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Form **990-EZ**

# Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

## 2011

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)  
▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.  
▶ 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 7/01, 2011, and ending 6/30, 2012

<b>B</b> Check if applicable: <input checked="" 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	<b>C</b> Fort Worth Foundation PO Box 101224 Fort Worth, TX 76185-1224	<b>D</b> Employer identification number 75-2391886
		<b>E</b> Telephone number 817 528 2311
		<b>F</b> Group Exemption Number

**G** Accounting Method:  Cash  Accrual Other (specify) ▶ \_\_\_\_\_

**H** Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

**I** Website: ▶ N/A

**J** Tax-exempt status (ck only one) --  501(c)(3)  501(c) ( ) (insert no)  4947(a)(1) or  527

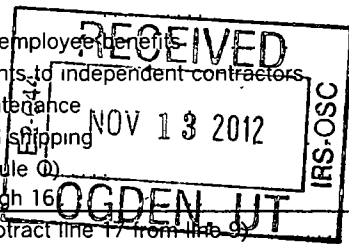
**K** Check  if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ 135,806.

### Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

REVENUE	1	Contributions, gifts, grants, and similar amounts received	1	22,709.
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	14,718.
	5a	Gross amount from sale of assets other than inventory	5a	98,379.
	5b	Less: cost or other basis and sales expenses	5b	80,070.
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a).	5c	18,309.
	6	Gaming and fundraising events		
	6a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	6b	Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
6c	Less: direct expenses from gaming and fundraising events	6c		
6d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe in Schedule O)	8		
9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	55,736.	
EXPENSES	10	Grants and similar amounts paid (list in Schedule O)	10	15,800.
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	
	16	Other expenses (describe in Schedule O)	16	100.
	17	<b>Total expenses.</b> Add lines 10 through 16	17	15,900.
ASSETS	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	39,836.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	320,053.
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	
	21	<b>Net assets or fund balances at end of year.</b> Combine lines 18 through 20	21	359,889.



**BAA** For Paperwork Reduction Act Notice, see the separate instructions. Form **990-EZ** (2011)

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**Part II Balance Sheets.** (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	320,053.	330,332.
23 Land and buildings		
24 Other assets (describe in Schedule O) See Schedule O		29,557.
25 Total assets	320,053.	359,889.
26 Total liabilities (describe in Schedule O)	0.	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	320,053.	359,889.

**Part III Statement of Program Service Accomplishments** (see the instrs for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? See Schedule O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others)

28	----- ----- ----- (Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	28 a
29	----- ----- ----- (Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	29 a
30	----- ----- ----- (Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	30 a
31	Other program services (describe in Schedule O) (Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>	31 a
32	Total program service expenses (add lines 28a through 31a)	32

**Part IV List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated. (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Form W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
Robert Holman PO Box 101224 Fort Worth, TX 76185	Secretary 0	0.	0.	0.
Mike Peck PO Box 101224 Fort Worth, TX 76185	Trustee 0	0.	0.	0.
Michael Hoffer PO Box 101224 Fort Worth, TX 76185	Trustee 0	0.	0.	0.
Scott Sullivan PO Box 101224 Fort Worth, TX 76185	Vice President 0	0.	0.	0.
Bill Boomer PO Box 101224 Fort Worth, TX 76185	Treasurer 0	0.	0.	0.
Gene Wilson PO Box 101224 Fort Worth, TX 76185	President 0	0.	0.	0.
Connie Bosworth PO Box 101224 Fort Worth, TX 76185	Trustee 0	0.	0.	0.
----- ----- -----				
----- ----- -----				
----- ----- -----				

**Part V Other-Information** (Note the Schedule A and personal benefit contract statement requirements in See Schedule O the instructions for Part V ) Check if the organization used Schedule O to respond to any question in this Part V

	Yes	No
<b>33</b> Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' provide a detailed description of each activity in Schedule O		X
<b>34</b> Were any significant changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) See Schedule O	X	
<b>35a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
<b>35b</b> If 'Yes,' to line 35a, has the organization filed a Form 990-T for the year? If 'No,' provide an explanation in Schedule O		
<b>35c</b> Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If 'Yes,' complete Schedule C, Part III		X
<b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N		X
<b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions ▶ <b>37a</b> 0.		
<b>37b</b> Did the organization file Form 1120-POL for this year?		X
<b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
<b>38b</b> If 'Yes,' complete Schedule L, Part II and enter the total amount involved		N/A
<b>39</b> Section 501(c)(7) organizations Enter:		
<b>39a</b> Initiation fees and capital contributions included on line 9		N/A
<b>39b</b> Gross receipts, included on line 9, for public use of club facilities		N/A
<b>40a</b> Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
<b>40b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I		X
<b>40c</b> Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
<b>40d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
<b>40e</b> All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T		X
<b>41</b> List the states with which a copy of this return is filed ▶ None		

**42a** The organization's books are in care of ▶ Gene Wilson Telephone no. ▶ 817 335 1121  
 Located at ▶ 550 Bailey Ave. #400 Fort Worth TX ZIP + 4 ▶ 76107

	Yes	No
<b>42b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country ▶ _____		X
<b>42c</b> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. At any time during the calendar year, did the organization maintain an office outside of the U S ? If 'Yes,' enter the name of the foreign country: ▶ _____		X

**43** Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ **43**  N/A  N/A

	Yes	No
<b>44a</b> Did the organization maintain any donor advised funds during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ		X
<b>44b</b> Did the organization operate one or more hospital facilities during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ		X
<b>44c</b> Did the organization receive any payments for indoor tanning services during the year?		X
<b>44d</b> If 'Yes' to line 44c, has the organization filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O		
<b>45a</b> Did the organization have a controlled entity of the organization within the meaning of section 512(b)(13)?		X
<b>45b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		X

	Yes	No
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	46	X

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 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	47	X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E	48	X
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	X
b If 'Yes,' was the related organization a section 527 organization?	49b	

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
None				

e Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

e Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A  Yes  No

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.

<b>Sign Here</b>	Signature of officer <i>Gene Wilson</i>	Date 11/26/12
	Type or print name and title Gene Wilson President	6/30/12

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Tracey Wood-Sanford	Preparer's signature <i>Tracey Wood Sanford</i>	Date 11-2-12	Check <input type="checkbox"/> if self-employed	PTIN P00101627
	Firm's name Wood-Sanford, P.C.	Firm's EIN 20-3431712		Phone no 817-877-1040	
	Firm's address Po Box 100698 Fort Worth, TX 76185-0698				

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**  
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization <b>Fort Worth Foundation</b>	Employer identification number <b>75-2391886</b>
--	---

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

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

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

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

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

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

(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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2011

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants'.)	13,481.	8,755.	4,515.	5,715.	22,709.	55,175.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 <b>Total.</b> Add lines 1 through 3	13,481.	8,755.	4,515.	5,715.	22,709.	55,175.
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).						0.
6 <b>Public support.</b> Subtract line 5 from line 4						55,175.

**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	13,481.	8,755.	4,515.	5,715.	22,709.	55,175.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	9,234.	6,988.	7,834.	10,999.	14,718.	49,773.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 <b>Total support.</b> Add lines 7 through 10						104,948.
12 Gross receipts from related activities, etc (see instructions)					12	0.
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ▶ <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	52.57 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	41.39 %
16a <b>33-1/3% support test – 2011.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b <b>33-1/3% support test – 2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test – 2011.</b> 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 <b>stop here.</b> 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 <b>10%-facts-and-circumstances test – 2010.</b> 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 <b>stop here.</b> 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 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

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

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

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</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						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

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

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17	<b>18</b>	%

**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



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

**2011**

Department of the Treasury  
Internal Revenue Service

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

**Open to Public  
Inspection**

Name of the organization

Fort Worth Foundation

Employer identification number

75-2391886

**Form 990-EZ, Part III - Organization's Primary Exempt Purpose**

The mission of the Fort Worth Foundation is to build an endowment fund, the earnings of which will be used to support local 501(c)(3) organizations and individuals who work to improve the local community.

**Form 990-EZ, Part V - Regarding Transfers Associated with Personal Benefit Contracts**

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? No

**Form 990-EZ, Part V, Line 34 - Changes to Organizing or Governing Documents**

See attached Amended By-Laws.

Client FWOUPS

Fort Worth Foundation

75-2391886

10/24/12

02:32PM

**Form 990-EZ, Part I, Line 5c  
Net Gain (Loss) from Noninventory Sales**

Publicly Traded Securities

Gross Sales Price: 98,379.  
Cost or Other Basis: 80,070.

Total Gain (Loss) Publicly Traded Securities \$ 18,309.

Total Net Gain (Loss) From Noninventory Sales \$ 18,309.

**Form 990-EZ, Part I, Line 10  
Grants and Similar Amounts Paid In Excess of \$5,000**

Donee's Name: Tarrant County College Foundation  
Donee's Address: 1500 Houston St  
Fort Worth, TX 76102

Cash Amount Given: \$ 6,000.

**Form 990-EZ, Part I, Line 16  
Other Expenses**

Bank charges Total \$ 100.  
\$ 100.

**Form 990-EZ, Part II, Line 24  
Other Assets**

	<u>Beginning</u>	<u>Ending</u>
Stonemor Partners LP	\$ 0.	\$ 29,557.
Total	<u>\$ 0.</u>	<u>\$ 29,557.</u>

**By-Laws of the  
FORT WORTH FOUNDATION**

**Consolidated November 2002  
Amended November 22, 2011**

**Article I**

**GENERAL**

**Section 1.**

The Rotary Club of Fort Worth South is the founder of this corporation, which is incorporated under the Laws of the State of Texas and known as the Fort Worth Foundation. Its principal office shall be located in Fort Worth, Texas.

**Section 2.**

Certain terms shall be referenced as follows in these by-laws: The term Club shall mean Rotary Club of Fort Worth South. The term Club President shall mean President of the Rotary Club of Fort Worth South. The term of President-Elect shall mean President-Elect of the Rotary Club of Fort Worth South. The term Directors shall mean Directors of the Rotary Club of Fort Worth South. The term Foundation shall mean the Fort Worth Foundation. The Terms President, Vice-President, Secretary, Treasurer, and Trustee shall mean the Officers and Trustees of the Foundation.

**Section 3.**

The fiscal and operating year for the Foundation shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

**Article II**

**PURPOSE**

**Section 1.**

It is the purpose of this Foundation to make funds available to the Board of Directors of the Club for worthy and beneficial distribution of such funds and in a manner that reflects the tenets of Rotary.

**Section 2.**

The distribution of funds and in-kind items of the Foundation for beneficial purposes may include individuals, qualifying institutions, organizations, or entities, primarily in the Tarrant County, Texas, area for humanitarian purposes.

**Section 3.**

The funds of the Foundation shall not be used: for any political purpose, for the benefit of any member of the Foundation or Club, for the benefit of any relative of any member within the past 36 months of the Foundation or Club, for the purpose that could reflect unfavorably on the Club, for any religious purpose, or for any continuous commitment to any recipient, unless reviewed and approved annually. Special attention should be given regarding any benefit of any member of the Foundation or Club who is also a board of director or member of the grantee organization.

### **Article III MEMBERS**

**Section 1.**

All active, senior-active, and past service members of the Club shall be members of the Foundation.

**Section 2.**

An annual meeting of the members shall be held at a regular meeting of the Club in October, the specific meeting to be determined by the President. The Secretary shall notify the members of the annual meeting in the Club newsletter or through email.

**Section 3.**

A special meeting of the members may be called at any time by a resolution of the Trustees, or by a written request stating the purpose of the meeting and signed by 10% of the eligible members. The Secretary shall notify the members of the special meeting in the Club newsletter.

**Section 4.**

A quorum for conducting business at any meeting of the members shall be 25% of the eligible members. The President shall preside at all meetings of members.

**Article IV**  
**TRUSTEES**

**Section 1.**

The affairs of the Foundation shall be managed and controlled by the Board of Trustees, which shall be responsible for the prudent management of assets and investments of the Permanent Fund and the Operating Fund so as to assure the financial health and perpetuity of the Foundation.

**Section 2.**

The number of Trustees shall be seven. The President-Elect will serve as a Trustee during the same year of service as President-Elect. Two other members of the Foundation shall be elected to serve as Trustees by a majority vote of the Directors of the Club at a meeting during the first quarter of the calendar year prior to the Trustees taking office. No more than two Directors of the Club may serve as Trustees at the same time, unless a Trustee is later elected as a Director.

**Section 3.**

Trustees other than the President-Elect shall serve a term of three consecutive years and may be elected to one additional and successive three-year term. The terms of six Trustees shall be staggered so that two Trustees are elected a year.

**Section 4.**

The initial Board of Trustees will be designated so that two will serve for one year, two for two years, and two for three years. Any of the initial Trustees elected for less than three years may be elected by the Board of Directors to serve a three-year term immediately following the initial term of office.

**Section 5.**

A Trustee elected to and completing a second and successive term shall not be eligible for additional terms until at least one year has elapsed.

**Section 6.**

If the office of a Trustee becomes vacant for any reason, a majority of the remaining Trustees shall nominate a successor and submit the nominee to the Board of Directors for approval.

**Section 7.**

Any Trustee may be removed from office by a vote of the Directors or members if it is judged that the best interest of the Foundation would be served by such action.

**Section 8.**

The selection of Trustees by the Directors is dependent on the candidates qualifying, based on the following:

- Trustees shall have an abiding interest in Rotary and the Foundation.
- Trustees shall accept the fiduciary responsibility to the Club and members, and responsibility of protecting, sustaining, and expanding the assets of the Foundation as possible in the interest of securing its financial health and perpetuity.
- Trustees shall be diligent in becoming informed of financial matters; investments; and various laws, rules, and other governing factors related to the Foundation in the interest of effecting the best possible decisions and results for the Foundation.
- Trustees shall uphold the stated purpose of the Foundation.
- Trustees shall give priority to attending meetings of the Trustees and members.
- Trustees shall be in good standing as a member of the Club and shall remain in good standing during the term of office as a Trustee.

**Section 9.**

The Board of Trustees may select three of its members to include the President, to serve as an Executive Committee with powers prescribed by the Board of Trustees. Three members of the Executive Committee shall constitute a quorum.

**Section 10.**

The Board of Trustees shall meet quarterly to transact business of the Foundation at a time and place designated by the President. The Secretary shall notify Trustees of the meeting.

**Section 11.**

The President may call a special meeting of the Trustees at any time. The Secretary shall notify the Trustees of any special meeting.

**Section 12.**

Under special conditions, as determined by the President, Foundation business may be conducted by telephone, email or means other than a meeting. Any resulting decision, transaction or action must be confirmed and recorded at a regular or special meeting of Trustees.

**Section 13.**

At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum in conducting the business of the Foundation. The President-Elect, as a Trustee, may vote only to break the tie vote. If a majority of the Trustees are not present at a meeting, a majority of the Trustees present may adjourn the meeting.

**Article V**  
**OFFICERS**

**Section 1.**

The Officers of the Foundation shall be a President, a Vice-President, a Treasurer, and a Secretary. The Board of Trustees may appoint an Assistant Treasurer and an Assistant Secretary to have the authority to perform the duties as prescribed by the Board of Trustees. The offices of the Foundation shall be elected annually by the Board of Trustees at a meeting to be determined by the President and held at a time after new Trustees are selected, and prior to the start of the Foundation's fiscal year.

**Section 2.**

Any officer elected by the Board of Trustees may be removed from the office by the Board of Trustees if it is judged to be in the best interest of the Foundation. A vacancy in any office may be filled by a vote of the Board of Trustees for the unexpired term.

**Section 3.**

The President shall be the Chief Executive Officer of the Foundation, preside over all meetings of Trustees and members, and see that all decisions voted by the Trustees and members are placed into effect.

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**Section 4.**

The Vice-President shall perform the duties of the President in the absence of the President, and any other duties as may be assigned by the President or the Board of Trustees.

**Section 5.**

The Treasurer shall have charge and custody of all funds and securities of the Foundation; receive and give receipts for all monies contributed to the Foundation; deposit monies, securities and other assets in the name of the Foundation in such banks or other depositories as designated by the Board of Trustees; disburse the funds of the Foundation as approved by the Board of Trustees; keep complete and accurate records and documents of financials and asset transactions by the Foundation; and such other duties as may be delegated by the President or the Board of Trustees. The Board of Trustees may require the Treasurer to maintain a bond acceptable to the Board to assure fiduciary performance and protect the assets of the Foundation.

**Section 6.**

The Secretary shall transcribe and preserve minutes of all meetings of the Trustees and members; give notice of meetings and all other notices as prescribed by statute, by-laws, resolution, or orders of the Board of Trustees; be custodian of the corporate records and seal and affix the seal to documents as required; and such other duties as may be delegated by the President or the Board of Trustees.

**Article VI**

**FUNDS**

**Section 1.**

A Permanent Fund and an Operating Fund shall be provided within the Foundation

**Section 2.**

A Permanent Fund shall receive all contributions to the Foundation, except those designated for a specific recipient and subject to imminent disbursement. Monies received shall be invested in securities or other investment prospectively to increase in value, or both. Other contributed assets shall be managed so as to

provide earnings or to increase the capital base of the Permanent Fund, or both. Funds shall be transferred to the Operating Fund to be available for the purpose of the Foundation each year at the Trustees' discretion. The amount transferred shall be between 0% and 10% of the Endowment Fund balance at the beginning of the year.

**Section 3.**

An Operating Fund shall be the resource for the stated beneficial purpose of the Foundation and a temporary depository for funds designated for a specific recipient. Specific expenditures from the Operating Fund shall be determined and approved by the Board of Directors of the Club and executed by the Treasurer. Monies in the Operating Fund shall be invested in marketable securities or depositories from which earnings are derived, and all earnings therefrom shall accrue the Permanent Fund.

**Section 4.**

The Foundation is organized as a non-profit corporation, and all distributions by the Board of Directors of the Club shall qualify under prevailing laws so as to maintain the tax-exempt status of the Foundation. Distributions of funds of the Foundation cannot be committed beyond the total funds available for distribution in any one year.

**Section 5.**

Contributions received from members shall be allocated as designated by a member for any authorized activity of the Foundation. In the absence of specific designations for the use of funds contributed, the allocation of such amounts to the Operating Fund and/or the Permanent Fund shall be determined by the Board of Trustees.

**Article VII**

**SIGNATURES**

The signatures of the Officers as designated by the Board of Trustees shall be required on all withdrawals of monies, security transactions and other instruments of property or assets.

**Article VIII**

**RULES AND ORDERS**

The Board of Trustees may adopt such rules and orders as considered necessary to the administration of the Foundation that are consistent with these by-laws.

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**Article IX  
EXPENSES**

The Board of Trustees may authorize expenses that are not directly related to the purpose of the Foundation but are necessary to the operation of the Foundation.

**Article X  
GIFTS**

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or device for the general or any special purpose of the Foundation.

**Article XI  
ADVISOR**

The President may appoint a Trustee as needed to be an Advisor of the Board of Directors of the Club regarding the qualifications of prospective candidates for a contribution from the Foundation so as to maintain the tax-exempt status of the Foundation.

**Article XII  
AGENT**

The Board of Trustees may designate by resolution a person, or persons, or an organization to act for the Foundation in effecting financials and security transactions approved by the Board of Trustees.

**Article XIII**  
**CONFLICT OF INTEREST**

A Trustee shall refrain from voting on any matter being considered by the Board of Trustees if there is any actual or potential personal conflict of interest, and shall refrain from attempting to exert any influence on other Trustees regarding the same matter; and, further, the Trustees shall inform the President of the conflict of interest condition.

**Article XIV**  
**LIABILITY**

Trustees are not to be held liable for any neglect, omission, or error in the performance of their duties, except for willful wrongdoing; nor shall Trustees be held liable for the neglect, omission, or error of any agent of the Foundation. In support of limiting the liability of Trustees, the collective actions of the Board of Trustees shall each year be submitted to the members of the Foundation for approval at the annual meeting.

**Article XV**  
**INDEMNIFICATION**

The Foundation may indemnify Trustees or other subjects to litigation or other proceedings as a result of serving as a Trustee or in other functions related to the Foundation. The Board of Trustees may define the limitations for which the Foundation may indemnify Trustees or others related to the Foundation.

**Article XVI**  
**AUDITS**

An annual audit of the finances and operations shall be initiated by the Board of Trustees, unless waived by the Board. A special audit may be instigated by the Board of Trustees at any time.

**Article XVII**  
**AMENDMENTS**

These by-laws may be amended by a vote of the members at any annual or special meeting of the members. A proposed amendment shall be submitted to the Secretary by a member or members in specific language appropriate to the by-laws, and the Secretary shall include the proposed amendment in the meeting notice.

**Article XVIII**  
**DISSOLUTION**

Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the Foundation, dispose of all assets of the Foundation in such a manner or to such organizations that qualify under prevailing tax laws as being tax exempt and in accordance with the Laws of the State of Texas and primarily serving Tarrant County.



**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

**FORT WORTH FOUNDATION  
119980101**

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/27/2012

Effective: 07/27/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Form 414  
(Revised 05/11)

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
Filing Fee: See instructions



**Restated Certificate of  
Formation  
With New Amendments**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
JUL 27 2012  
Corporations Section

**Entity Information**

The name of the filing entity is:

Fort Worth Foundation

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 0119980101

The date of formation of the filing entity is: July 12, 1991

**Amendments to Certificate of Formation**

This restated certificate of formation makes new amendments to the certificate of formation. Provided below is an identification by reference or description of each added, altered, or deleted provision.

**Identification of New Amendments**

(Indicate the changes that have been made by checking the appropriate box or boxes.)

- The entity name has been amended.
- The registered agent name or registered office address has changed.
- The purpose of the entity has been amended.
- The period of duration of the entity has been amended.
- A general partner has withdrawn or been admitted to the limited partnership.

### Identification of New Amendments (continued)

(Indicate the changes that have been made by checking and completing the appropriate box or boxes.)

**Other changes.** The certificate of formation has been amended as follows:

**Add** Each of the following provisions is added to the certificate of formation. The identification or reference of each added provision is set forth below. The full text of each added provision is contained in the amended and restated certificate of formation attached hereto.  
Article Four - Added "of cash or in-kind personal property following "distributions"; Added "and distributions to individuals of cash or in-kind items for charitable, religious, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. following "Law"; Article Six - Added "and Honorary" following "Active". See attached redlined copy of Restated and Amended Articles of Incorporation.

**Alter** The following identified provisions of the certificate of formation are amended. The full text of each amended provision is contained in the amended and restated certificate of formation attached hereto.

**Delete** Each of the provisions identified below are deleted from the certificate of formation.  
Article Six - Deleted "Senior Active and Past Service".

### Statement of Approval

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

### Required Statements

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent in the restated certificate of formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: July 24, 2012

By: PREMIER  
William Lee Premier  
Signature of authorized person  
WILLIAM LEE PREMIER  
Printed or typed name of authorized person (see instructions)

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

ARTICLES OF INCORPORATION  
OF  
FORT WORTH FOUNDATION

REDLINED

We, the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is FORT WORTH FOUNDATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The exclusive purposes for which the corporation is organized are:

For charitable, religious, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, including for such purposes, the making of distributions of cash or in-kind personal property to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and distributions to individuals of cash or in-kind items for charitable, religious, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 3030 Sandage, Fort Worth, Texas 76109, and the name of its initial registered agent at such address is Scranton Jones.

ARTICLE SIX

The corporation shall have one class of members. Members shall be all of the Active and Honorary ~~Senior Active and Past Service~~ members of the Rotary Club of Fort Worth South, Fort Worth, Texas, said Club being a chartered member of Rotary International.

ARTICLE SEVEN

The number of Trustees constituting the initial Board of Trustees is seven (7). The names, addresses and terms of the persons who are to serve as the initial Trustees are as follows:

	<u>Name</u>	<u>Addresses</u>
Place 1:	Charles Fraley	3109 Covert Avenue Fort Worth, Texas 76133
Place 2:	Gene Wilson	3200 Riverfront Drive Fort Worth, Texas 76107
Place 3:	J. R. Kimball	1201 W. Freeway Fort Worth, Texas 76102
Place 4:	W. Alan Winter	P.O. Box 1290 Fort Worth, Texas 76101
Place 5:	John C. Rosemergy	4604 Ranch View Road Fort Worth, Texas 76109
Place 6:	James B. Nelson	4420 W. Vickery Fort Worth, Texas 76107
Place 7:	Lary G. Milrany	3200 Riverfront Drive Fort Worth, Texas 76107

The initial Board of Trustees shall serve until the first annual meeting of the Members. At such meeting, Trustees for Places 1 and 2 shall be elected for a term of three years, Trustees for Places 3 and 4 shall be elected for a term of two years, and Trustees for Places 5, 6 and 7 shall be elected for a term of one year. Thereafter, at the annual Members' meeting, Trustees for Places 1, 2, 3, 4, 5, and 6 shall be elected to serve for a three year term, and the Trustee for Place 7 shall be elected for a one year term, or until their successors shall be elected and qualified. The number and tenure of Trustees may be changed by amendment to the By-Laws.

#### ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Charles J. Fraley	3109 Covert Avenue Fort Worth, Texas 76133
Lawrence E. Foxworth	675 N. Henderson Fort Worth, Texas 76107
Ole J. Lorenzetti	6201 S. Freeway Fort Worth, Texas 76134

#### ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members,, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE TEN

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.