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## Return of Organization Exempt From Income Tax

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

2011

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning Sep 1, 2011, and ending Aug 31, 2012

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DR. PHILLIPS, INC. Doing Business As		D Employer Identification Number 59-0724702
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite P.O. BOX 692709		E Telephone number (407) 422-6105
	City, town or country State ZIP code + 4 ORLANDO FL 32869-2709		G Gross receipts \$ 39,922,804.
	F Name and address of principal officer J.A. HINSON PO BOX 692709 ORLANDO FL 32869		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number	
J Website: www.drphillips.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 1997	M State of legal domicile DE

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY CONDUCTS OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE CENTRAL FLORIDA YMCA BASED IN ORLANDO, FL.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	5
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	3
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	32
	6 Total number of volunteers (estimate if necessary)	6	0
Revenue	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	123,037.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	8 Contributions and grants (Part VIII, line 1h)		
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,754,454.	5,559,888.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,816,137.	5,629,393.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,570,591.	11,189,281.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,301,673.	5,737,824.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,900,889.	2,955,791.
Expenses	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	895,212.	727,878.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,097,774.	9,421,493.
	19 Revenue less expenses Subtract line 18 from line 12	4,472,817.	1,767,788.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	140,510,170.	142,215,938.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,331,192.	2,269,172.
		138,178,978.	139,946,766.

## Part III Signature Block

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

Sign Here	Signature of officer <i>J.A. Hinson</i>	Date			
	J.A. HINSON Type or print name and title	CHAIRMAN			
Paid Preparer Use Only	Print/Type preparer's name Anne-Marie L. Barrett	Preparer's signature <i>Anne-Marie L. Barrett, CPA</i>	Date 4/11/13	Check <input type="checkbox"/> if self-employed	PTIN P00546302
	Firm's name CROSS, FERNANDEZ & RILEY, LLP				Firm's EIN 59-3651466
	Firm's address 201 S. ORANGE AVE., SUITE 800 ORLANDO FL 32801				Phone no (407) 841-6930
	May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

DR. PHILLIPS, INC. PROVIDES FINANCIAL SUPPORT TO PUBLIC AND PUBLICLY SUPPORTED  
 CHARITABLE ORGANIZATIONS NAMED IN ITS ARTICLES OF INCORPORATION AND ALSO DIRECTLY  
 See Form 990, Page 2, Part III, Line 1 (continued)

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

If 'Yes,' describe these new services on Schedule O

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

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

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

**4a** (Code \_\_\_\_\_) (Expenses \$ 8,184,158. including grants of \$ 5,737,824.) (Revenue \$ 0.)  
 SUPPORT ORGANIZATION FOR NAMED EXEMPT ORGANIZATIONS UNDER  
 IRC 501(C)(3). SEE LIST OF GRANTS IN SCHEDULE A AND SCHEDULE I.

**4b** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4c** (Code: \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

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

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4e** Total program service expenses ▶ 8,184,158.

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
<b>23</b> Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
<b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III</i>		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>	X	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

BAA

Form 990 (2011)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

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

☒

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

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

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

☒**Section A. Governing Body and Management**

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

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

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

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ▶ NONE

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☒ Another's website ☒ Upon request

**19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

▶ J. A. HINSON 7400 DR. PHILLIPS BLVD ORLANDO FL 32819 (407) 422-6105

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

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

☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) J.A. HINSON CHAIRMAN/EVP/DIR/MEMBER	32.00	X		X				309,691.	2,586.	22,081.
(2) R.L. MELLEN, III PRESIDENT/DIRECTOR	50.00	X		X				422,155.	1,500.	63,272.
(3) H.L. BURNETT A. SEC/A. TREAS/DIR	50.00			X			X	133,966.	1,500.	44,166.
(4) E.M. TUKDARIAN TREASURER	50.00			X				167,261.	0.	59,508.
(5) A.F. MANLEY SECRETARY	50.00			X				109,268.	0.	37,905.
(6) DON AMMERMAN DIRECTOR	2.00						X	2,416.	2,084.	0.
(7) MARGARET MILLER DIRECTOR	2.00	X						2,832.	1,918.	0.
(8) JAMES W. FERBER DIRECTOR	2.00	X						2,166.	380,409.	0.
(9) KEN ROBINSON DIRECTOR	2.00	X						2,209.	1,791.	0.
(10) JAMES K. HASSON MEMBER	1.00	X						0.	0.	0.
(11) J.C. THATCHER PROPERTY MANAGER	50.00					X		112,240.	0.	33,637.
(12) S.K. DONNELLY CONTROLLER	50.00					X		111,250.	0.	25,061.
(13) E.F. FUREY, III MEMBER	1.00	X						0.	0.	0.
(14) _____										



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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) _____										
(16) _____										
(17) _____										
(18) _____										
(19) _____										
(20) _____										
(21) _____										
(22) _____										
(23) _____										
(24) _____										
(25) _____										
<b>1 b Sub-total</b>								1,375,454.	391,788.	285,630.
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								1,375,454.	391,788.	285,630.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **7**

**3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*

**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If 'Yes' complete Schedule J for such individual*

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

**Part VIII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns	<b>1 a</b>					
	<b>b</b> Membership dues	<b>1 b</b>					
	<b>c</b> Fundraising events	<b>1 c</b>					
	<b>d</b> Related organizations	<b>1 d</b>					
	<b>e</b> Government grants (contributions)	<b>1 e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1 f</b>					
	<b>g</b> Noncash contributions included in lns 1a-1f: \$						
<b>h Total.</b> Add lines 1a-1f							
<b>PROGRAM SERVICE REVENUE</b>	<b>Business Code</b>						
	<b>2 a</b> _____						
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f							
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts)			2,957,916.	0.	0.	2,957,916.
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real	(ii) Personal				
	<b>b</b> Less: rental expenses	8,749,419.					
	<b>c</b> Rental income or (loss)	3,248,490.					
	<b>d</b> Net rental income or (loss)	5,500,929.		5,500,929.	0.	0.	5,500,929.
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses	28,087,005.					
	<b>c</b> Gain or (loss)	25,485,033.					
	<b>d</b> Net gain or (loss)	2,601,972.		2,601,972.	0.	-1,199.	2,603,171.
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from fundraising events						
	<b>9 a</b> Gross income from gaming activities See Part IV, line 19						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from gaming activities						
	<b>10 a</b> Gross sales of inventory, less returns and allowances						
	<b>b</b> Less: cost of goods sold						
	<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
<b>11 a</b> SALE OF BURIAL RIGHTS	531390		120,300.	0.	120,300.	0.	
<b>b</b> CEMETERY TRUST INTEREST	531390		3,936.	0.	3,936.	0.	
<b>c</b> MISCELLANEOUS OTHER	900099		4,228.	4,228.	0.	0.	
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d			128,464.				
<b>12 Total revenue.</b> See instructions			11,189,281.	4,228.	123,037.	11,062,016.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

☒

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,737,824.	5,737,824.		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22				
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	1,259,308.	974,408.	284,900.	0.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	936,338.	599,807.	336,531.	0.
<b>7</b> Other salaries and wages				
<b>8</b> Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	223,100.	142,784.	80,316.	0.
<b>9</b> Other employee benefits	403,731.	258,388.	145,343.	0.
<b>10</b> Payroll taxes	133,314.	85,321.	47,993.	0.
<b>11</b> Fees for services (non-employees).				
<b>a</b> Management				
<b>b</b> Legal	136,364.	42,196.	94,168.	0.
<b>c</b> Accounting	24,000.	0.	24,000.	0.
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees	19,587.	12,536.	7,051.	0.
<b>g</b> Other				
<b>12</b> Advertising and promotion	44,254.	21,827.	22,427.	0.
<b>13</b> Office expenses	244,230.	156,307.	87,923.	0.
<b>14</b> Information technology	79,541.	50,906.	28,635.	0.
<b>15</b> Royalties				
<b>16</b> Occupancy	100.	64.	36.	0.
<b>17</b> Travel	23,007.	5,638.	17,369.	0.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	4,286.	2,743.	1,543.	0.
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	25,659.	397.	25,262.	0.
<b>23</b> Insurance	18,725.	11,984.	6,741.	0.
<b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> BAD DEBTS	102.	0.	102.	0.
<b>b</b> CEMETERY	65,414.	0.	65,414.	0.
<b>c</b> DUES, LICENSES & SUBSCRIPTIONS	32,437.	20,760.	11,677.	0.
<b>d</b> GROVES, TRACTORS & TRAILERS	10,172.	0.	10,172.	0.
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	9,421,493.	8,123,890.	1,297,603.	0.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	<b>1</b> Cash — non-interest-bearing	125,355.	<b>1</b>	136,585.
	<b>2</b> Savings and temporary cash investments	19,469,342.	<b>2</b>	5,283,727.
	<b>3</b> Pledges and grants receivable, net		<b>3</b>	
	<b>4</b> Accounts receivable, net	56,281.	<b>4</b>	51,224.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		<b>6</b>	
	<b>7</b> Notes and loans receivable, net	973,128.	<b>7</b>	1,052,067.
	<b>8</b> Inventories for sale or use	0.	<b>8</b>	698,192.
	<b>9</b> Prepaid expenses and deferred charges	167,010.	<b>9</b>	175,329.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 32,383,183.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 21,066,537.		
	<b>11</b> Investments — publicly traded securities	11,698,064.	<b>10c</b>	11,316,646.
	<b>12</b> Investments — other securities. See Part IV, line 11	107,760,693.	<b>11</b>	123,141,903.
	<b>13</b> Investments — program-related. See Part IV, line 11		<b>12</b>	
	<b>14</b> Intangible assets		<b>13</b>	
	<b>15</b> Other assets. See Part IV, line 11	260,297.	<b>14</b>	
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	140,510,170.	<b>15</b>	360,265.	
<b>17</b> Accounts payable and accrued expenses	1,202,072.	<b>16</b>	142,215,938.	
<b>18</b> Grants payable		<b>17</b>	1,126,254.	
<b>19</b> Deferred revenue		<b>18</b>		
<b>20</b> Tax-exempt bond liabilities		<b>19</b>		
<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D		<b>20</b>		
<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		<b>21</b>		
<b>23</b> Secured mortgages and notes payable to unrelated third parties		<b>22</b>		
<b>24</b> Unsecured notes and loans payable to unrelated third parties		<b>23</b>		
<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,129,120.	<b>24</b>		
<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	2,331,192.	<b>25</b>	1,142,918.	
<b>27</b> <b>Unrestricted net assets</b>		<b>26</b>	2,269,172.	
<b>28</b> <b>Temporarily restricted net assets</b>				
<b>29</b> <b>Permanently restricted net assets</b>				
<b>30</b> <b>Capital stock or trust principal, or current funds</b>				
<b>31</b> <b>Paid-in or capital surplus, or land, building, or equipment fund</b>				
<b>32</b> <b>Retained earnings, endowment, accumulated income, or other funds</b>	138,178,978.			
<b>33</b> <b>Total net assets or fund balances</b>	138,178,978.			
<b>34</b> <b>Total liabilities and net assets/fund balances</b>	140,510,170.			

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Form 990 (2011)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,189,281.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,421,493.
3	Revenue less expenses Subtract line 2 from line 1	3	1,767,788.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	138,178,978.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	139,946,766.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both  
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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Form 990 (2011)

**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

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**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?

(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) ADULT LITERACY LEAGUE	23-7076600	7	X		X		X		18,950.
(B) AMERICAN CANCER SOCIETY	59-0657320	7	X		X		X		2,500.
(C) BETA CENTER, INC.	23-7446558	7	X		X		X		2,500.
(D) BOYS & GIRLS CLUB OF CENT	59-0951887	7	X		X		X		27,366.
(E) See Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h (continued)									5,686,508.
<b>Total</b>									<b>5,737,824.</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
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants'.)						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> 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)						
<b>6 Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 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**

<b>14</b> Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
<b>15</b> Public support percentage from 2010 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a 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 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"/>		
<b>17a 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"/>		
<b>18 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"/>		

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Schedule A (Form 990 or 990-EZ) 2011

**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.)						
<b>14 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**

<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>	%
<b>19a 33-1/3% support tests – 2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
<b>b 33-1/3% support tests – 2010.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		



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

NOT APPLICABLE

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

Name of the organization

**Supplemental Financial Statements**

► Complete if the organization answered 'Yes,' to Form 990,  
Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2011**Open to Public  
Inspection

Employer identification number

DR. PHILLIPS, INC.

59-0724702

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

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

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

a ☐ Public exhibition

b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs

e ☐ Other \_\_\_\_\_

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

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

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

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

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

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

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

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

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

a Board designated or quasi-endowment ▶ \_\_\_\_\_ %

b Permanent endowment ▶ \_\_\_\_\_ %

c Temporarily restricted endowment ▶ \_\_\_\_\_ %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	2,611,699.	3,180.		2,614,879.
b Buildings	25,213,379.	75,643.	17,053,708.	8,235,314.
c Leasehold improvements				
d Equipment	764,596.	1,211,400.	1,651,165.	324,831.
e Other	2,457,883.	45,403.	2,361,664.	141,622.

**Total.** Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

11,316,646.

BAA

Schedule D (Form 990) 2011

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

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

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

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

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

(a) Description	(b) Book value
(1) DEFERRED LEASE EXPENSE	333,260.
(2) INVESTMENT IN PHILJOHN, INC.	500.
(3) TRADEMARKS, NET	2,040.
(4) TRANSPORTATION IMPACT FEES	24,465.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B), line 15.)	360,265.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LEASE DEPOSITS	1,142,918.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.)	1,142,918.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	11,189,281.
2	Total expenses (Form 990, Part IX, column (A), line 25)	9,421,493.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	1,767,788.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net) Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	1,767,788.

**Part XIII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	14,437,771.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	3,248,490.
e	Add lines 2a through 2d	2e	3,248,490.
3	Subtract line 2e from line 1	3	11,189,281.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,189,281.

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

1	Total expenses and losses per audited financial statements	1	12,669,983.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	3,248,490.
e	Add lines 2a through 2d	2e	3,248,490.
3	Subtract line 2e from line 1	3	9,421,493.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	9,421,493.

**Part XIV Supplemental Information**

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

Pt XII Line 2d RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

Pt XIII Line 2d RENTAL BUILDING EXPENSES INCLUDED ON FORM 990, PT VIII

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**Part XIV** Supplemental Information *(continued)*

Area for supplemental information with horizontal dashed lines.

**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 21 or 22.  
▶ Attach to Form 990.

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ADULT LITERACY LEAGUE, IN 345 W. MICHIGAN ST., STE 1 ORLANDO FL 32806	23-7076600	170 (B) (1) (A) (VI)	18,950.	0.	N/A	N/A	LITERACY EDUCA
(2) AMERICAN CANCER SOCIETY 1601 W. COLONIAL DR. ORLANDO FL 32804	59-0657320	170 (B) (1) (A) (VI)	2,500.	0.	N/A	N/A	SUPPORT FOR PE
(3) BETA CENTER, INC. 4680 LAKE UNDERHILL ROAD ORLANDO FL 32807	23-7446558	170 (B) (1) (A) (VI)	2,500.	0.	N/A	N/A	SUPPORT, PREVE
(4) BOYS & GIRLS CLUB OF CENT 801 N. MAGNOLIA AVE., STE ORLANDO FL 32803	59-0951887	170 (B) (1) (A) (VI)	27,366.	0.	N/A	N/A	YOUTH DEVELOPM
(5) CENTRAL FLORIDA YOUNG MEN 433 N. MILLS AVENUE ORLANDO FL 32803	59-0624430	509 (A) (2)	1,914,860.	0.	N/A	N/A	FACILITY IMPRO
(6) COALITION FOR THE HOMELES 639 W. CENTRAL BLVD ORLANDO FL 32801	59-2814255	170 (B) (1) (A) (VI)	2,500.	0.	N/A	N/A	SERVICES TO TH
(7) DIOCESE OF ORLANDO P.O. BOX 1800 ORLANDO FL 32802	59-1215378	170 (B) (1) (A) (I)	5,000.	0.	N/A	N/A	TUITION FOR 1
(8) DR. PHILLIPS CENTER FOR T 455 S. ORANGE AVE., STE 41 ORLANDO FL 32801	20-0695917	170 (B) (1) (A) (VI)	2,500,000.	0.	N/A	N/A	CONSTRUCT NEW
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table			24				
3 Enter total number of other organizations listed in the line 1 table							

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

TEEA3901 06/01/11

Schedule I (Form 990) (2011)

# Continuation Sheet for Schedule I (Form 990)

2011

► Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

Continuation Page 1 of 2

Name of the organization		Employer identification number					
DR. PHILLIPS, INC.		59-0724702					
Part III Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EDGEWOOD CHILDRENS RANCH, 1451 EDGEWOOD RANCH ROAD ORLANDO FL 32835	59-1150182	170(B) (1) (A) (II)	11,750.	0.	N/A	N/A	REHABILITATION
HEART OF FLORIDA UNITED W 1940 TRAYLOR BLVD ORLANDO FL 32804	59-0808854	170(B) (1) (A) (VI)	0.	15,926.	FMV	COMPUTER SERVICE	MEET CRITICAL
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE, NE WASHINGTON D.C. DC 20002	23-7327730	170(B) (1) (A) (VI)	100,000.	0.	N/A	N/A	EDUCATE PUBLIC
HISTORICAL SOCIETY OF CEN 65 E. CENTRAL BLVD. ORLANDO FL 32801	59-1860444	170(B) (1) (A) (VI)	10,000.	0.	N/A	N/A	SHOWCASE LOCAL
JUNIOR ACHIEVEMENT OF CEN 2121 CAMDEN ROAD ORLANDO FL 32803	59-0972112	170(B) (1) (A) (VI)	97,000.	3,170.	FMV	OFFICE FURNITURE	FINANCIAL LITERACY
NATIONAL MULTIPLE SCLEROS 2701 MAITLAND CENTER PKWY MAITLAND FL 32751	59-0972204	170(B) (1) (A) (VI)	1,000.	0.	N/A	N/A	SUPPORT FOR PEOPLE
NATIONAL RIGHT TO WORK LE 8001 BRADDOCK ROAD SPRINGFIELD VA 22160	59-1588825	170(B) (1) (A) (VI)	50,000.	0.	N/A	N/A	PROTECTION OF
ORLANDO HEALTH INC. 1414 S. KUHL AVENUE ORLANDO FL 32806	59-1726273	170(B) (1) (A) (III)	777,702.	0.	N/A	N/A	PROGRAM NEEDS
ORLANDO MUSEUM OF ART, IN 2416 N. MILLS AVENUE ORLANDO FL 32803	59-0910352	509(A) (2)	55,100.	0.	N/A	N/A	SUPPORT FOR PEOPLE
ORLANDO REPERTORY THEATRE 1001 E. PRINCETON STREET ORLANDO FL 32803	59-1056385	509(A) (2)	5,000.	0.	N/A	N/A	PROMOTE FAMILY

TEEA4001 08/25/11

Schedule I Cont (Form 990) 2011



## Continuation Sheet for Schedule I (Form 990)

2011

▶ Attach to Form 990 to list additional information for  
Schedule I (Form 990), Part II and Part III.

Continuation Page 2 of 2

Name of the organization		Employer identification number					
DR. PHILLIPS, INC.		59-0724702					
Part III Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE, STE 2 SACRAMENTO CA 95834	94-2197343	170 (B) (1) (A) (VI)	100,000.	0.	N/A	N/A	EXPANSION OF C
ROLLINS COLLEGE 1000 HOLT AVENUE - 2711 WINTER PARK FL 32789	59-0624440	170 (B) (1) (A) (II)	5,000.	0.	N/A	N/A	STARTUP OF FLO
THE SALVATION ARMY 416 WEST COLONIAL DRIVE ORLANDO FL 32804	58-0660607	170 (B) (1) (A) (I)	25,000.	0.	N/A	N/A	SERVICES TO TH
UNITED CEREBRAL PALSY OF 1221 W. COLONIAL DR., 3RD ORLANDO FL 32804	59-0799925	509 (A) (2)	3,500.	0.	N/A	N/A	SUPPORT FOR CH
UNIVERSITY OF CENTRAL FLO 12424 RESEARCH PARKWAY, S ORLANDO FL 32826	59-6211832	170 (B) (1) (A) (IV)	2,500.	0.	N/A	N/A	OPERA EDUCATIO
UNIVERSITY OF FLORIDA FOU P.O. BOX 14425 GAINESVILLE FL 32604	59-0974739	170 (B) (1) (A) (VI)	1,500.	0.	N/A	N/A	SUPPORT FOR EX
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**SCHEDULE J**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Compensation Information****For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees**

- **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**  
► **Attach to Form 990.** ► **See separate instructions.**

OMB No 1545-0047

**2011****Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I** Questions Regarding Compensation

**1 a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use          |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence          |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)          |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization?

**b** Any related organization?

If 'Yes' to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

**a** The organization?

**b** Any related organization?

If 'Yes' to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III.

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

**9** If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

**Yes****No****1 b** X**2** X**4 a**

X

**4 b**

X

**4 c**

X

**5 a**

X

**5 b**

X

**6 a**

X

**6 b**

X

**7**

X

**8**

X

**9****BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 J.A. HINSON	(i) 309,691. (ii) 2,586.	0.	0.	0.	22,081.	331,772.	0.
2 R.L. MELLEN, III	(i) 422,155. (ii) 1,500.	0.	0.	35,260.	28,012.	485,427.	0.
3 H.L. BURNETT	(i) 133,966. (ii) 1,500.	0.	0.	20,251.	23,916.	178,133.	0.
4 E.M. TUKDARIAN	(i) 167,261. (ii) 0.	0.	0.	25,352.	34,156.	226,769.	0.
5	(i) --- (ii) ---	---	---	---	---	---	---
6	(i) --- (ii) ---	---	---	---	---	---	---
7	(i) --- (ii) ---	---	---	---	---	---	---
8	(i) --- (ii) ---	---	---	---	---	---	---
9	(i) --- (ii) ---	---	---	---	---	---	---
10	(i) --- (ii) ---	---	---	---	---	---	---
11	(i) --- (ii) ---	---	---	---	---	---	---
12	(i) --- (ii) ---	---	---	---	---	---	---
13	(i) --- (ii) ---	---	---	---	---	---	---
14	(i) --- (ii) ---	---	---	---	---	---	---
15	(i) --- (ii) ---	---	---	---	---	---	---
16	(i) --- (ii) ---	---	---	---	---	---	---

BAA

TEEA4102 01/24/12

Schedule J (Form 990) 2011

## Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

This image shows a blank sheet of white paper with vertical dashed lines. The lines are evenly spaced and run from the top to the bottom of the page, creating a series of narrow columns. There are no other markings, text, or illustrations on the page.

**SCHEDULE L**  
**(Form 990 or 990-EZ)**Department of the Treasury  
Internal Revenue Service**Transactions With Interested Persons**

► Complete if the organization answered  
'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

**2011****Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
Total				► \$						

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2011

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) FOWLER, TINDAL, MELLEN, INC.	OWNER IS SPOUSE OF DIRECT	79,176.	INT. DECORE SERVICES AND EXP REIMB.		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

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

PART IV, LINE 1 PAYMENTS LISTED IN PART IV WERE MADE IN CONNECTION WITH THE INTERIOR FURNISHINGS OF A NEW OFFICE BUILDING AND WERE BASED ON REASONABLE, ARM'S LENGTH COMMISSIONS AND ACTUAL EXPENSES INCURRED. OTHER BIDS WERE OBTAINED AND THE LOWEST BID WAS ACCEPTED AND APPROVED BY THE BOARD.

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

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part IV, Line 4 THE ORGANIZATION HAS ANSWERED THIS QUESTIONS NEGATIVELY BECAUSE  
IT CONSIDERS AMOUNTS SPENT BY IT TO BE EXCEPTED FROM THE DEFINITION  
OF "INFLUENCING LEGISLATION" BY INTERNAL REVENUE CODE SECTION 4911(D)(2)(C),  
THE SO-CALLED "SELF-DEFENSE" EXCEPTION. THE ORGANIZATION CONTACTED  
MEMBERS OF THE STAFFS OF SENATORS AND REPRESENTATIVES WITH RESPECT TO  
THE APPLICATION TO IT OF A CERTAIN PROVISION OF THE PENSION PROTECTION  
ACT OF 2006. THE BULK OF ITS CONTACT WITH SENATORS, MEMBERS OF  
CONGRESS, AND LEGISLATIVE STAFF MEMBERS WERE FOCUSED ON ADMINISTRATIVE  
INTERPRETATIONS OF THE PENSION PROTECTION ACT'S PROVISIONS APPLICABLE TO THE  
ORGANIZATION AND ON POSSIBLE LEGISLATIVE CORRECTION IN THE EVENT THAT  
SATISFACTORY ADMINSTRATIVE INTERPRETATIONS WERE NOT FORTHCOMING.  
THESE DISCUSSIONS FOCUSED ON THE EXISTENCE OF THE ORGANIZATION  
AND ITS POWERS AND DUTIES UNDER THE 2006 LEGISLATION. THE TOTAL  
AMOUNT SPENT WAS NOT SUBSTANTIAL IN RELATION TO THE TOTAL EXPENDITURES  
OR ACTIVITIES OF THE ORGANIZATION, IN ANY EVENT.

Part V, Line 8 AS REPORTED IN PART IV OF SCHEDULE R OF THIS FORM 990, THE ORGANIZATION  
IS THE SOLE OWNER OF A C CORPORATION KNOWN AS PHILJOHN, INC., WHICH  
SERVES AS A REAL ESTATE BROKER TO FACILITATE PURCHASES AND SALES OF RENTAL  
REAL PROPERTY HELD BY THE ORGANIZATION AS INVESTMENT OR PROGRAM RELATED  
ASSETS. IT IS A FUNCTIONALLY RELATED BUSINESS BECAUSE IT IS NOT  
ENGAGED IN AN UNRELATED TRADE OR BUSINESS. MOREOVER, THE ORGANIZATION  
HAS A PERIOD OF 20 YEARS FROM JANUARY 1, 2007 TO DISPOSE OF ANY EXCESS  
BUSINESS HOLDINGS THAT MAY EXIST.



Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-A, Line 4 THE ORGANIZATION FILED A CERTIFICATE OF AMENDMENT TO AMEND DR. PHILLIPS, INC.'S  
CERTIFICATE OF INCORPORATION TO AMEND THE LIST OF SECONDARY BENEFICIARIES  
AS APPROVED BY THE BOARD OF DIRECTORS.

Part VI-A, Line 6 THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7a THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS.

Part VI-A, Line 7b THERE IS ONE CLASS OF MEMBERS WHOSE RESPONSIBILITIES ARE TO ELECT  
OR REMOVE THE DIRECTORS. THE MEMBERS ALSO HAVE THE AUTHORITY TO VOTE  
ON DECISIONS CONCERNING THE CORPORATION, INCLUDING AMENDMENT OF  
THE ARTICLES OF INCORPORATION, BYLAWS AND DISSOLUTION OF THE CORPORATION.

Part VI-B, Line 11a FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 11b FORM 990 REVIEWED BY TREASURER, PRESIDENT BY COMPARING FINANCIAL RESULTS  
TO AUDIT. REVIEWED DRAFT SUBMITTED TO CPA FIRM AND LEGAL COUNSEL  
TO ENSURE COMPLIANCE WITH LAW. FORM 990 PROVIDED TO DIRECTORS PRIOR TO FILING.

Part VI-B, Line 12c ANNUAL DISCLOSURE FORM SUBMITTED BY EACH BOARD MEMBER AND OFFICER.  
ALL FORMS REVIEWED BY PRESIDENT AND CONFLICT OF INTEREST BOARD  
COMMITTEE. IF REQUEST IS SUBMITTED BY ORGANIZATION WHERE CONFLICT  
OF INTEREST EXISTS, CONFLICTED BOARD MEMEBER CANNOT INFLUENCE  
OR PARTICIPATE IN VOTE.

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

Part VI-B, Line 15 COMPENSATION STUDY PERFORMED BY THIRD PARTY CONSULTANT. COMPENSATION  
APPROVED BY BOARD AND COMPENSATION COMMITTEE.

Part VI-C, Line 19 ARTICLES OF INCORPORATION AND CONFLICT OF INTEREST POLICY ARE  
PROVIDED TO THE PUBLIC AT OUR OFFICE UPON REQUEST. THE FORM 990  
FINANCIAL STATEMENT IS AVAILABLE TO THE PUBLIC AT GUIDESTAR.

Part VII - A JAMES W. FERBER, A DIRECTOR OF THE DR. PHILLIPS, INC. BOARD, IS ALSO  
THE CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA, WHICH IS THE  
PRIMARY BENEFICIARY OF DR. PHILLIPS, INC. MR. FERBER RECEIVED \$2,166  
FROM DR. PHILLIPS, INC. AND \$2,084 FROM THE DR. P. PHILLIPS  
FOUNDATION, A RELATED ORGANIZATION, DURING FISCAL 2012 AS COMPENSATION  
FOR HIS SERVICES ON THE BOARD OF DIRECTORS. AS COMPENSATION FOR  
HIS SERVICES AS CEO AND PRESIDENT OF THE CENTRAL FLORIDA YMCA MR. FERBER  
RECEIVED \$378,325 IN COMPENSATION.

Part IX, Line 11f INVESTMENT CONSULTING FEES ARE NETTED AGAINST INVESTMENT  
INCOME (PART VIII, LINE 3). THE "INVESTMENT MANAGMENT FEES" SHOWN ON  
PART IX, LINE 11F ARE MADE UP OF 401K PLAN ADMINISTRATION FEES  
WHICH ARE THEN ALLOCATED IN THE SAME MANNER AS THE ORGANIZATION'S  
SALARIES, OTHER COMPENSATION, EMPLOYEE BENEFITS (PART I, LINE 15).

**SCHEDULE R**  
(Form 990)**Related Organizations and Unrelated Partnerships**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

DR. PHILLIPS, INC.

Employer identification number

59-0724702

**2011****Open to Public Inspection****Part I Identification of Disregarded Entities** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
-----					
-----					
(2) -----					
-----					
-----					
(3) -----					
-----					
-----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501 (c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) THE DR. P. PHILLIPS FOUNDATION 59-6135403 P.O. BOX 692709, ORLANDO FL 32869	PRIVATE FOUNDATION	FL	501 (C) (3)	PRIVATE FOUNDATION N/A			X
(2) CENTRAL FLORIDA YMCA 59-0624430 433 N MILLS AVENUE, ORLANDO FL 32803	CHARITABLE COMMUNITY SERVICE ORGANIZATION	FL	501 (C) (3)	SUPPORTED ORG N/A			X
(3) -----							
-----							
-----							
(4) -----							
-----							
-----							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ----- ----- ----- -----												
(2) ----- ----- ----- -----												
(3) ----- ----- ----- -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) PHILLJOHN, INC. 59-2496544 7400 DR. PHILLIPS BLVD ORLANDO, FL 32819	REAL ESTATE BROKER	FL	DR. PHILLIPS, INC	C	1,251.	694,271.	100.00
(2) ----- ----- ----- -----							
(3) ----- ----- ----- -----							

**Part V Transactions With Related Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Sale of assets to related organization(s)**g** Purchase of assets from related organization(s)**h** Exchange of assets with related organization(s)**i** Lease of facilities, equipment, or other assets to related organization(s)**j** Lease of facilities, equipment, or other assets from related organization(s)**k** Performance of services or membership or fundraising solicitations for related organization(s)**l** Performance of services or membership or fundraising solicitations by related organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**n** Sharing of paid employees with related organization(s)**o** Reimbursement paid to related organization(s) for expenses**p** Reimbursement paid by related organization(s) for expenses**q** Other transfer of cash or property to related organization(s)**r** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) CENTRAL FLORIDA YMCA		B	1,914,860.	1/3 OF TOTAL
(2)				CONTRIBUTIONS
(3) THE DR. P. PHILLIPS FOUNDATION		M, N, P	21,406.	REPORTED HOURS
(4)				WORKED BASED
(5)				UPON TIMESHEETS
(6)				

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unre- lated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
-----													
-----													
(2) -----													
-----													
-----													
(3) -----													
-----													
-----													
(4) -----													
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(5) -----													
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(6) -----													
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(7) -----													
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-----													
(8) -----													
-----													
-----													

**Part VII** Supplemental Information

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

SCHEDULE R, LINE 2 (A) (2) A RELATED PARTY REIMBURSES THE ORGANIZATION FOR OFFICE  
EXPENSES AND MAINTENANCE SERVICES ON PROPERTY OWNED BY  
THE RELATED PARTY. THE AMOUNT AS OF 8/31/2012 WAS \$21,406.

**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2011**Attachment  
Sequence No **179**

Name(s) shown on return

DR. PHILLIPS, INC.

Identifying number

59-0724702

Business or activity to which this form relates

Form 990 / Form 990EZ

**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property) (See instructions)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	501,305.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		30,599.	3.00	MA 200		10,006.
b 5-year property		22,550.	5.00	MA 200		2,794.
c 7-year property		12,869.	7.00	MA 200		10,224.
d 10-year property		15,364.	10.00	SL		449.
e 15-year property		12,959.	15.00	SL		420.
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
	Various	257,854.	40 yrs	MM	S/L	1,812.

**Section C – Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property Enter amount from line 28	21	15,891.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	542,901.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	



**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

**Section A – Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

<b>24a</b> Do you have evidence to support the business/investment use claimed?					<input checked="" type="checkbox"/> <b>Yes</b>	<input type="checkbox"/> <b>No</b>	<b>24b</b> If 'Yes,' is the evidence written?					<input checked="" type="checkbox"/> <b>Yes</b>	<input type="checkbox"/> <b>No</b>
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost					
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							<b>25</b>						
<b>26</b> Property used more than 50% in a qualified business use:													
07 LEXUS	07/31/07	100.00	35,500.	35,500.	5.00	ADS	6,508.						
07 INFINITI	08/10/07	100.00	41,500.	41,500.	5.00	ADS	7,608.						
See Additional Listed Property Statement							1,775.						
<b>27</b> Property used 50% or less in a qualified business use													
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							<b>28</b>	15,891.					
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1							<b>29</b>						

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)												
<b>31</b> Total commuting miles driven during the year												
<b>32</b> Total other personal (noncommuting) miles driven												
<b>33</b> Total miles driven during the year. Add lines 30 through 32												
<b>34</b> Was the vehicle available for personal use during off-duty hours?												
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?												
<b>36</b> Is another vehicle available for personal use?												

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

**Note:** If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2011 tax year (see instructions):					
<b>43</b> Amortization of costs that began before your 2011 tax year					<b>43</b>
					111,368.
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>
					111,368.

## Schedule O (Form 990), Supplemental Information to Form 990

**Form 990, Page 2, Part III, Line 1 (continued)**

Briefly describe the organization's mission:

CONDUCTS OR SUPERVISES PROGRAMS FOR THEIR BENEFIT. ITS PRINCIPAL BENEFICIARY IS THE  
CENTRAL FLORIDA YMCA BASED IN ORLANDO, FL.

## Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h

**Schedule A (Form 990 or Form 990-EZ), Page 1, Part I, Line 11h (continued)**

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC Section)	(iv) Is the organiza- tion in column (i) listed in your govern- ing doc- ument?		(v) Did you notify the organiza- tion in column (i) of your support?		(vi) Is the organiza- tion in column (i) organized in the U.S.?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
CENTRAL FLORIDA YOU	59-0624430	9	X		X		X		1,914,860.
COALITION FOR THE H	59-2814255	7	X		X		X		2,500.
DIOCESE OF ORLANDO	59-1215378	1	X		X		X		5,000.
DR PHILLIPS CENTER	20-0695917	7	X		X		X		2,500,000.
EDGEWOOD CHILDRENS	59-1150182	2	X		X		X		11,750.
HEART OF FLORIDA UN	59-0808854	7	X		X		X		15,926.
THE HERITAGE FOUNDA	23-7327730	7	X		X		X		100,000.
HISTORICAL SOCIETY	59-1860444	7	X		X		X		10,000.
JUNIOR ACHIEVEMENT	59-0972112	7	X		X		X		100,170.
NATIONAL MULTIPLE S	59-0972204	7	X		X		X		1,000.
NATIONAL RIGHT TO W	59-1588825	7	X		X		X		50,000.
ORLANDO MUSEUM OF A	59-0910352	9	X		X		X		55,100.
ORLANDO HEALTH INC.	59-1726273	3	X		X		X		777,702.
ORLANDO REPERTORY T	59-1056385	9	X		X		X		5,000.
PACIFIC LEGAL FOUND	94-2197343	7	X		X		X		100,000.
ROLLINS COLLEGE	59-0624440	2	X		X		X		5,000.
THE SALVATION ARMY	58-0660607	1	X		X		X		25,000.
UNITED CEREBRAL PAL	59-0799925	9	X		X		X		3,500.
UNIVERSITY OF CENTR	59-6211832	5	X		X		X		2,500.
UNIVERSITY OF FLORI	59-0974739	7	X		X		X		1,500.
Total									<u>5,686,508.</u>

## Form 990-T, Page 1, Part II, Line 28

**Other Deductions Statement**

CEMETERY TRUST DEPOSITS	12,030.
UTILITIES	6,605.
Total	<u>18,635.</u>

Form 4562, line 26

**Additional Listed Property Statement**

(a) Type of property	(b) Date placed in service	(c) Business/ investmnt use %	(d) Cost or other basis	(e) Basis for deprecia- tion	(f) Re- covery period	(g) Method/ Con- vention	(h) Deprecia- tion deduction	(i) Elected section 179 cost
00 FORD EXPLORER	02/29/00	100.00	24,292.	24,292.	5.00	ADS	0.	
03 LINCOLN	10/18/02	100.00	55,930.	55,930.	5.00	ADS	1,775.	

Total

1,775.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "DR. PHILLIPS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF OCTOBER, A.D. 2005, AT 3:32 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2007, AT 10:30 O'CLOCK A.M.

2736198 8100X

120372608



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9469114

DATE: 03-29-12

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DR. PHILLIPS, INC.

(A Nonprofit Corporation)

The original Certificate of Incorporation for Dr. Phillips, Inc. was filed with the Secretary of State on April 11, 1997. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this Corporation and was duly adopted in accordance with sections 242 and 245 of the Delaware General Corporation Law.

I.

The name of the corporation is "Dr. Phillips, Inc." (the "Corporation").

II.

The Corporation is organized pursuant to the provisions of the Delaware General Corporation Law.

III.

The Corporation shall have perpetual duration.

IV.

(a) The Corporation is a nonprofit, nonstock corporation organized for the following exclusively religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in this Certificate of Incorporation as the "Code"): To acquire, establish, retain and maintain a fund or funds consisting of real estate, securities and other investment assets to be held, invested and used exclusively for the religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes described hereinafter, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of section 501(c)(3) of the Code.

(b) The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in this Article IV. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code; therefore, notwithstanding any other provision in this Certificate, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the

Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c)(2), 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

(c) To the extent that section 4942 of the Code is applicable to the Corporation, the directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of this Certificate of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

## V.

(a) The Corporation is organized and shall be operated to support those religious, charitable, scientific, literary, amateur athletic, cruelty prevention and educational organizations hereinafter named. To fulfill these general objectives, the Board of Directors of the Corporation shall cause no less than thirty percent (30%) of the Distributable Amount of the Corporation, as hereinafter defined, for each year of the Corporation to be distributed to or for the benefit of the Central Florida Young Men's Christian Association, Inc., Orlando, Florida (together with any successor, hereinafter referred to as the "Central Florida YMCA") for such capital additions, improvements, renovations and maintenance of the buildings and other facilities of such organization as shall be determined from time to time by the Board of Directors of the Corporation, and the remaining portion of the Distributable Amount, if any, to be distributed to or for the benefit of the following organizations, which shall be referred to herein as the "Secondary Beneficiaries," in such amounts and proportions as determined from time to time by the Board of Directors of the Corporation, without any obligation to provide equalizing, proportionate or continuing distributions to any of such organizations:

Adult Literacy League, Inc.; Alzheimer Resource Center Inc; American Cancer Society, Inc., for the use of its Florida Division, Inc. Orange County Unit; American Heart Association Inc., for the use of its Central Florida Chapter; Anthony House Inc.; Area Agency on Aging of Central Florida Inc.; Arthritis Foundation, for the use of its Florida

Chapter; Birth, Education, Training, Acceptance, Inc.; Big Brothers /Big Sisters of Central Florida Inc.; Boys & Girls Club of Central Florida; Center for Drug-Free Living, Inc. (The); Center for Independent Living in Central Florida Inc.; Central Florida Blood Bank Inc.; Central Florida Police Athletic League Inc; Boy Scouts of America, for the use of its Central Florida Council; Central Florida Crimeline Program Inc.; Central Florida Young Men's Christian Association, Inc.; Childrens Home Society of Florida, for the use of its Central Florida Division; Christian Service Center for Central Florida, Inc.; Circle Christian School Inc.; CITE THE LIGHTHOUSE FOR CENTRAL FLORIDA; Citrus Council of Girl Scouts; City of Orlando, Florida, for exclusively public purposes; Civic Theatre of Central Florida, Inc.; Coalition For the Homeless of Central Florida, Inc.; Community Communications, Inc.; Community Coordinated Care for Children Inc. (C); Community Foundation of Central Florida, Inc.; Community Services Center of South Orange County Inc.; Community Services Network Inc.; Edgewood Childrens Ranch Inc.; First Orlando Foundation Inc.; Florida Citrus Sports Events Inc.; Florida Easter Seal Society Inc.; Florida Literacy Coalition Inc.; Florida Symphony Youth Orchestra Inc.; Foundation for Orange County Public School Inc.; Goodwill Industries of Central Florida Inc.; Habitat for Humanity of Greater Orlando Area Inc.; Heart of Florida United Way; Heritage Foundation; The James Madison Institute for Public Policy Studies Inc.; Jewish Community Center of Central Florida Inc.; Jewish Family Service of Greater Orlando; Junior Achievement Inc., for the use of its Central Florida Chapter; Juvenile Diabetes Foundation International, for the use of its Central Florida Chapter; Kidney Foundation of Florida, Inc., for the use of its Central Florida Chapter; Lakeside Alternatives Inc.; Learning Disabilities Association of Central Florida; Leukemia Society of America Inc., for the use of its Central Florida Chapter; March of Dimes Birth Defects Foundation, for the use of its Central Florida Chapter; Mental Health Association of Central Florida; Michelee Puppets Inc.; Muscular Dystrophy Association, for the use of its Central Florida Chapter; The Mustard Seed of Central Florida Inc.; National Foundation for Consumer Credit, Inc., for the use of its local affiliate known as Consumer Credit Counseling Service of Central Florida, Inc.; National Multiple Sclerosis Society, for the use of its Central Florida Chapter; National Right-To-Work Legal Defense and Education Foundation Inc.; Orange County, Florida, for exclusively public purposes; Orange County Historical Society Inc.; Orange County, Florida Public Schools for exclusively public purposes; Orlando Day Nursery Association; Orlando Museum of Art, Inc.; Orlando, Florida Public Library System, for exclusively public purposes; Orlando Regional HealthCare System Inc.; Orlando Science Center Inc; Orlando Shakespeare Festival Inc.; Orlando Union Rescue Mission Inc.; Osceola County Council on Aging, Inc.; P.A.C.E. Center for Girls Inc., Orange County, FL; P.A.C.E. Private School Inc.; Pacific Legal Foundation; Primrose Center Inc.; Rollins College; Roman Catholic Churches in the United States, for the use of its Catholic Diocese of Orlando; Russell Home for Atypical Children Inc.; The Salvation Army; Second Harvest Food Bank of Central Florida Inc.; Seniors First Inc.; Southeastern Council of Foundations, Inc.; Southeastern Legal Foundation Inc.; Southern Baptist Convention and its affiliated churches and missions (Southern Baptist Association); Spouse Abuse, Inc.; State of Florida University System, for exclusively public purposes; Sunsystem Development Corporation, dba Florida Hospital Foundation; United Arts of Central Florida, Inc.; United Cerebral Palsy of Central Florida Inc.; United Methodist Church; United States

Business and Industrial Council Educational Foundation; University of Central Florida Foundation Inc.; University of Florida Foundation Inc.; Valencia Community College Foundation, Inc.; We Care Crisis Center Inc.; WEEKENDS of Greater Orlando Inc; World Class Schools Inc.

Notwithstanding the foregoing, no distribution shall be made to any organization which is not at the time of distribution a Qualifying Charitable Organization, as hereinafter defined. The Central Florida YMCA, or any substitute principal beneficiary of the Corporation designated as provided in Paragraph (d) of this Article V, shall be referred to herein as the "Principal Beneficiary."

(b) For purposes hereof, the "Distributable Amount" of the Corporation for any fiscal year of the Corporation shall be substantially all of the net income of the Corporation for that year. The "net income" of the Corporation shall be the excess of its gross income, including interest on tax-exempt bonds (within the meaning of section 103 of the Code) and net short-term capital gains (but excluding both net long-term capital gains, as such terms are defined in section 1222 of the Code, and other extraordinary redemption, complete liquidation, partial liquidation, recapitalization or other similar distributions in connection with stock held for investment for more than one year by the Corporation, without regard to the treatment of such distributions under said section 1222 or other characterization provisions of the Code), over the expenses paid or incurred for the production or collection of gross income or for the management, conservation, or maintenance of property held for the production of gross income, including allowances for depreciation and depletion determined by the method provided in section 4940(c)(3)(B) of the Code. For these purposes, the phrase "substantially all of the net income" shall be interpreted in accordance with section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

(c) Not later than the end of the fiscal year of the Corporation following the fiscal year of receipt of the net income, the Corporation shall distribute to the Principal Beneficiary thirty percent (30%) or more of the Distributable Amount of the Corporation, as determined by the Board of Directors. After making distributions to the Principal Beneficiary, but by the same fiscal year end, the Corporation shall distribute the balance of the Corporation's Distributable Amount, if any is remaining, to or among or for the benefit of one or more of the Secondary Beneficiaries. All administrative expenses paid or incurred by the Corporation to accomplish one or more of the public purposes described in section 170(c)(1) or charitable purposes described in section 170(c)(2)(b) of the Code shall constitute a distribution to or for the benefit of the named beneficiaries hereunder. The Board of Directors of the Corporation may specify, from time to time, the particular uses to be made by the Central Florida YMCA of the distributions made by the Corporation to the Central Florida YMCA, provided that each year's distribution to or for the benefit of the Central Florida YMCA shall be such that the Central Florida YMCA will be sufficiently attentive to the operations of the Corporation that the Corporation will continue to be operated in connection with the Central Florida YMCA as prescribed in section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder. In similar fashion, the Board of Directors shall direct each year's distribution by the Corporation to any substitute Principal Beneficiary chosen as provided herein to be used for such religious, charitable, scientific,



literary, amateur athletic, cruelty prevention, or educational purposes as will cause the Corporation to be operated in connection with such Principal Beneficiary as prescribed in said Code section and Regulations. The Board of Directors may specify the purposes (within the public or religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or educational purposes of the respective organizations) for which any such distribution to a Secondary Beneficiary shall be used.

(d) The organizations named in paragraph (a) of this Article V shall be deemed to include their respective successors by merger, consolidation or otherwise. If the Central Florida YMCA or its successor should cease to exist, substantially terminate or abandon its operations, change its purposes or methods of operation to the extent that it no longer fulfills the religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes and directives expressed in this Certificate, violate the terms of any grant or distribution to it by the Corporation, fail to maintain a level of participation in its programs that contributes importantly to the improvement of living conditions in the Central Region of the State of Florida, or cease to be a Qualifying Charitable Organization, or in the event that the needs of the Principal Beneficiary for the type of support contemplated by Article V(a) hereof are reasonably satisfied, in the judgment of the board of directors of the Corporation, the directors of this Corporation shall, without the need for court approval or confirmation, remove such organization as the Principal Beneficiary and select a substitute organization as Principal Beneficiary which is then a Qualifying Charitable Organization and which would enable this Corporation to maintain its status as a "supporting organization" described in section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder. If a Secondary Beneficiary or its successor should cease to exist, substantially terminate or abandon its operations, change its purposes or methods of operation to the extent that it no longer fulfills the religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or educational purposes and directives expressed in this Certificate, in the case of an educational institution fail to maintain any accreditation or approval necessary to continue its educational activities, violate the terms of any grant or distribution to it by the Corporation, fail to maintain a level of participation in its programs that contributes importantly to the improvement of living conditions in the area in which it operates, or cease to be a Qualifying Charitable Organization, the directors of this Corporation may, without the need for court approval or confirmation, remove such organization as a Secondary Beneficiary and designate as Secondary Beneficiaries one or more substitute organizations which are then Qualifying Charitable Organizations and which would enable this Corporation to maintain its status as a "supporting organization" described in section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

(e) In this Certificate and in any amendments to it, references to "Qualifying Charitable Organization" or "Qualifying Charitable Organizations" shall mean any federal, state or local governmental bodies (but only with respect to exclusively public charitable purposes), or any corporations, trusts, funds, foundations or community chests which are organized and operated exclusively for religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or educational purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual (except as reasonable compensation for services necessary or appropriate in fulfilling its charitable purpose and reimbursement of ordinary and necessary expenses thereto and distributions in furtherance of its charitable

purposes), no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in section 509(h) of the Code), which is not disqualified for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation, whose expenditures to influence legislation do not exceed the permissible limits of sections 501(h) and 4911 of the Code (to the extent applicable), which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, which do not discriminate in conducting their affairs against any person on account of race, color, national origin, sex, religion or age, and which are described in section 170(c)(1) or 501(c)(3) and in section 509(a)(1) or (2) of the Code. In this Certificate and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Code.

(f) The directors of the Corporation shall, not less often than annually, deliver to the Principal Beneficiary a report of the financial affairs of the Corporation for the period concerned, including a statement of the assets and liabilities of the Corporation, a statement of the receipts and disbursements of the Corporation, a statement by investment asset categories of its then-current investment portfolio, and such other information as the directors of the Corporation deem appropriate and helpful. The directors of the Corporation shall confer at least once during each fiscal year of the Corporation with the Principal Beneficiary concerning the support of the Principal Beneficiary by the Corporation.

## VI.

(a) Unless otherwise provided in this Certificate of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonprofit corporations under the Delaware General Corporation Law, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

(b) The directors are authorized to and shall take any and all other action necessary or appropriate to qualify the Corporation as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

## VII.

In the event of the dissolution of the Corporation, which dissolution may be authorized by the affirmative vote of three-fourths of the directors of the Corporation then in office and by the affirmative vote of two-thirds of the members of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed exclusively for the purposes of the Corporation among, or its assets shall be sold and the proceeds distributed among, the organizations named in Article V of this Certificate of Incorporation, or their successors, in the proportions that the Distributable Amount or net

income, as appropriate, of the Corporation has been distributed during the preceding twelve full calendar months to or for the benefit of such organizations. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Court of Chancery of New Castle County, Delaware shall be authorized to make such distribution exclusively for such purposes among the aforesaid organizations receiving distributions during such twelve month period as such Court shall determine, acting upon the request of any director of the Corporation, any member of the Corporation, or any other person authorized by law to so act. No distribution shall be made at any time to or for the benefit of any organization other than a Qualifying Charitable Organization or for other than a charitable purpose.

#### VIII.

The Corporation shall not be authorized to issue any shares of capital stock and shall have no capital stock. The Corporation shall have members. Except as otherwise expressly provided in this Amended and Restated Certificate of Incorporation, the members shall have such voting rights as are provided in the bylaws of the Corporation as adopted and amended from time to time by the Board of Directors of the Corporation and as approved by the members of the Corporation.

#### IX.

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) and no more than fifteen (15) members. One member of the Board of Directors at all times shall be an individual appointed by the then Principal Beneficiary. Less than one-half of the members of the Board of Directors shall be "disqualified persons" with respect to the Corporation, as such term is defined in section 4946 of the Code (disregarding for this purpose status as a disqualified person arising solely because of such position as a director). Subject to the qualification requirement for the one member appointed by the Principal Beneficiary, all members of the Board of Directors shall be elected by the members of the Corporation as provided by the Bylaws. The exact number and the method of election of the other members of the Board of Directors as well as any other qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation, except that the number of the members of the Board of Directors serving at the time of amendment and restatement of this Certificate of Incorporation is fixed by Article X of this Certificate of Incorporation.

#### X.

The Board of Directors of the Corporation shall consist of eight (8) members (one of whom, James W. Ferber, has been appointed by the Central Florida YMCA), who shall serve terms as provided in the bylaws of the Corporation (other than James W. Ferber, who shall serve until replaced by the Principal Beneficiary) and whose names and addresses are as follows:

J. A. Hinson  
60 West Robinson Street  
Orlando, Florida 32801

James W. Ferber  
433 N. Mills Avenue  
Orlando, FL 32803

Thomas T. Ross  
60 West Robinson Street  
Orlando, Florida 32801

Richard L. Fletcher, Jr.  
60 West Robinson Street  
Orlando, Florida 32801

Ed F. Furey, III  
60 West Robinson Street  
Orlando, Florida 32801

H.L. Burnett  
60 West Robinson Street  
Orlando, Florida 32801

Margaret Miller  
10993 Piping Rock Circle  
Orlando, FL 32817

Harvey Massey  
Massey Services Inc.  
610 N. Wymore Road  
Maitland, FL 32751

#### XI.

(a) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Delaware General Corporation Law or any successor law or laws.

(b) The Corporation shall indemnify any director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Delaware General Corporation Law or any successor law or laws.

(c) Expenses (including attorney's fees) incurred by a director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a director or officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in

advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Delaware General Corporation Law or any successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

XII.

The address of the initial registered office and principal office of the Corporation is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 and the initial registered agent of the Corporation at such address is The Corporation Trust Company.

XIII.

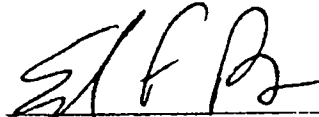
The name and address of the incorporator are:

Michael Todd Wade  
999 Peachtree Street  
Atlanta, GA 30309

XIV.

The Certificate of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds of the directors of the Corporation then in office and the affirmative vote of two-thirds of the members as permitted in the Delaware General Corporation Law (or the corresponding provision of any future Delaware general corporation law). None of the beneficiaries named in or pursuant to Article V of this Amended and Restated Certificate of Incorporation shall be entitled to vote on, or have any standing to object to, any such amendment, including, without limitation, an amendment to Article V or any one or more provisions affecting the Code section 509(a)(3) classification of the Corporation; provided, however, that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code. In addition, the Corporation may at any time, upon approval by a majority of the members of its Board of Directors then in office and by a majority of its members, merge into or consolidate with any other nonprofit, nonstock corporation which is, at the time of such merger or consolidation, described in section 501(c)(3) of the Code, and no such merger or consolidation shall obligate the Corporation at such time or thereafter to make any distributions as provided in Article V of this Amended and Restated Certificate of Incorporation or to obtain the consent of any beneficiary named in or pursuant to Article V of this Amended and Restated Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned Secretary of Dr. Phillips, Inc. certifies this to be the Amended and Restated Certificate of Incorporation of Dr. Phillips, Inc. duly approved by the Board of Directors of Dr. Phillips, Inc. in accordance with section 242 of the Delaware General Corporation Law.

A handwritten signature in black ink, appearing to read 'Ed F. Furey, III', written over a horizontal line.

Ed F. Furey, III

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
(A NONPROFIT CORPORATION  
WITHOUT CAPITAL STOCK)**

The corporation, DR. PHILLIPS, INC , organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting held on August 17, 2005, a vote of the members of the governing body was taken for and against the amendment to the Amended and Restated Certificate of Incorporation, said Amendment being that the third sentence of Article IX of the Amended and Restated Certificate of Incorporation shall read as follows:

Less than one-half of the members of the Board of Directors shall be "disqualified persons" with respect to the Corporation, as such term is defined in section 4946 of the Code (disregarding for this purpose status as a disqualified person arising solely because of a person's position as a "foundation manager," as such term is defined in section 4946 of the Code).

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be  
signed this 10th day of October, A.D. 2005.

DR. PHILLIPS, INC.

By: 

Ed F. Furey, III  
President



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:30 AM 02/27/2007  
FILED 10:30 AM 02/27/2007  
SRV 070240611 - 2736198 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
(A NONPROFIT CORPORATION  
WITHOUT CAPITAL STOCK)**

The corporation, DR. PHILLIPS, INC., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That by unanimous written consent in lieu of a meeting, the members of the governing body of the corporation approved the amendment of the Amended and Restated Certificate of Incorporation, said Amendment being that World Class Schools, Inc. is deleted from, and "Orlando Performing Arts Center Corporation" is added to (immediately following "Orlando Museum of Art, Inc.;" ), the list of Secondary Beneficiaries set forth in Article V, paragraph (a) of the said Amended and Restated Certificate of Incorporation.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and of the Amended and Restated Certificate of Incorporation of the corporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this second day of February, A.D. 2007.

DR. PHILLIPS, INC.

By:

J. A. Hinson  
J. A. Hinson  
President

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DR. PHILLIPS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 2012, AT 12:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2736198 8100

120432020

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9506905

DATE: 04-17-12

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
DR. PHILLIPS, INC.**

\* \* \* \* \*

Dr. Phillips, Inc. (the "Corporation"), a Delaware nonprofit corporation, does hereby certify:

**FIRST:** That the Board of Directors of the Corporation duly adopted the following resolutions setting forth proposed amendments of the Amended and Restated Certificate of Incorporation of the Corporation, declared such amendments to be advisable, and submitted such amendments to the Members of the Corporation for their approval thereof:

**RESOLVED**, that the board of directors of Dr. Phillips, Inc. ("DPI"), knowing that Learning Disabilities Association of Central Florida, one of the organizations named as a Secondary Beneficiary in the Amended and Restated Certificate of Incorporation of DPI, has been administratively dissolved by the Secretary of State of Florida, hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the Amended and Restated Certificate of Incorporation of DPI be amended to provide that "Learning Disabilities Association of Central Florida" is deleted from, and "Osceola County, Florida Public Schools, for exclusively public purposes" is added to (immediately following "Osceola County Council on Aging, Inc."), the list of Secondary Beneficiaries set forth in Article V, paragraph (a) of said Amended and Restated Certificate of Incorporation.

**FURTHER RESOLVED**, that the board of directors of DPI, knowing that certain of the organizations named as a Secondary Beneficiaries in the Amended and Restated Certificate of Incorporation of DPI, have changed their names, hereby authorizes and directs, upon the subsequent approval of the Members of DPI, that the list of Secondary Beneficiaries set forth in Article V, paragraph (a) of said Amended and Restated Certificate of Incorporation be amended as follows:

(i) "Birth, Education, Training, Acceptance, Inc." shall be changed to "BETA Center, Inc." and shall be placed in proper alphabetical order in the list immediately following "Arthritis Foundation, for the use of its Florida Chapter";

(ii) "CITE THE LIGHTHOUSE FOR CENTRAL FLORIDA" shall be changed to "Lighthouse Central Florida, Inc." and shall be placed in proper alphabetical order in the list immediately following "Leukemia Society of America, Inc.";

(iii) "Lakeside Alternatives Inc." shall be changed to "Lakeside Behavioral Healthcare, Inc." and shall be placed in proper alphabetical order in the list immediately following "Kidney Foundation of Florida, Inc., for the use of

its Central Florida Chapter",

(iv) "Orange County Historical Society Inc." shall be changed to "Historical Society of Central Florida, Inc." and shall be placed in proper alphabetical order in the list immediately following "Heritage Foundation";

(v) "Orlando Regional HealthCare System Inc." shall be changed to "Orlando Health, Inc " and shall be placed in proper alphabetical order in the list immediately following "Orlando Day Nursery Association";

(vi) "Spouse Abuse, Inc." shall be changed to "Harbor House of Central Florida, Inc." and shall be placed in proper alphabetical order in the list immediately following "Habitat for Humanity of Greater Orlando Area Inc.".

**SECOND:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of section 242 of the General Corporation Law and were approved by the unanimous written consent of the Members of the Corporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed this

12<sup>th</sup> day of April, 2012.

**Dr. Phillips, Inc.**

By:

Robert L. Mellen, III  
Robert L. Mellen, III  
President and CEO