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use									
		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?	X							
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part V

Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

Part VI

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
------------	------------------	-------------

Part III

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	PROSPECTIVE DONORS OF SHARES OF STOCK ARE ROUTINELY ADVISED TO INSTRUCT THEIR BROKER TO TRANSFER THE GIFT SHARES TO THE ST JOSEPH'S VILLA'S BROKERAGE, SCOTT & STRINGFELLOW ST JOSEPH'S VILLA PROVIDES THE DONOR WITH THE ORGANIZATION'S ACCOUNT AND DTC NUMBERS THE VILLA'S BROKER NOTIFIES THE FINANICAL DEVELOPMENT OFFICE WHEN SHARES ARE RECEIVED INTO OUR ACCOUNT THE BROKER FOLLOWS THE VILLA'S STANDING ORDER TO SELL THE SHARES IMMEDIATELY WITHIN A FEW DAYS, THE DEVELOPMENT OFFICE AT ST JOSEPH'S VILLA RECEIVES A CHECK FOR THE NET PROCEEDS

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

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

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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	X	1	15,000	
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	14	119,967	NY STOCK EXCHANGE
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

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?	Yes	No
b	If "Yes," describe the arrangement in Part II		No
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	Yes	
b	If "Yes," describe in Part II		
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

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 to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE CORPORATION SHALL HAVE ONE MEMBER, AND THE SOLE MEMBER OF THE CORPORATION SHALL BE VILLA CORPORATION SUCH MEMBER SHALL HAVE THE EXCLUSIVE RIGHT AND POWER TO VOTE ON THE ELECTION, APPOINTMENT, RECALL OR REMOVAL OF THIS CORPORATION'S TRUSTEES SUCH MEMBER MAY RECALL OR REMOVE ANY TRUSTEE WITH OR WITHOUT CAUSE BY A MAJORITY VOTE OF THE MEMBER'S BOARD OR EXECUTIVE COMMITTEE
	FORM 990, PART VI, SECTION A, LINE 7A	MEMBER SHALL HAVE THE EXCLUSIVE RIGHT AND POWER TO VOTE ON THE ELECTION, APPOINTMENT, RECALL OR REMOVAL OF THIS CORPORATION'S TRUSTEES SUCH MEMBER MAY RECALL OR REMOVE ANY TRUSTEE WITH OR WITHOUT CAUSE BY A MAJORITY VOTE OF THE MEMBER'S BOARD OR EXECUTIVE COMMITTEE
	FORM 990, PART VI, SECTION B, LINE 11	PRIOR TO SUBMISSION, ALL COMPLETED FORM 990S FOR ALL CORPORATIONS WERE DISTRIBUTED TO THE ST JOSEPH'S VILLA FINANCE COMMITTEE AND SUBJECTED TO A COMPREHENSIVE REVIEW WHERE THE DRAFT FILINGS WERE EXAMINED IN DETAIL AND QUESTIONS WERE ANSWERED IN ADDITION THE RELEVANT FORMS WERE DISTRIBUTED ELECTRONICALLY TO ALL MEMBERS OF THE VILLA CORPORATION, ST JOSEPH'S VILLA BOARD OF TRUSTEES, THE HOUSING CORPORATION BOARD, THE FLAGLER BOARD AND THE ST JOSEPH'S VILLA FOUNDATION BOARD WITH A REQUEST TO RESPOND WITHIN A WEEK WITH ANY QUESTIONS, REVISIONS OR CONCERNS IN ORDER TO ALLOW FOR EDITS PRIOR TO FILING THE FORM 990
	FORM 990, PART VI, SECTION B, LINE 12C	THROUGH COORDINATION BETWEEN THE EXECUTIVE OFFICES AND THE FINANCE OFFICE AND CLOSE OVERSIGHT OF ALL TRUSTEE ACTIVITIES WITH ST JOSEPH'S VILLA, WE MONITOR OUR CONFLICT OF INTEREST POLICY ON A REGULAR BASIS TRUSTEES ARE ASKED TO SIGN THE POLICY STATEMENT ANNUALLY
	FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE REVIEWS COMPARABLE DATA AND PERFORMANCE REVIEWS TO DETERMINE THE COMPENSATION PACKAGE FOR THE CEO THESE DECISIONS ARE DOCUMENTED IN THE ANNUAL EMPLOYMENT LETTER OF THE CEO THE CEO REVIEWS COMPARABLE DATA AND PERFORMANCE REVIEWS FOR OTHER KEY OFFICERS AND DISCUSSES COMPENSATION RECOMMENDATIONS WITH THE CHAIR OF THE BOARD OF TRUSTEES, WHO ALSO LEADS THE COMPENSATION COMMITTEE, TO REACH FINAL AGREEMENT ON COMPENSATION FOR THESE KEY OFFICERS
	FORM 990, PART VI, SECTION C, LINE 19	ST JOSEPH'S VILLA MAKES ITS FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST
	PART VII, LINE 1(A), OFFICER (1), COLUMN (D)	THE CEO'S 2011 DEFERRAL OF \$82,885 INCLUDED A ONE-TIME, NONRECURRING CATCH UP AMOUNT OF \$64,652 FOR 2007-2010 THE CURRENT DEFERRED COMPENSATION FOR 2011 IS \$18,233
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	TRANSFER OF ASSETS FROM FLAGLER HOME 197,562 TOTAL TO FORM 990, PART XI, LINE 5 197,562

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) ST JOSEPH'S VILLA FOUNDATION 8000 BROOK ROAD RICHMOND, VA 23227 54-1909187	SUPPORT ST JOSEPH'S VILLA	VA	501(C)(3)	LINE 11B, II			No
(2) ST JOSEPH'S VILLA HOUSING CORP I 8000 BROOK ROAD RICHMOND, VA 23227 54-1204810	PROVIDE LOW-INCOME HOUSING FOR PHYSICALLY DISABLED	VA	501(C)(3)	LINE 7			No
(3) ST JOSEPH'S VILLA HOUSING CORP II 8000 BROOK ROAD RICHMOND, VA 23227 54-1539922	PROVIDE LOW-INCOME HOUSING FOR PHYSICALLY DISABLED	VA	501(C)(3)	LINE 7			No
(4) FLAGLER HOME 8000 BROOK ROAD RICHMOND, VA 23227 54-1535025	PROVIDE TRANSITIONAL SERVICES TO HOMELESS WOMEN AND THEIR CHILDREN	VA	501(C)(3)	LINE 7			No
(5) VILLA CORPORATION 8000 BROOK ROAD RICHMOND, VA 23227 54-1909189	HOLDING COMPANY FOR 501(C)(3)S	VA	501(C)(3)	LINE 7			No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

Yes

Yes

No

No

No

No

No

Yes

No

Yes

No

No

No

No

Yes

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

Additional Data

Software ID:
Software Version:
EIN: 54-0505950
Name: ST JOSEPH'S VILLA

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services
(Code) (Expenses \$ 1,214,527 including grants of \$ 398,266) (Revenue \$ 0) TRANSITIONAL HOUSING SERVICES INCLUDES FLAGLER HOME, WHICH IS LONG TERM HOUSING FOR SINGLE MOTHERS WITH CHILDREN AND FLAGLER COMMUNITY WHICH PROVIDES SUPPORTIVE SERVICES TO HOMELESS FAMILIES TO HELP THEM OBTAIN AND MAINTAIN THEIR OWN HOUSING BOTH PROGRAMS PROVIDE CASE MANAGEMENT AND ASSISTANCE WITH SKILL DEVELOPMENT IN FINANCIAL LITERACY, PARENTING, VOCATIONAL/JOB ATTAINMENT AND TENANT RESPONSIBILITIES DURING FY12, THE TWO PROGRAMS SERVED A TOTAL OF 85 HOUSEHOLDS TOGETHER, 83% OF ALL FAMILIES SERVED OBTAINED PERMANENT HOUSING AT FLAGLER HOME 50% OF THE SINGLE FEMALE HEADS OF HOUSEHOLD INCREASED THEIR INCOME BETWEEN THE TIME THEY ENTERED THE PROGRAM AND EXITED THE PROGRAM, 100% INCREASED THEIR MARKETABILITY THROUGH ATTENDANCE AT WORKFORCE TRAININGS, JOB TRAINING OR COLLEGE CLASSES AND 80% CONTRIBUTED TO A SAVINGS ACCOUNT IN FLAGLER COMMUNITY, 89% MAINTAINED OR INCREASED THEIR INCOME BETWEEN PROGRAM ENTRY AND EXIT, 80% REDUCED THEIR DEBT WHILE IN THE PROGRAM, AND 86% REMAINED HOUSED 6 MONTHS AFTER PROGRAM DISCHARGE
(Code) (Expenses \$ 681,036 including grants of \$) (Revenue \$ 390,840) LEWIS CHILDREN'S CENTER OFFERED INFANT/TODDLER, PRESCHOOL AND AFTER-SCHOOL CARE AND PROGRAMMING FOR CHILDREN FROM SIX WEEKS OLD THROUGH THE FIFTH GRADE THE TEACHERS PROVIDED A VARIETY OF ACTIVITIES GEARED TO THE DEVELOPMENTAL AGE OF EACH CHILD DURING FY12, LEWIS CHILDREN'S CENTER PROVIDED CARE TO 169 CHILDREN BECAUSE THE MARKET IS SATURATED WITH CHILD CARE CENTERS, THE DECISION WAS MADE TO CLOSE LEWIS CHILDREN CENTER EFFECTIVE MARCH 30, 2012

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services				
(Code) (Expenses \$	135,437	including grants of \$) (Revenue \$
HOLLYBROOK APARTMENTS IS ONE OF THREE HUD SECTION 8 HOUSING FACILITIES IN THE UNITED STATES SPECIFICALLY DESIGNED TO MEET THE NEEDS OF DISABLED ADULTS THIS DESIGN MAKES THE FACILITY DESIRABLE TO BOTH DISABLED ADULTS WISHING TO LIVE INDEPENDENTLY AND ALSO TO ELDERS WHO CAN "AGE IN PLACE " THE APARTMENT COMPLEXES HAVE A TOTAL OF SIXTY UNITS, AND THERE IS A CONSISTENT WAITING LIST THE WAITING LIST IS CURRENTLY CLOSED DUE TO THE HIGH VOLUME OF APPLICANTS ON THE WAITING LIST RESULTING IN AN AVERAGE WAIT OF OVER 24 MONTHS (2 YEARS) A NOTICE WILL BE PUBLISHED WHEN WE RESUME ACCEPTANCE OF APPLICATIONS THE COMPLEX IS STAFFED BY A CERTIFIED ASSISTED HOUSING PROPERTY MANAGER AND A SERVICE COORDINATOR				
(Code) (Expenses \$	257,167	including grants of \$) (Revenue \$
OTHER 252,737)				

Software ID:
Software Version:
EIN: 54-0505950
Name: ST JOSEPH'S VILLA

Form 990, Schedule I, Part III, Grants and Other Assistance to Individuals in the United States

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
MEDICAL ASSISTANCE	5	462			
CLOTHING ASSISTANCE	106	2,036			
TRAINING ASSISTANCE	37	4,446			
TRANSPORTATION ASSISTANCE	37	5,234			
CHILD CARE ASSISTANCE	31	43,898			
HOUSING ASSISTANCE	85	90,543			
FURNISHINGS	37	25,404			
CLIENT GIFTS	173	7,912			
LIFE SKILL TRAINING	50	203			
UTILITY DEPOSITS	36	16,256			

Software ID:
Software Version:
EIN: 54-0505950
Name: ST JOSEPH'S VILLA

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) ST JOSEPH'S VILLA FOUNDATION	C	1,560,263	GRANT TO SUPPORT PROGRAMS
(2) FLAGLER HOME	B	182,079	FLOWTHROUGH GRANTS
(3) FLAGLER HOME	P	577,937	PAYROLL,CHILD CARE & OCCUPANCY
(4) FLAGLER HOME	I	38,000	RENT
(5) ST JOSEPH'S VILLA FOUNDATION	P	14,785	AUDIT, INSURANCE AND SEC FEES
(6) VILLA CORP	P	5,585	SUPPORT ORGANIZATION EXPENSES
(7) ST JOSEPH'S VILLA HOUSING CORP	P	75,150	PAYROLL EXPENSES
(8) ST JOSEPH'S VILLA HOUSING CORP	K	13,856	4 5% OF RESIDENTIAL INCOME
(9) ST JOSEPH'S VILLA HOUSING CORP II	P	62,474	PAYROLL EXPENSES
(10) ST JOSEPH'S VILLA HOUSING CORP II	K	11,740	4 5% OF RESIDENTIAL INCOME