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Return of Organization Exempt from Income Tax

OMB No 1545-0047

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

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Header section A-G: For the 2011 calendar year, or tax year beginning 09-01, 2011, and ending 08-31, 2012. Includes organization name Change Happens!, principal officer Rev Leslie Smith II, and tax-exempt status 501(c)(3).

Part I Summary

Summary table with 22 rows. Row 1: Briefly describe the organization's mission: To provide social services to persons of the community. Rows 3-19: Financial data including revenue, expenses, and net assets for Prior Year and Current Year.

Part III Signature Block

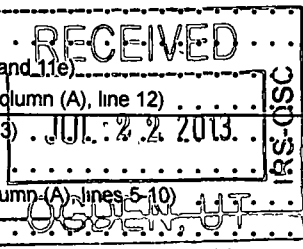
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature lines for Rev. Leslie Smith II, CEO / Founder, dated 07-07-2013.

Paid Preparer Use Only section for Gerald L Eaton CPA, dated 07-11-2013, with firm information for Eaton Financial & Tax PLLC.

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

SCANNED AUG 06 2012



Handwritten notes: 9-12-16 and B

**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:

**To provide social services to persons of the community.**

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 \$ 2,422,066 including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)  
**Youth Programs, substance abuse prevention, counseling and abstinence education mentoring, supportive housing, children's health insurance**

4b (Code: \_\_\_\_\_) (Expenses \$ 867,445 including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)  
**Adult programs, substance abuse counseling, treatment, housing assistance, HIV/AIDS adult education, food stamps**

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 ▶ 3,289,511

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, and Yes/No response columns. Rows include questions 1 through 20b regarding organizational reporting requirements.

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Form with questions 1a through 14b regarding IRS filings and tax compliance, including sections on backup withholding, employee reporting, foreign accounts, prohibited tax shelter transactions, and contributions.

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 [X]

Section A. Governing Body and Management

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about voting members, family relationships, management delegation, and documentation of meetings.

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

Table with 4 columns: Question, Line Number, Yes, No. Rows include questions about local chapters, written policies, conflict of interest, whistleblower policy, and joint ventures.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
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.

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

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

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

| (A)<br>Name and Title                      | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--------|--|---|---|
|  |  | Individual trustee or director  | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | Former |  |   |   |
| (1) Carl Kidd<br>Board Member              | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (2) Curtis V Flowers<br>Chairman           | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (3) Cynthia Ferrell Sample<br>Board Member | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (4) Jene Guess-Cash<br>Board Member        | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (5) Kristyn Page<br>Board Member           | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (6) Rev Fred B Broussard<br>Board Member   | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (7) Robbyn Johnson<br>Treasurer            | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (8) Vanessa T Reed<br>Board Member         | 2.00   | X   |                       |         |              |                              |        |        | 0  | 0   | 0   |
| (9) Rev Leslie Smith II<br>CEO / Founder   | 50.00  |   |                       | X       | X            |                              |        |        | 151,113  | 24,000  | 44,930  |
| (10)                                       |  |   |                       |         |              |                              |        |        |  |   |   |
| (11)                                       |  |   |                       |         |              |                              |        |        |  |   |   |
| (12)                                       |  |   |                       |         |              |                              |        |        |  |   |   |
| (13)                                       |  |   |                       |         |              |                              |        |        |  |   |   |
| (14)                                       |  |   |                       |         |              |                              |        |        |  |   |   |

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

| (A)<br>Name and Title  | (B)<br>Average hours per week (describe hours for related organizations in Schedule O) | (C)<br>Position (do not check more than one box, unless person is both an officer and director/trustee) |                                 |                                 |   |  |  |                            | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|--|--|---|---------------------------------|---------------------------------|---|--|--|----------------------------|--|---|---|
|  |  | l<br>n<br>d<br>i<br>r<br>e<br>c<br>t<br>o<br>r  | t<br>r<br>u<br>s<br>t<br>e<br>e | O<br>f<br>f<br>i<br>c<br>e<br>r | K<br>e<br>y<br>e<br>m<br>p<br>l<br>o<br>y<br>e<br>e | H<br>i<br>g<br>h<br>e<br>s<br>t<br>c<br>o<br>m<br>p<br>e<br>n<br>s<br>a<br>t<br>e<br>d | C<br>o<br>n<br>t<br>r<br>a<br>c<br>t<br>o<br>r | F<br>o<br>r<br>m<br>e<br>r |  |   |   |
| (15)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (16)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (17)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (18)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (19)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (20)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (21)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (22)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (23)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (24)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| (25)   |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| <b>1b Sub-total</b> .....  |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| <b>c Total from continuation sheets to Part VII, Section A</b> ..... |  |   |                                 |                                 |   |  |  |                            |  |   |   |
| <b>d Total (add lines 1b and 1c)</b> .....                           |  |   |                                 |                                 |   |  | <b>151,113</b>                                 | <b>24,000</b>              | <b>44,930</b>  |   |   |

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

|   | Yes | No |
|---|-----|----|
| <b>3</b> 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 .....   |     | X  |
| <b>4</b> 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 ..... | X   |    |
| <b>5</b> 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 .....                       |     | 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)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

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

**Part VIII Statement of Revenue**

|  |  |  | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue        | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |  |  |
|--|--|--|----------------------|---|---|---|--|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a   | Federated campaigns . . . . .  | 1a                   |   |   |   |  |  |
|  | b  | Membership dues . . . . .  | 1b                   |   |   |   |  |  |
|  | c  | Fundraising events . . . . .   | 1c                   | 205,795   |   |   |  |  |
|  | d  | Related organizations . . . . .  | 1d                   | 257,709   |   |   |  |  |
|  | e  | Government grants (contributions) . .  | 1e                   | 3,307,688   |   |   |  |  |
|  | f  | All other contributions, gifts, grants,<br>and similar amounts not included above  | 1f                   | 167,487   |   |   |  |  |
|  | g  | Noncash contributions included in lines 1a-1f \$   |                      | 257,709   |   |   |  |  |
|  | h  | <b>Total.</b> Add lines 1a-1f . . . . . ▶  |                      | <b>3,938,679</b>  |   |   |  |  |
| Program Service Revenue                                | 2a   | Business Code  |                      |   |   |   |  |  |
|  | b  |  |                      |   |   |   |  |  |
|  | c  |  |                      |   |   |   |  |  |
|  | d  |  |                      |   |   |   |  |  |
|  | e  |  |                      |   |   |   |  |  |
|  | f  | All other program service revenue . . . . .  |                      |   |   |   |  |  |
|  | g  | <b>Total.</b> Add lines 2a-2f . . . . . ▶  |                      |   |   |   |  |  |
| Other Revenue  | 3  | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . ▶  |                      | 3,980   | 3,980                                   |   |  |  |
|  | 4  | Income from investment of tax-exempt bond proceeds . . . ▶   |                      |   |   |   |  |  |
|  | 5  | Royalties . . . . . ▶  |                      |   |   |   |  |  |
|  | 6a   | Gross rents . . . . .  | (i) Real             |   |   |   |  |  |
|  |  |  | (ii) Personal        |   |   |   |  |  |
|  |  |  | b                    | Less: rental expenses . . . . .                           |   |   |  |  |
|  |  |  | c                    | Rental income or (loss) . . . . .                         |   |   |  |  |
|  | d  | Net rental income or (loss) . . . . . ▶  |                      |   |   |   |  |  |
|  | 7a   | Gross amount from sales of<br>assets other than inventory  | (i) Securities       |   |   |   |  |  |
|  |  |  | (ii) Other           |   |   |   |  |  |
|  |  |  | b                    | Less: cost or other basis<br>and sales expenses . . . . . |   |   |  |  |
|  |  |  | c                    | Gain or (loss) . . . . .                                  |   |   |  |  |
|  | d  | Net gain or (loss) . . . . . ▶   |                      |   |   |   |  |  |
|  | 8a   | Gross income from fundraising<br>events (not including \$ <u>205,795</u><br>of contributions reported on line 1c).<br>See Part IV, line 18 . . . . . a |                      |   |   |   |  |  |
|  | b  | Less: direct expenses . . . . . b  |                      |   |   |   |  |  |
| c  | Net income or (loss) from fundraising events . . . . . ▶                 |  |                      |   |   |   |  |  |
| 9a   | Gross income from gaming activities.<br>See Part IV, line 19 . . . . . a |  |                      |   |   |   |  |  |
| b  | Less: direct expenses . . . . . b  |  |                      |   |   |   |  |  |
| c  | Net income or (loss) from gaming activities . . . . . ▶                  |  |                      |   |   |   |  |  |
| 10a  | Gross sales of inventory, less<br>returns and allowances . . . . . a     |  |                      |   |   |   |  |  |
| b  | Less: cost of goods sold . . . . . b                                     |  |                      |   |   |   |  |  |
| c  | Net income or (loss) from sales of inventory . . . . . ▶                 |  |                      |   |   |   |  |  |
| Miscellaneous Revenue                                  |  | Business Code  |                      |   |   |   |  |  |
| 11a  |  |  |                      |   |   |   |  |  |
| b  |  |  |                      |   |   |   |  |  |
| c  |  |  |                      |   |   |   |  |  |
| d  | All other revenue . . . . .  |  |                      |   |   |   |  |  |
| e  | <b>Total.</b> Add lines 11a-11d . . . . . ▶                              |  |                      |   |   |   |  |  |
| 12   | <b>Total revenue.</b> See instructions . . . . . ▶                       |  | <b>3,942,659</b>     | <b>3,980</b>  |   | <b>0</b>  |  |  |

**Part IX Statement of Functional Expenses**

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |  | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--|--|-----------------------|---------------------------------|--|-----------------------------|
| 1  | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.   |                       |                                 |  |                             |
| 2  | Grants and other assistance to individuals in the United States. See Part IV, line 22  |                       |                                 |  |                             |
| 3  | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16   |                       |                                 |  |                             |
| 4  | Benefits paid to or for members  |                       |                                 |  |                             |
| 5  | Compensation of current officers, directors, trustees, and key employees   | 169,483               | 144,188                         | 19,669                                 | 5,626                       |
| 6  | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)  |                       |                                 |  |                             |
| 7  | Other salaries and wages   | 1,421,707             | 1,209,523                       | 164,990                                | 47,194                      |
| 8  | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)   | 82,681                | 70,478                          | 9,616                                  | 2,587                       |
| 9  | Other employee benefits  | 75,465                | 64,327                          | 8,777                                  | 2,361                       |
| 10   | Payroll taxes  | 142,717               | 121,653                         | 16,599                                 | 4,465                       |
| 11   | Fees for services (non-employees):   |                       |                                 |  |                             |
| a  | Management   |                       |                                 |  |                             |
| b  | Legal  |                       |                                 |  |                             |
| c  | Accounting   |                       |                                 |  |                             |
| d  | Lobbying   |                       |                                 |  |                             |
| e  | Professional fundraising services. See Part IV, line 17  |                       |                                 |  |                             |
| f  | Investment management fees   |                       |                                 |  |                             |
| g  | Other  |                       |                                 |  |                             |
| 12   | Advertising and promotion  |                       |                                 |  |                             |
| 13   | Office expenses  | 103,920               | 90,905                          | 12,106                                 | 909                         |
| 14   | Information technology   |                       |                                 |  |                             |
| 15   | Royalties  |                       |                                 |  |                             |
| 16   | Occupancy  | 368,900               | 320,810                         | 43,743                                 | 4,347                       |
| 17   | Travel   | 90,337                | 73,179                          | 9,570                                  | 7,588                       |
| 18   | Payments of travel or entertainment expenses for any federal, state, or local public officials   |                       |                                 |  |                             |
| 19   | Conferences, conventions, and meetings   |                       |                                 |  |                             |
| 20   | Interest   |                       |                                 |  |                             |
| 21   | Payments to affiliates   |                       |                                 |  |                             |
| 22   | Depreciation, depletion, and amortization  | 35,392                | 31,764                          | 3,628                                  |                             |
| 23   | Insurance  | 26,668                | 23,473                          | 3,195                                  |                             |
| 24   | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)                                      |                       |                                 |  |                             |
| a  | Contract Services  | 843,388               | 741,341                         | 100,897                                | 1,150                       |
| b  | Contributions  | 10,446                | 6,817                           | 779                                    | 2,850                       |
| c  | Client Assistance/Incentives   | 29,989                | 26,390                          | 3,599                                  |                             |
| d  | Outreach and Promotion   | 34,345                | 29,808                          | 3,923                                  | 614                         |
| e  | All other expenses   | 398,710               | 334,855                         | 45,523                                 | 18,332                      |
| 25   | <b>Total functional expenses.</b> Add lines 1 through 24e  | <b>3,834,148</b>      | <b>3,289,511</b>                | <b>446,614</b>                         | <b>98,023</b>               |
| 26   | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                       |                                 |  |                             |

**Part X Balance Sheet**

|   |  | (A)   |           | (B)         |           |        |
|---|--|---|-----------|-------------|-----------|--------|
|   |  | Beginning of year   |           | End of year |           |        |
| A<br>s<br>s<br>e<br>t<br>s  | 1  | Cash - non-interest-bearing . . . . .   | 1,304,765 | 1           | 1,151,269 |        |
|   | 2  | Savings and temporary cash investments . . . . .  |           | 2           |           |        |
|   | 3  | Pledges and grants receivable, net . . . . .  | 316,233   | 3           | 600,564   |        |
|   | 4  | Accounts receivable, net . . . . .  |           | 4           |           |        |
|   | 5  | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .   |           | 5           |           |        |
|   | 6  | Receivables from other disqualified persons (as defined under section 4958(f)(1)), 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) . . . . . |           | 6           |           |        |
|   | 7  | Notes and loans receivable, net . . . . .   |           | 7           |           |        |
|   | 8  | Inventories for sale or use . . . . .   |           | 8           |           |        |
|   | 9  | Prepaid expenses and deferred charges . . . . .   |           | 9           |           |        |
|   | 10a  | Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D . . . . .  | 10a       | 694,769     |           |        |
|   | b  | Less: accumulated depreciation . . . . .  | 10b       | 598,014     | 10c       | 96,755 |
|   | 11   | Investments - publicly traded securities . . . . .  |           | 11          |           |        |
|   | 12   | Investments - other securities See Part IV, line 11 . . . . .   |           | 12          |           |        |
|   | 13   | Investments - program-related See Part IV, line 11 . . . . .  |           | 13          |           |        |
|   | 14   | Intangible assets . . . . .   |           | 14          |           |        |
|   | 15   | Other assets. See Part IV, line 11 . . . . .  |           | 15          | 4,741     |        |
| 16  | <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .   | 1,743,730   | 16        | 1,853,329   |           |        |
| L<br>i<br>a<br>b<br>i<br>l<br>i<br>t<br>i<br>e<br>s   | 17   | Accounts payable and accrued expenses . . . . .   | 76,736    | 17          | 133,512   |        |
|   | 18   | Grants payable . . . . .  |           | 18          |           |        |
|   | 19   | Deferred revenue . . . . .  | 27,844    | 19          | 5,685     |        |
|   | 20   | Tax-exempt bond liabilities . . . . .   |           | 20          |           |        |
|   | 21   | Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .   |           | 21          |           |        |
|   | 22   | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .  |           | 22          |           |        |
|   | 23   | Secured mortgages and notes payable to unrelated third parties . . . . .  |           | 23          |           |        |
|   | 24   | Unsecured notes and loans payable to unrelated third parties . . . . .  |           | 24          |           |        |
|   | 25   | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .  | 116,982   | 25          | 83,305    |        |
|   | 26   | <b>Total liabilities.</b> Add lines 17 through 25 . . . . .   | 221,562   | 26          | 222,502   |        |
| N<br>e<br>t<br>A<br>s<br>s<br>e<br>t<br>s<br>o<br>f<br>F<br>u<br>n<br>d<br>B<br>a<br>l<br>a<br>n<br>c<br>e<br>s | <b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b> |   |           |             |           |        |
|   | 27   | Unrestricted net assets . . . . .   | 1,522,168 | 27          | 1,630,827 |        |
|   | 28   | Temporarily restricted net assets . . . . .   |           | 28          |           |        |
|   | 29   | Permanently restricted net assets . . . . .   |           | 29          |           |        |
|   | <b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>                          |   |           |             |           |        |
|   | 30   | Capital stock or trust principal, or current funds . . . . .  |           | 30          |           |        |
|   | 31   | Paid-in or capital surplus, or land, building, or equipment fund . . . . .  |           | 31          |           |        |
|   | 32   | Retained earnings, endowment, accumulated income, or other funds . . . . .  |           | 32          |           |        |
|   | 33   | <b>Total net assets or fund balances . . . . .</b>  | 1,522,168 | 33          | 1,630,827 |        |
| 34  | <b>Total liabilities and net assets/fund balances . . . . .</b>  | 1,743,730   | 34        | 1,853,329   |           |        |

**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 | 3,942,659 |
| 2 | Total expenses (must equal Part IX, column (A), line 25)   | 2 | 3,834,148 |
| 3 | Revenue less expenses. Subtract line 2 from line 1   | 3 | 108,511   |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                      | 4 | 1,522,168 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O)   | 5 | 148       |
| 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 | 1,630,827 |

**Part XII Financial Statements and Reporting**

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

|  | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>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?   |     | X  |
| b Were the organization's financial statements audited by an independent accountant?   | X   |    |
| 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. | X   |    |
| 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.<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?  | X   |    |
| 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   | X   |    |

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

**Public Charity Status and Public Support**

OMB No 1545-0047

**2011**

**Open to Public Inspection**

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.

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

**Change Happens!** (formally FOUSA)

76-0297531

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

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

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h:
  - a  Type I
  - b  Type II
  - c  Type III-Functionally integrated
  - d  Type III-Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

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

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

EEA

Schedule A (Form 990 or 990-EZ) 2011

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under

Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶   | (a) 2007  | (b) 2008  | (c) 2009  | (d) 2010  | (e) 2011  | (f) Total  |
|---|-----------|-----------|-----------|-----------|-----------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .  | 4,062,640 | 4,421,834 | 4,482,877 | 4,360,599 | 3,721,385 | 21,049,335 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .   |           |           |           |           |           |            |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .   |           |           |           |           |           |            |
| 4 <b>Total.</b> Add lines 1 through 3 . . . . .   | 4,062,640 | 4,421,834 | 4,482,877 | 4,360,599 | 3,721,385 | 21,049,335 |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . . |           |           |           |           |           |            |
| 6 <b>Public support.</b> Subtract line 5 from line 4  |           |           |           |           |           | 21,049,335 |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2007  | (b) 2008  | (c) 2009  | (d) 2010  | (e) 2011  | (f) Total  |
|--|-----------|-----------|-----------|-----------|-----------|------------|
| 7 Amounts from line 4 . . . . .  | 4,062,640 | 4,421,834 | 4,482,877 | 4,360,599 | 3,721,385 | 21,049,335 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . . | 26,478    | 24,301    | 16,065    | 4,136     | 3,980     | 74,960     |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .                             |           |           |           |           |           |            |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .                                |           |           |           |           |           |            |
| 11 <b>Total support.</b> Add lines 7 through 10  |           |           |           |           |           | 21,124,295 |
| 12 Gross receipts from related activities, etc. (see instructions) . . . . .   |           |           |           |           | 12        |            |

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

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

|   |    |       |   |
|---|----|-------|---|
| 14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .   | 14 | 99.65 | % |
| 15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .   | 15 | 99.63 | % |
| 16a <b>33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input checked="" type="checkbox"/>  |    |       |   |
| b <b>33 1/3% support test - 2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>  |    |       |   |
| 17a <b>10%-facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/>    |    |       |   |
| b <b>10%-facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ <input type="checkbox"/> |    |       |   |
| 18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ <input type="checkbox"/>   |    |       |   |

**Part III**

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II

If the organization fails to qualify under the tests listed below, please complete Part II )

**Section A. Public Support**

| Calendar year (or fiscal 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> 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 bus. under sec 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</b> Total. 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</b> Public support (Subtract line 7c from line 6.) . . . . .   |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶   | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <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</b> Total support. (Add lines 9, 10c, 11, and 12.) . . . . .  |          |          |          |          |          |           |

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

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

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

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

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

**19a** 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .

**b** 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .

**20** Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . .

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 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

Name of the organization

Employer identification number

Change Happens! (formally FUUSA)

76-0297531

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?

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)
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.
Table: Held at the End of the Tax Year
2a Total number of conservation easements
2b Total acreage restricted by conservation easements
2c Number of conservation easements on a certified historic structure included in (a)
2d Number of conservation easements included in (c) acquired after 8/17/06 and not on a historic structure listed in the National Register
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
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)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
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 organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 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:
- |                             | Yes    | No |
|-----------------------------|--------|----|
| (i) unrelated organizations | 3a(i)  |    |
| (ii) related organizations  | 3a(ii) |    |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?  Yes  No
- 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  |                                      | 57,526                          |                              | 57,526         |
| b Buildings  |                                      |                                 |                              |                |
| c Leasehold improvements   |                                      |                                 |                              |                |
| d Equipment  |                                      | 637,243                         | 598,014                      | 39,229         |
| e Other  |                                      |                                 |                              |                |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                 |                              | <b>96,755</b>  |

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

| (a) Description of security or category<br>(Including name of security)  | (b) Book value | (c) Method of valuation<br>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, col (B) line 12 ) |                |   |

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

| (a) Description of investment type                                       | (b) Book value | (c) Method of valuation<br>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, col (B) line 13 ) |                |   |

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

| (a) Description   | (b) Book value |
|---|----------------|
| (1) <b>Other Assets</b>   | <b>4,741</b>   |
| (2) _____   |                |
| (3) _____   |                |
| (4) _____   |                |
| (5) _____   |                |
| (6) _____   |                |
| (7) _____   |                |
| (8) _____   |                |
| (9) _____   |                |
| (10) _____  |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) | <b>4,741</b>   |

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

| 1. (a) Description of liability  | (b) Book value |
|--|----------------|
| (1) Federal income taxes   |                |
| (2) <b>Other Liabilities</b>   | <b>83,305</b>  |
| (3) _____  |                |
| (4) _____  |                |
| (5) _____  |                |
| (6) _____  |                |
| (7) _____  |                |
| (8) _____  |                |
| (9) _____  |                |
| (10) _____   |                |
| (11) _____   |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25 ) | <b>83,305</b>  |

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)

| <b>Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements</b> |  |           |
|---|--|-----------|
| 1   | Total revenue (Form 990, Part VIII, column (A), line 12)                                 | 3,942,659 |
| 2   | Total expenses (Form 990, Part IX, column (A), line 25)                                  | 3,834,148 |
| 3   | Excess or (deficit) for the year. Subtract line 2 from line 1                            | 108,511   |
| 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 | 108,511   |

| <b>Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b> |  |             |
|--|--|-------------|
| 1  | Total revenue, gains, and other support per audited financial statements       | 4,033,307   |
| 2  | Amounts included on line 1 but not on Form 990, Part VIII, line 12:            |             |
| a  | Net unrealized gains on investments  | 2a          |
| b  | Donated services and use of facilities   | 2b          |
| c  | Recoveries of prior year grants  | 2c          |
| d  | Other (Describe in Part XIV)   | 2d          |
| e  | Add lines 2a through 2d  | 2e          |
| 3  | Subtract line 2e from line 1   | 4,033,307   |
| 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 (90,648) |
| c  | Add lines 4a and 4b  | 4c (90,648) |
| 5  | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 3,942,659   |

| <b>Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b> |  |              |
|---|--|--------------|
| 1   | Total expenses and losses per audited financial statements                       | 4,085,079    |
| 2   | Amounts included on line 1 but not on Form 990, Part IX, line 25:                |              |
| a   | Donated services and use of facilities   | 2a           |
| b   | Prior year adjustments   | 2b           |
| c   | Other losses   | 2c           |
| d   | Other (Describe in Part XIV)   | 2d           |
| e   | Add lines 2a through 2d  | 2e           |
| 3   | Subtract line 2e from line 1   | 4,085,079    |
| 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 (250,931) |
| c   | Add lines 4a and 4b  | 4c (250,931) |
| 5   | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 3,834,148    |

**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.

**Other revenues included on Form 990 (Part XII, line 4b)**

**Consolidated Subsidiary**

**Part XIV** Supplemental Information (continued)

**02. Other expenses included on Form 990 (Part XIII, line 4b)**

Consolidated Subsidiary

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

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

OMB No 1545-0047

**2011**

Open to Public Inspection

Name of the organization

Employer identification number

**Change Happens! (formally FUUSA)**

**76-0297531**



**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17  
Form 990-EZ filers are not required to complete this part

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

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|--|---|
|   |               | Yes  | No |                                   |  |   |
| 1   |               |  |    |                                   |  |   |
| 2   |               |  |    |                                   |  |   |
| 3   |               |  |    |                                   |  |   |
| 4   |               |  |    |                                   |  |   |
| 5   |               |  |    |                                   |  |   |
| 6   |               |  |    |                                   |  |   |
| 7   |               |  |    |                                   |  |   |
| 8   |               |  |    |                                   |  |   |
| 9   |               |  |    |                                   |  |   |
| 10  |               |  |    |                                   |  |   |
| <b>Total</b> .....  |               |  |    |                                   |  |   |

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

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**Part III Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

|                 |   | (a) Event #1  |              | (b) Event #2 | (c) Other events            | (d) Total events |
|-----------------|---|---|--------------|--------------|-----------------------------|------------------|
|                 |   | Fall Luncheon   | Spring Break | 3            | Add col (a) through col (c) |                  |
|                 |   | (event type)  |              | (event type) | (total number)              | (col (c))        |
| Revenue         | 1   | Gross receipts  | 99,400       | 27,100       | 79,295                      | 205,795          |
|                 | 2   | Less. Charitable contributions                              |              |              |                             |                  |
|                 | 3   | Gross income (line 1 minus line 2)                          | 99,400       | 27,100       | 79,295                      | 205,795          |
| Direct Expenses | 4   | Cash prizes   |              |              |                             |                  |
|                 | 5   | Noncash prizes  |              |              |                             |                  |
|                 | 6   | Rent/facility costs   |              |              |                             |                  |
|                 | 7   | Food and beverages  |              |              |                             |                  |
|                 | 8   | Entertainment   |              |              |                             |                  |
|                 | 9   | Other direct expenses                                       | 99,400       | 27,100       | 79,295                      | 205,795          |
|                 | 10  | Direct expense summary. Add lines 4 through 9 in column (d) |              |              |                             |                  |
| 11              | Net income summary. Combine line 3, column (d), and line 10 |   |              |              |                             |                  |

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

|                 | (a) Bingo   | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming  | (d) Total gaming (add col (a) through col (c))                      |
|-----------------|---|---|---|---|
| 1               | Gross revenue   |   |   |   |
| Direct Expenses | 2   | Cash prizes                                   |   |   |
|                 | 3   | Noncash prizes                                |   |   |
|                 | 4   | Rent/facility costs                           |   |   |
|                 | 5   | Other direct expenses                         |   |   |
|                 | 6   | Volunteer labor                               | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |
| 7               | Direct expense summary. Add lines 2 through 5 in column (d)     |   |   | ( )   |
| 8               | Net gaming income summary. Combine line 1, column d, and line 7 |   |   |   |

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

a Is the organization licensed to operate gaming activities in each of these states?  Yes  No

b If "No," explain \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

b If "Yes," explain: \_\_\_\_\_

**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

**Change Happens! (formally FOUSA)**

Employer identification number

**76-0297531**

**Part I Questions Regarding Compensation**

|  | Yes       | No        |
|--|-----------|-----------|
| <b>1a</b> 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.<br><input type="checkbox"/> First-class or charter travel<br><input type="checkbox"/> Travel for companions<br><input type="checkbox"/> Tax indemnification and gross-up payments<br><input type="checkbox"/> Discretionary spending account<br><input type="checkbox"/> Housing allowance or residence for personal use<br><input type="checkbox"/> Payments for business use of personal residence<br><input type="checkbox"/> Health or social club dues or initiation fees<br><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |           |           |
| <b>b</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 . . . . .  | <b>1b</b> |           |
| <b>2</b> 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? . . . . .  | <b>2</b>  |           |
| <b>3</b> 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.<br><input type="checkbox"/> Compensation committee<br><input type="checkbox"/> Independent compensation consultant<br><input type="checkbox"/> Form 990 of other organizations<br><input type="checkbox"/> Written employment contract<br><input checked="" type="checkbox"/> Compensation survey or study<br><input checked="" type="checkbox"/> Approval by the board or compensation committee   |           |           |
| <b>4</b> 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:<br><b>a</b> Receive a severance payment or change-of-control payment? . . . . .<br><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .<br><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .<br>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.  | <b>4a</b> | <b>4b</b> |
|  |           | <b>4c</b> |
| <b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>   |           |           |
| <b>5</b> 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:<br><b>a</b> The organization? . . . . .<br><b>b</b> Any related organization? . . . . .<br>If "Yes" to line 5a or 5b, describe in Part III   | <b>5a</b> | <b>5b</b> |
| <b>6</b> 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:<br><b>a</b> The organization? . . . . .<br><b>b</b> Any related organization? . . . . .<br>If "Yes" to line 6a or 6b, describe in Part III   | <b>6a</b> | <b>6b</b> |
| <b>7</b> 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 . . . . .  | <b>7</b>  | <b>X</b>  |
| <b>8</b> 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 . . . . .   | <b>8</b>  | <b>X</b>  |
| <b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .  | <b>9</b>  |           |

**Part VII 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 column (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 & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| 1 Rev. Leslie Smith II | (i)  | 132,738                             | 18,375                              | 0  | 44,930                  | 0                               | 196,043   |
|                        | (ii)   | 24,000                              | 0                                   | 0  | 0                       | 0                               | 24,000  |
| 2                      | (i)  |                                     |                                     |  |                         |                                 |   |
|                        | (ii)   |                                     |                                     |  |                         |                                 |   |
| 3                      | (i)  |                                     |                                     |  |                         |                                 |   |
|                        | (ii)   |                                     |                                     |  |                         |                                 |   |
| 4                      | (i)  |                                     |                                     |  |                         |                                 |   |
|                        | (ii)   |                                     |                                     |  |                         |                                 |   |
| 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)   |                                     |                                     |  |                         |                                 |   |

**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, and for Part II. Also complete this part for any additional information.

**01. Listed persons compensation information (Part I, line 4)**

As part of compensation package, CEO was able to participate in a 457(f) plan.

**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

Employer identification number

**Change Happens! (formally FUUSA)**

76-0297531

**Part II 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 III 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

| 1    | (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

| 1    | (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) |                               |   |                                   |

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

Schedule L (Form 990 or 990-EZ) 2011



**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form  
990, Part IV, lines 29 or 30.  
▶ Attach to Form 990.**

Name of the organization

Employer identification number

**Change Happens! (formally FUUSA)**

**76-0297531**

**Part I Types of Property**

|  | (a)<br>Check if<br>applicable | (b)<br>Number of contributions or<br>items contributed | (c)<br>Noncash contribution<br>amounts reported on<br>Form 990, Part VIII, line 1g | (d)<br>Method of determining<br>noncash contribution amounts |
|--|-------------------------------|--|--|--|
| 1 Art-Works of art . . . . .   |                               |  |  |  |
| 2 Art-Historical treasures . . . . .   |                               |  |  |  |
| 3 Art-Fractional interests . . . . .   |                               |  |  |  |
| 4 Books and publications . . . . .   |                               |  |  |  |
| 5 Clothing and household<br>goods . . . . .                                  |                               |  |  |  |
| 6 Cars and other vehicles . . . . .  |                               |  |  |  |
| 7 Boats and planes . . . . .   |                               |  |  |  |
| 8 Intellectual property . . . . .  |                               |  |  |  |
| 9 Securities-Publicly traded . . . . .                                       |                               |  |  |  |
| 10 Securities-Closely held stock . . . . .                                   |                               |  |  |  |
| 11 Securities-Partnership, LLC,<br>or trust interests . . . . .              |                               |  |  |  |
| 12 Securities-Miscellaneous . . . . .  |                               |  |  |  |
| 13 Qualified conservation<br>contribution - Historic<br>structures . . . . . |                               |  |  |  |
| 14 Qualified conservation<br>contribution - Other . . . . .                  |                               |  |  |  |
| 15 Real estate-Residential . . . . .   |                               |  |  |  |
| 16 Real estate-Commercial . . . . .  |                               |  |  |  |
| 17 Real estate-Other . . . . .   |                               |  |  |  |
| 18 Collectibles . . . . .  |                               |  |  |  |
| 19 Food inventory . . . . .  |                               |  |  |  |
| 20 Drugs and medical supplies . . . . .                                      |                               |  |  |  |
| 21 Taxidermy . . . . .   |                               |  |  |  |
| 22 Historical artifacts . . . . .  |                               |  |  |  |
| 23 Scientific specimens . . . . .  |                               |  |  |  |
| 24 Archeological artifacts . . . . .   |                               |  |  |  |
| 25 Other (Volunteers) . . . . .  | X                             |  | 84,383   | Standard Rate  |
| 26 Other (Space) . . . . .   | X                             |  | 55,545   | Donor Provided Rate  |
| 27 Other (Other Item) . . . . .  | X                             |  | 117,781  | Market Comparables   |
| 28 Other ( ) . . . . .   |                               |  |  |  |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29**

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

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

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

OMB No 1545-0047

**2011**



Department of the Treasury  
Internal Revenue Service

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

▶ Attach to Form 990 or 990-EZ.

Name of the organization

Employer identification number

**Change Happens! (formally FUUSA)**

76-0297531

**01. Form 990 governing body review (Part VI, line 11)**

Copy of the Form 990 is provided to each board member for review and it is discussed during the board meeting prior to being filed.

**02. Conflict of interest policy compliance (Part VI, line 12c)**

Board of Directors meet on a regular basis, four times annually. Any possible conflicts that has arisen since the last meeting are discussed and appropriate actions, if needed, are taken at this time.

**03. CEO, executive director, top management comp (Part VI, line 15a)**

All compensation for CEO / Executive Director is reviewed and approved by the Board of Directors.

**04. Other officer or key employee compensation (Part VI, line 15b)**

All compensation for management and other officers are reviewed and approved by the CEO / Executive Director.

**05. Governing documents, etc, available to public (Part VI, line 19)**

Governing documents and policies are available upon request. Financial statments and tax returns are available anytime on the web on our website and other third party websites.

**06. Explanation of other changes in net assets or fund balances (Part XI, line 5)**

Adjustment for prior year transaction not initially accounted for

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

OMB No 1545-0047

**2011**

Open to Public Inspection

Name of the organization

Employer identification number

**Change Happens! (formally FUSA)**

**76-0297531**

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

| (a)<br>Name, address, and EIN of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1)   |                         |  |                     |                           |                                  |
| (2)   |                         |  |                     |                           |                                  |
| (3)   |                         |  |                     |                           |                                  |
| (4)   |                         |  |                     |                           |                                  |
| (5)   |                         |  |                     |                           |                                  |
| (6)   |                         |  |                     |                           |                                  |

**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)<br>Name, address, and EIN of related organization                  | (b)<br>Primary activity              | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |          |
|--|--------------------------------------|--|----------------------------|---|----------------------------------|--|----------|
|  |                                      |  |                            |   |                                  | Yes  | No       |
| (1) <b>Change Happens CDC, 74-3080706<br/>3353 Elgin Street, 77004</b> | <b>Community Development Corp TX</b> |  | <b>501(c)3</b>             |   | <b>N/A</b>                       |  | <b>X</b> |
| (2)  |                                      |  |                            |   |                                  |  |          |
| (3)  |                                      |  |                            |   |                                  |  |          |
| (4)  |                                      |  |                            |   |                                  |  |          |
| (5)  |                                      |  |                            |   |                                  |  |          |
| (6)  |                                      |  |                            |   |                                  |  |          |
| (7)  |                                      |  |                            |   |                                  |  |          |

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

| (a)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Direct controlling entity | (e)<br>Predominant income (related unrelated excluded from tax under sections 512-514) | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j)<br>General or managing partner? |    | (k)<br>Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
|   |                         |  |                                  |  |                              |                                    | Yes                                  | No |  | Yes                                 | No |                             |
| (1)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (2)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (3)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (4)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (5)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (6)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |
| (7)   |                         |  |                                  |  |                              |                                    |                                      |    |  |                                     |    |                             |

**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)<br>Name, address, and EIN of related organization | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Direct controlling entity | (e)<br>Type of entity (C corp, S corp or trust) | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Percentage ownership |
|---|-------------------------|--|----------------------------------|---|------------------------------|------------------------------------|-----------------------------|
| (1)   |                         |  |                                  |   |                              |                                    |                             |
| (2)   |                         |  |                                  |   |                              |                                    |                             |
| (3)   |                         |  |                                  |   |                              |                                    |                             |
| (4)   |                         |  |                                  |   |                              |                                    |                             |
| (5)   |                         |  |                                  |   |                              |                                    |                             |
| (6)   |                         |  |                                  |   |                              |                                    |                             |
| (7)   |                         |  |                                  |   |                              |                                    |                             |

**Part IV Transactions with Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Notes.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

|  | Yes | No |
|--|-----|----|
| <b>1</b> 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? |     |    |
| <b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity  |     | X  |
| <b>b</b> Gift, grant, or capital contribution to related organization(s)   |     | X  |
| <b>c</b> Gift, grant, or capital contribution from related organization(s)   |     | X  |
| <b>d</b> Loans or loan guarantees to or for related organization(s)  |     | X  |
| <b>e</b> Loans or loan guarantees by related organization(s)   |     | X  |
| <b>f</b> Sale of assets to related organization(s)   |     | X  |
| <b>g</b> Purchase of assets from related organization(s)   |     | X  |
| <b>h</b> Exchange of assets with related organization(s)   |     | X  |
| <b>i</b> Lease of facilities, equipment, or other assets to related organization(s)  |     | X  |
| <b>j</b> Lease of facilities, equipment, or other assets from related organization(s)  | X   |    |
| <b>k</b> Performance of services or membership or fundraising solicitations for related organization(s)  |     | X  |
| <b>l</b> Performance of services or membership or fundraising solicitations by related organization(s)   | X   |    |
| <b>m</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)   |     | X  |
| <b>n</b> Sharing of paid employees with related organization(s)  |     | X  |
| <b>o</b> Reimbursement paid to related organization(s) for expenses  |     | X  |
| <b>p</b> Reimbursement paid by related organization(s) for expenses  |     | X  |
| <b>q</b> Other transfer of cash or property to related organization(s)   |     | X  |
| <b>r</b> Other transfer of cash or property from related organization(s)   |     | X  |

**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)<br>Name of other organization | (b)<br>Transaction type (a-r) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-----------------------------------|-------------------------------|------------------------|--|
| (1) Change Happens CDC            | 1                             | 229,455                | Market Comparable                            |
| (2) Change Happens CDC            | 1                             | 73,623                 | Market Comparable                            |
| (3)                               |                               |                        |  |
| (4)                               |                               |                        |  |
| (5)                               |                               |                        |  |
| (6)                               |                               |                        |  |



**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)<br>Name, address, and EIN of entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Predominant income (related, unrelated, excluded from tax under section 512-514) | (e)<br>Are all partners section 501(c)(3) organizations? |    | (f)<br>Share of total income | (g)<br>Share of end-of-year assets | (h)<br>Disproportionate allocations? |    | (i)<br>Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j)<br>General or managing partner? |    | (k)<br>Percentage ownership |
|---|-------------------------|--|---|--|----|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
|   |                         |  |   | Yes  | No |                              |                                    | Yes                                  | No |  | Yes                                 | No |                             |
| (1)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (2)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (3)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (4)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (5)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (6)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (7)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (8)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (9)                                     |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (10)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (11)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (12)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (13)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (14)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (15)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |
| (16)                                    |                         |  |   |  |    |                              |                                    |                                      |    |  |                                     |    |                             |