Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning Jul 1 **, 2011, and ending** Jun 30 **, 2012**

Name of foundation: THE GEORGE WASHINGTON FOUNDATION

A Employer identification number: 91-6024141

Number and street (or P O box number if mail is not delivered to street address): 403 EAST E STREET

Room/suite:

B Telephone number (see the instructions): (509) 453-5678

City or town: YAKIMA State: WA ZIP code: 98901

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,225,793.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	810.			
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	16.	16.	16.	
	4	Dividends and interest from securities	49,907.	49,907.	49,907.	
	5a	Gross rents				
	b	Net rental income or (loss)		L-6a Stmt		
	6a	Net gain/(loss) from sale of assets not on line 10	13,508.			
	b	Gross sales price for all assets on line 6a 13,508.				
	7	Capital gain net income (from Part IV, line 2)		11,301.		
	8	Net short-term capital gain			2,207.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	64,241.	61,224.	52,130.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	5,780.			5,780.
	c	Other prof fees (attach sch) L-16c Stmt	925.			925.
	17	Interest				
	18	Taxes (attach schedule)(see instrs)	594.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	3,600.	1,800.		1,800.
	21	Travel, conferences, and meetings	113.			113.
	22	Printing and publications				
	23	Other expenses (attach schedule) MISC	895.			895.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,907.	1,800.		9,513.
	25	Contributions, gifts, grants paid	81,197.			81,197.
	26	**Total expenses and disbursements.** Add lines 24 and 25	93,104.	1,800.		90,710.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-28,863.			
	b	**Net investment income** (if negative, enter -0-)		59,424.		
	c	**Adjusted net income** (if negative, enter -0-)			52,130.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0301 12/02/11 Form **990-PF** (2011)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	294,735.	105,603.	105,603.
	2	Savings and temporary cash investments			
	3	Accounts receivable ► 350.			
		Less: allowance for doubtful accounts ►	1,050.	350.	350.
	4	Pledges receivable ►			
		Less. allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	973,791.	1,119,840.	1,119,840.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less' accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less' accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,269,576.	1,225,793.	1,225,793.
LIABILITIES	17	Accounts payable and accrued expenses	-152.	1,367.	
	18	Grants payable	95,112.	92,400.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	94,960.	93,767.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,174,616.	1,132,026.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,174,616.	1,132,026.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,269,576.	1,225,793.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,174,616.
2	Enter amount from Part I, line 27a	2	-28,863.
3	Other increases not included in line 2 (itemize) ► SCHEDULE	3	2,712.
4	Add lines 1, 2, and 3	4	1,148,465.
5	Decreases not included in line 2 (itemize) ► SCHEDULE	5	16,439.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,132,026.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Penco Real Return Fund	P	09/02/09	08/25/11
b	Lord Abbett Short Duration Income Fund	P	03/25/11	05/08/12
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	109,227.		98,045.	11,182.
b	52,170.		52,051.	119.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				11,182.
b				119.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	11,301.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	2,207.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	89,907.	1,312,337.	0.068509
2009	77,330.	1,199,789.	0.064453
2008	89,798.	1,130,254.	0.079449
2007	85,776.	1,359,612.	0.063089
2006	63,846.	1,439,017.	0.044368

2	**Total** of line 1, column (d)	2	0.319868
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063974
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,190,214.
5	Multiply line 4 by line 3	5	76,143.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	594.
7	Add lines 5 and 6	7	76,737.
8	Enter qualifying distributions from Part XII, line 4	8	90,710.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. ________ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	594.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	594.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	594.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	152.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	152.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	9.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	451.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	0.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	0.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? *If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________ **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ________ WA - Washington			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► CARL S. GEHO Telephone no. ► (509) 453-5678

Located at ► 403 EAST E STREET YAKIMA WA ZIP + 4 ► 98901-2400

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			Yes	No
1 a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available *for the benefit or use of a disqualified person)?*	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the *foundation agreed to make a grant to or to employ the official for a period after termination* of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1 c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – *see instructions*)		2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SEE ATTACHED				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	1,040,437.
b Average of monthly cash balances		1b	167,902.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,208,339.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	1,208,339.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	18,125.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,190,214.
6 **Minimum investment return.** Enter 5% of line 5		6	59,511.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6			1	59,511.
2a Tax on investment income for 2011 from Part VI, line 5	2a	594.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	594.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	58,917.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	58,917.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	58,917.

Part XII **Qualifying Distributions** (see instructions)

1 *Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:*		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	90,710.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 *Amounts set aside for specific charitable projects that satisfy the:*		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	90,710.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	594.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	90,116.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					58,917.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0.	
b Total for prior years. 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011.					
a From 2006	0.				
b From 2007	19,193.				
c From 2008	34,775.				
d From 2009	18,811.				
e From 2010	26,028.				
f **Total** of lines 3a through e		98,807.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 90,710.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2011 distributable amount					58,917.
e Remaining amount distributed out of corpus		31,793.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		130,600.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		130,600.			
10 Analysis of line 9.					
a Excess from 2007	19,193.				
b Excess from 2008	34,775.				
c Excess from 2009	18,811.				
d Excess from 2010	26,028.				
e Excess from 2011	31,793.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test – enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

SEE ATTACHED
-
- WA 98908 (509) 965-0706

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED - - WA 98908		COLLEGES UNIVERSITIES	SCHOLARSHIPS	81,197.
Total			► **3a**	81,197.
b *Approved for future payment*				
SEE ATTACHED - - WA 98908		COLLEGES UNIVERSITIES	SCHOLARSHIPS	92,400.
Total			► **3b**	92,400.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					16.
4 Dividends and interest from securities					49,907.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					13,508.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a DONATIONS					800.
b FOUNDATION MEMBERSHIPS					10.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					64,241.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 64,241.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
3,4	INSURES FUTURE TUITION COMMITMENTS CAN BE MET.
8	INSURES FUTURE TUITION COMMITMENTS CAN BE MET.
11a	INSURES FUTURE TUITION COMMITMENTS CAN BE MET.
11b	INSURES FUTURE TUITION COMMITMENTS CAN BE MET.

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of.			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

Signature of officer or trustee

Date: 11-8-12

Title: SECRETARY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Carl S. Geho, CPA	Carl S. Geho, CPA	10/29/12		P00963554

Firm's name ► Plan Services, Inc., PC

Firm's EIN ► 91-1455991

Firm's address ► 403 East E Street
Yakima WA 98901

Phone no (509) 453-5678

THE GEORGE WASHINGTON FOUNDATION #91-6024141
NAME

TAXABLE YEAR ENDED 6-30-12

SCHEDULES TO FORM 990-PF

	A EXPENSES PER BOOKS	B NET INVESTMENT INCOME	C ADJUSTED NET INCOME	D CHARITABLE PURPOSES
PG. 1, LINE 16b, ACCOUNTING FEES	5 780	0	0	5 780
PG. 1, LINE 16 C, OTHER PROF - STATEMENT PREP.	925	0	0	925
PG. 1, LINE 18, TAXES:				
FEDERAL EXCISE TAX ON FOUNDATIONS	594	0	0	0
PG. 1, LINE 23, OTHER EXPENSES:				
ADVERTISING	45	0	0	45
BANK CHARGES	251	0	0	251
STATE FILING FEES	55	0	0	55
INSURANCE	—	—	—	—
POSTAGE & SUPPLIES	544	0	0	544
MISCELLANEOUS EXPENSE	—	—	—	—
TOTAL	895	0	0	895
			AMOUNT	
PG. 2, PART 3, LINE 3, OTHER INCREASES:				
UNREALIZED GAIN IN MARKETABLE SECURITIES			0	
NET DECREASE IN SCHOLARSHIPS PAYABLE			2 712	
TOTAL			2 712	
PG. 2, PART 3, LINE 5, DECREASES:				
UNREALIZE LOSS IN MARKETABLE SECURITIES			16 439	
TOTAL			16 439	

SCHEDULE ____

THE GEORGE WASHINGTON FOUNDATION #91-6024141
NAME

TAXABLE YEAR ENDED 6-30-12

SCHEDULES TO FORM 990-PF

	BOOK VALUE	FAIR MARKET VALUE
PG. 2, PART 2, LINE 10b, INVESTMENTS:		
CAPITAL INCOME BUILDER	335 455	352 710
FRANKLIN INCOME FD.	413 828	352 107
PIMCO REAL RETURN FD.	52 100	52 356
INCOME FD. OF AMERICA	162 810	163 192
PIMCO INVESTMENT GRADE CORP.	83 765	85 201
BOND FD. OF AMERICA	111 789	114 274
TOTAL	1,159 747	1,119 840

	AMOUNT
PG. 1, PART 1, LINE 1, CONTRIBUTIONS, GIFTS, GRANTS, ETC.:	
$5,000 OR MORE ITEMS	
<NONE>	-0-
UNDER $5,000 ITEMS	
a. VARIOUS	810
TOTAL	810

SCHEDULE

Tx

THE GEORGE WASHINGTON FOUNDATION
SCHOLARSHIPS PAID TO INSTITUTIONS
EIN: 91-6024141
June 30, 2012

Page 11, Part XV, Items 3(a)

Central Washington University	$ 7,350.00
Columbia Basin College	1,750.00
Corban University	1,050.00
Eastern Washington University	5,250.00
Gonzaga University	2,100.00
Green River Community College	1,050.00
Heritage University	1,050.00
Northwest University	350.00
Pacific Lutheran University	1,050.00
Pepperdine University	1,050.00
Perry Technical Institute	4,197.00
Seattle University	2,100.00
University of Washington	13,300.00
Walla Walla Community College	2,100.00
Washington State University	15,225.00
Washington State University (Tri-cities)	1,050.00
Weber State University	525.00
Wenatchee Valley College	2,100.00
Wenatchee Valley College - Omak Campus	1,050.00
Western Washington University	2,100.00
Whitworth College	3,150.00
Yakima Valley Community College	11,200.00
Yakima Valley Community College - Grandview	1,050.00
	$ 81,197.00

THE GEORGE WASHINGTON FOUNDATION
PROJECTED SCHOLARSHIPS TO INSTITUTIONS -- ACADEMIC YEAR 2012-2013
EIN: 91-6024141
June 30, 2013

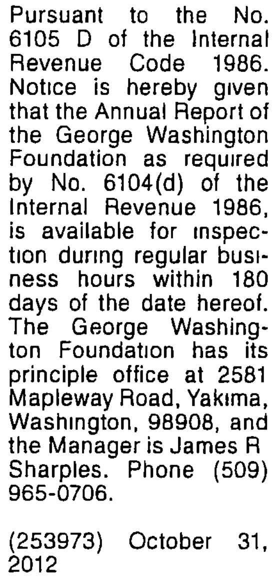
Page 11, Part XV, Items 3(b)

Central Washington University	$	6,300.00
Columbia Basin College		1,050.00
Eastern Washington University		9,450.00
Gonzaga University		3,150.00
Green River Community College		1,050.00
North Idaho College		1,050.00
Northwest Nazarene University		1,050 00
Pacific Lutheran University		1,050.00
Paul Mitchell the School		1,050.00
Pepperdine University		1,050.00
Perry Technical Institute		6,300.00
Seattle University		2,100.00
Spokane Community College		1,050.00
St. Martin's University		1,050.00
University of Montana		1,050.00
University of Puget Sound		1,050.00
University of San Diego		1,050.00
University of Washington		10,500.00
Walla Walla Community College		2,100.00
Walla Walla University		1,050.00
Washington State University		14,700.00
Washington State University (Tri-Cities)		1,050.00
Wenatchee Valley Community College		2,100.00
Western Washington University		3,150.00
Whitworth		5,250.00
Yakima Valley Community College		12,600.00
TOTAL	$	**92,400.00**

#91-6024141

THE GEORGE WASHINGTON FOUNDATION
6/30/12

(Newspaper Notice)
(10-31-2012)



Pursuant to the No. 6105 D of the Internal Revenue Code 1986. Notice is hereby given that the Annual Report of the George Washington Foundation as required by No. 6104(d) of the Internal Revenue 1986, is available for inspection during regular business hours within 180 days of the date hereof. The George Washington Foundation has its principle office at 2581 Mapleway Road, Yakima, Washington, 98908, and the Manager is James R Sharples. Phone (509) 965-0706.

(253973) October 31, 2012

THE GEORGE WASHINGTON FOUNDATION
PAGE 6, PART VIII, LINE 1 -- INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS
6/30/2012

91-6024141

NAME AND ADDRESS	TITLE AND AVERAGE HRS/WK	COMPENSATION	EMPLOYEE BEN PLAN CONTRIBUTION	EXPENSE ACCOUNT
John V Staffan 214 S. 35th Ave Yakima, WA 98902	President 2 Hrs/Wk	0	0	0
James R Sharples 2581 Mapleway Road Yakima, WA 98908	Secretary Part-Time	0	0	0
Bryan Wells 1670 LaRue Rd Toppenish, WA 98948	Vice-President 2 Hrs/Wk	0	0	0
Carl S. Geho 403 East E Street Yakima, WA 98901	Treasurer 2 Hrs/Wk	0	0	0
Michael Mackey 401 S. 3rd Street Selah, WA 98942	Trustee 2 Hrs/Wk	0	0	0
Dale Spurlock PO Box 1066 Zillah, WA 98953	Trustee 2 Hrs/Wk	0	0	0
Bill Tolliver 8802 W Chestnut Ave Yakima, WA 98908	Trustee 2 Hrs/Wk	0	0	0
Craig Childress 408 S 34th Ave. Yakima, WA 98902	Trustee 2 Hrs/Wk	0	0	0
George Sargent 220 N 42nd Ave Yakima, WA 98908	Trustee 2 Hrs/Wk	0	0	0

THE GEORGE WASHINGTON FOUNDATION

#91-6024141

JUNE 30, 2012

Page 10, Part XV, Line 2 – Supplementary Information

(a) James R. Sharples, Secretary
The George Washington Foundation
2581 Mapleway Road
Yakima, WA 98908
(509) 965-0706

(b) Early each year, applications for our scholarships are mailed to a large number of specific public high schools in Eastern Washington. These applications request the following:

1. Student's personal and family data sheet
2. An unmounted photograph of the student
3. A letter of recommendation from a selected reference, preferably not from the school staff
4. Personal letter from the student -- covering information not covered elsewhere in the application
5. Confidential form covering financial information of the family
6. High school principal's data sheet
7. Transcript of student's high school credits.

These applications are available through the office of the counselor or principal to graduating high schools seniors of both sexes, regardless of race, color, or creed.

(c) Awards are made approximately in the middle of April each year and, accordingly, the applications as described above should be submitted to James R. Sharples no later than March 1. Approved applications are generally announced by May 31st.

(d) The Board of Trustees of the George Washington Foundation selects recipients of scholarships on the basis of need for financial assistance, academic standing, and on those personal qualities such as leadership, use of time and energy, initiative, citizenship, chance of success in college, and primary interests. The student should be in the upper 20% of his/her class. However, this requirement might be waived in case of financial difficulty at home, such as a widowed mother/father, illness of a parent, or large number of children in the family. This waiver is made to enable the student's future earning ability through further education, thereby assisting in his/her well being.

A large percentage of our scholarships are awarded for use at Yakima Valley Community College, where we are able to keep in close touch through the counselors and direct contact with the students Further, the Foundation awards scholarships primarily to students attending colleges or universities within the State of Washington.

Scholarships are generally awarded to graduating high school seniors from Eastern Washington for use at community colleges and universities to cover student tuition, fees, books, and supplies for the freshman year. This affords a considerable savings to recipients who can obtain the first two years of college while living at home. This provides an opportunity during three summers to earn money toward costs at a senior institution. However, we do make exceptions to this general rule and award fixed sums (or otherwise) to other than community colleges, particularly when desired courses are not available

No grants are made for research projects.

Page 1 of 1

STATE OF WASHINGTON
SECRETARY OF STATE

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12/16/11 2084714-001
$0.00 D
td: 2226437

Washington Nonprofit Corporation

See attached detailed instructions

☐ **Standard Filing Fee $20.00**

☐ **Filing Fee with Expedited Service $70.00**

UBI Number: 601853610

ARTICLES OF AMENDMENT

Chapter 24.03 RCW

SECTION 1

NAME OF CORPORATION: *(as currently recorded with the Office of the Secretary of State)*

THE GEORGE WASHINGTON FOUNDATION

SECTION 2

ARTICLES OF AMENDMENT WERE ADOPTED BY: *(please check and complete one of the following)*

☑ The amendment was adopted by a meeting of members held: (Date) November 7, 2011
A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

☐ The amendment was adopted by a consent in writing and signed by all members entitled to vote.

☐ There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) ____________

SECTION 3

AMENDMENTS TO ARTICLES ON FILE: *(if necessary, attach additional information)*

Membership requirements are relaxed, language cleaned up. Pre-amble attached.

SECTION 4

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: *(please check one of the following)*

☑ Upon filing by the Secretary of State

☐ Specific Date: ____________ *(Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)*

SECTION 5

SIGNATURE: *(see instructions page)*

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X	James R Sharples, Sec'ty GWF		1-509-965-0705
Signature	**Printed Name and Title**	**Date**	**Phone**

GEORGE WASHINGTON FOUNDATION

December 13, 2011, Yakima,Wa

To: Secretary of State, Corporations Division

801 Capitol Way S   P.O. Box 40234

Olympia, WA 98504-0234

The George Washington Foundation submits for filing the accompanying amending and clarifying articles of incorporation, adopted at its 2011 annual meeting. The principal effects of these articles are:
(1) conforming the requirements for foundation membership to the foundation's purposes and original articles; (2) limiting trustee liability as allowed by the 1989 legislature; (3) rearranging, consolidating and simplifying the foundation's original 1921 articles and previous amendments which were appended to them in 1941, 1970 and 1971.

James R.Sharples, Sec'ty George Washington Foundation

2581 Mapleway Rd

Yakima, WA 98908

1-509-965-0706   gwfoundation@compwrx.com

GEORGE WASHINGTON FOUNDATION

AMENDED ARTICLES OF INCORPORATION (2011)

ARTICLE 1. NAME, PLACE, DURATION AND POWERS

The name of the corporation is and shall be "The George Washington Foundation." The Foundation's principal place of business shall be at Yakima, Washington. Its existence shall be perpetual. The Foundation shall have all the powers granted to non-profit corporations under RCW 24.03.035.

ARTICLE 2. INCORPORATORS AND TRUSTEES

The initial incorporators and trustees of the Foundation were Ernest B. Hussey and R.J. Fisher, both of Seattle, Walter J. Thompson of Tacoma, Alfred H. Henry of Yakima, Robert Doragh of Olympia, John C. Minton of Bellingham, Richard F. MacLean of Walla Walla, and A.J. Chisholm of Everett. The current trustees are John Staffan, James Sharples, Carl Gebo, Craig Childress, George Sargent, Willard Toliver, and Dale Spurlock, all of Yakima, Washington, Michael Mackey, of Selah, Washington, and Brian Wells of Toppenish, Washington.

ARTICLE 3. REGISTERED AGENT AND ADDRESS

The registered agent and address for the Foundation are: James Sharples, 2581Maple Way Road, Yakima, WA 98908.

ARTICLE 4. GOVERNING STATUTE; SHARES ; DISTRIBUTION UPON WINDUP

The Foundation is and shall be a non-profit corporation operating under Chapter 24.03 of the Revised Code of Washington. The Foundation shall neither create nor issue shares. No part of the assets or income of the Foundation shall ever inure to the benefit of any member of the Foundation.

In the event of liquidation or dissolution of the Foundation, distributions shall be made as the Board of Trustees, in their discretion, shall determine, but only to entities which then satisfy the requirements of Section 501(c)(3) of the Internal Revenue Code and whose purposes are compatible with those of the Foundation.

ARTICLE 5. PURPOSES

The purposes of the Foundation shall be to promote general, moral, and civic education by all lawful means including endowment, creation, ownership, operation, maintenance and control of educational institutions, and grants to students. For these purposes, the Foundation may acquire, receive, own, manage, invest and dispose of real and personal property, and all accretions, rents, earnings or other increments shall be impressed with the same trust as the assets from which they are derived. All these means shall be employed in accordance with the fundamental principles of the Ancient and Accepted Scottish Rite, as published in "Morals and Dogma."

ARTICLE 6. MEMBERSHIP

Members of the Foundation shall be those persons who have solemnly promised to uphold the fundamental principles of the Scottish Rite, been approved for membership by the Foundation's Board of Trustees, and made a donation to the Foundation in an amount specified in the Foundation Bylaws. Those already admitted to membership shall not be subject to bylaw changes increasing in the donation threshold.

ARTICLE 7. MANAGEMENT

The affairs of the Foundation shall be managed by a Board of Trustees as provided for in the Bylaws. In performing their duties the Trustees shall always endeavor to foster and promote (1) constitutional government and individual liberty, (2) understanding and appreciation of Americanism as expressed in the Declaration of Independence, the U.S Constitution, the Farewell Address of President George Washington, and the Gettysburg Address of President Abraham Lincoln, (3) belief in the fatherhood of God and the brotherhood of mankind, (4) ecumenical understanding and reverence for teachings of the Holy Bible, with no sectarian bias or preference, (5) respect for the sacredness of all religious doctrines, and (6) rejection of religious intolerance and persecution.

ARTICLE 8. COMPLIANCE WITH FEDERAL TAX LAWS

a. The Foundation shall not engage in any self-dealing as defined in Section 4941 of the Internal Revenue Code, as now or hereafter codified or amended.
b. The Foundation shall distribute income each year to qualified recipients, as determined by the trustees, so as to avoid federal taxes on undistributed income under Section 4942 of the Internal Revenue Code, as now or hereafter codified or amended.
c. The Foundation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, as now or hereafter codified or amended.
d. The Foundation shall not make any investment which would subject it to tax under Section 4944 of the Internal Revenue Code, as now or hereafter codified or amended.

e. The Foundation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, as now or hereafter codified or amended.

ARTICLE 9. LIMITED TRUSTEE LIABILITY

Foundation trustees shall not be liable for damages to the corporation or its members for acts done or omitted in their trustee capacity. However, this provision shall not apply to acts or omissions involving intentional misconduct, or to any knowing violation of law, or to any transaction from which the trustee will personally receive a benefit in money, property, or services to which he is not legally entitled.

The undersigned attest, for the George Washington Foundation, that the foregoing Amended Articles of Incorporation were approved by two-thirds vote at a lawful meeting of the Foundation held on November 7, 2011.

Signed at Yakima, Washington this 7 day of November, 2011.

President

Secretary