Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: [X] Address change [X] Name change [ ] Initial return [ ] Terminated [X] Amended return [ ] Application pending

C Name of organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 100 EAST LIBERTY — Room/suite: 300

City, town, or post office, state, and ZIP code: LOUISVILLE, KY 40202

D Employer identification number: 20-3805455

E Telephone number: 502-365-3209

G Gross receipts $ 98,880,909.

F Name and address of principal officer: JEFF POLSON SAME AS C ABOVE

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ JEWISHHERITAGEFUND.COM

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 2005 **M** State of legal domicile: KY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: JHFE IS A GRANT MAKING ORGANIZATION WITH A MISSION TO INVEST IN THE LOCAL HEALTHCARE

2 Check this box ▶ [X] if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	21
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	21
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	0.	1,000,000.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	4,805,011.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	5,695.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0.	5,810,706.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	357,921.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	21,207.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0.	1,967,149.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	0.	2,346,277.
	19	Revenue less expenses Subtract line 18 from line 12	0.	3,464,429.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	229,412,114.	238,743,626.
	21	Total liabilities (Part X, line 26)	74,291.	391,798.
	22	Net assets or fund balances Subtract line 21 from line 20	229,337,823.	238,351,828.

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Part II Signature Block

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

Sign Here

▶ Jeff Polson — Signature of officer — Date 4/29/14

▶ JEFF POLSON, EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self employed	PTIN
CHRISTINE N KOENIG	Christine N Koenig	4.23.14		P01022180

Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC — Firm's EIN ▶ 61-1064249

Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187 — Phone no. (502)426-9660

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

232001 12-10-12 LHA **For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2012)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED MAY 21

d16 18

Part III | Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

JHFE IS A GRANT MAKING ORGANIZATION WITH A MISSION TO INVEST IN THE LOCAL HEALTHCARE MARKET, FOSTER INNOVATIVE MEDICAL RESEARCH AND SUPPORT THE LOUISVILLE JEWISH 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 [X] 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? [X] 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 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 $ 1,767,677. including grants of $ 357,921.) (Revenue $ 5,695.)

JHFE IS A GRANT MAKING ORGANIZATION WITH A MISSION TO INVEST IN THE LOCAL HEALTHCARE MARKET, FOSTER INNOVATIVE MEDICAL RESEARCH AND SUPPORT THE LOUISVILLE JEWISH COMMUNITY.

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

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

4e **Total program service expenses** ▶ 1,767,677.

Part IV Checklist of Required Schedules

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

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*	21	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*	22		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*	23		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*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		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*	27		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*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		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*	32	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*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	If "Yes" to line 35a, 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*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	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 ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a 5			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)		2b		
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O.		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 21			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b 21			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Did the organization have members or stockholders?		6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶KY

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 Indicate how you made these available Check all that apply

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public 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 ▶

THE ORGANIZATION - 502-365-3209

100 EAST LIBERTY, NO. 300, LOUISVILLE, KY 40202

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) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) LOUIS WATERMAN BOARD CHAIR	1.00	X		X				0.	0.	0.
(2) SANDRA BARR HAMMOND BOARD VICE CHAIR	1.00	X		X				0.	0.	0.
(3) RONALD ABRAMS TRUSTEE	1.00	X						0.	0.	0.
(4) WILLIAM ALTMAN TRUSTEE	1.00	X						0.	0.	0.
(5) HENRY ALTMAN, JR. TRUSTEE	1.00	X						0.	0.	0.
(6) BETSY BENNETT TRUSTEE	1.00	X						0.	0.	0.
(7) JONATHAN BLUE TRUSTEE	1.00	X						0.	0.	0.
(8) DEBBIE FRIEDMAN TRUSTEE	1.00	X						0.	0.	0.
(9) STEPHEN GAULT TRUSTEE	1.00	X						0.	0.	0.
(10) NANCY MARTIN, PHD TRUSTEE	1.00	X						0.	0.	0.
(11) DONALD MCCLINTON TRUSTEE	1.00	X						0.	0.	0.
(12) WILLIAM RECEVEUR, III TRUSTEE	1.00	X						0.	0.	0.
(13) BRUCE ROTH TRUSTEE	1.00	X						0.	0.	0.
(14) RICHARD SCHULTZ EX-OFFICIO	1.00	X						0.	0.	0.
(15) LINDA SCHUSTER TRUSTEE	1.00	X						0.	0.	0.
(16) MARK SWITOW TRUSTEE	1.00	X						0.	0.	0.
(17) RICHARD GOLDSTEIN, MD TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) LAMAN GRAY, JR., MD TRUSTEE	1.00	X						0.	0.	0.
(19) BART GREENWALD TRUSTEE	1.00	X						0.	0.	0.
(20) ALLEN HERTZMAN TRUSTEE	1.00	X						0.	0.	0.
(21) DAVID KAPLAN TRUSTEE	1.00	X						0.	0.	0.
(22) MEREDITH LOEB TRUSTEE	1.00	X						0.	0.	0.
(23) GERALD TEMES, MD EX-OFFICIO	1.00	X						0.	0.	0.
(24) JEFF POLSON EXECUTIVE DIRECTOR	40.00			X				21,207.	0.	0.
1b Sub-total ▶								21,207.	0.	0.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								21,207.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
FULTZ MADDOX HOVIOUS & DICKENS PLC, 101 SOUTH FIFTH STREET, 27TH FLOOR,	LEGAL	107,219.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,000,000.				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f ▶		1,000,000.			
Program Service Revenue		Business Code				
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		2,978,933.			2,978,933.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities 94,896,281. / (ii) Other				
	b Less. cost or other basis and sales expenses	93,070,203.				
	c Gain or (loss)	1,826,078.				
	d Net gain or (loss) ▶		1,826,078.			1,826,078.
	8 a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events ▶					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less. cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11 a OTHER INCOME	621990	5,695.	5,695.		
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d ▶		5,695.			
	12 **Total revenue.** See instructions ▶		5,810,706.	5,695.	0.	4,805,011.

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	357,921.	357,921.		
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	21,207.	21,207.		
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				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal	128,156.		128,156.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	612,371.	612,371.		
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
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	417,230.		417,230.	
23 Insurance	17,064.		17,064.	
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 BENEFIT COST SHARING	750,000.	750,000.		
b OTHER EXPENSES	33,683.	17,533.	16,150.	
c OTHER PURCHASED SERVICE	8,645.	8,645.		
d				
e All other expenses				
25 **Total functional expenses** Add lines 1 through 24e	2,346,277.	1,767,677.	578,600.	0.
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 ▶ ☐ if following SOP 98-2 (ASC 958-720)				

232010 12-10-12

Part X | Balance Sheet

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

					(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing			27,103.	1	468,707.
	2	Savings and temporary cash investments			10,699,468.	2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Loans and other 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 instr) Complete Part II of Sch L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			12,293.	9	11,250.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	12,532,610.			
	b	Less: accumulated depreciation	10b	417,230.	0.	10c	12,115,380.
	11	Investments - publicly traded securities				11	81,575,403.
	12	Investments - other securities See Part IV, line 11				12	8,409,636.
	13	Investments - program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			218,673,250.	15	136,163,250.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			229,412,114.	16	238,743,626.
Liabilities	17	Accounts payable and accrued expenses			17,350.	17	391,798.
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Loans and other 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			56,941.	25	0.
	26	**Total liabilities.** Add lines 17 through 25			74,291.	26	391,798.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			229,337,823.	27	237,114,764.
	28	Temporarily restricted net assets				28	1,237,064.
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			229,337,823.	33	238,351,828.
	34	Total liabilities and net assets/fund balances			229,412,114.	34	238,743,626.

Form 990 (2012)

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	5,810,706.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,346,277.
3	Revenue less expenses Subtract line 2 from line 1	3	3,464,429.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	229,337,823.
5	Net unrealized gains (losses) on investments	5	5,549,576.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	238,351,828.

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 ☐ Cash ☒ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis			
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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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?	3a		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	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

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 - Non-functionally integrated

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?

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in 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 monetary support
			Yes	No	Yes	No	Yes	No	
JEWISH HERITAGE MIT	46-0981799	501(C)(3)		X	X		X		33,500.
Total 1									33,500.

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test - 2011.** 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 **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2012.** 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 - 2011.** 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
2012
Open to Public Inspection

Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
- ☐ Preservation of land for public use (e g , recreation or education)
- ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

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

9 In Part XIII, 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 XIII, 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 XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII 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 XIII Check here if the explanation has been provided in Part XIII ☐

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?	3b		

4 Describe in Part XIII 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				
b Buildings		12,510,000.	417,000.	12,093,000.
c Leasehold improvements				
d Equipment		22,610.	230.	22,380.
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				12,115,380.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total (Col. (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. Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Col. (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) INVESTMENT IN UNCONSOLIDATED ORGANIZATIONS	136,163,250.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	136,163,250.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII [X]

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	11,360,282.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	5,549,576.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	5,549,576.
3	Subtract line 2e from line 1			3	5,810,706.
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 XIII)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	5,810,706.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	2,346,277.
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 XIII)	2d			
e	Add lines 2a through 2d			2e	0.
3	Subtract line 2e from line 1			3	2,346,277.
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 XIII)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18)*			5	2,346,277.

Part XIII 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

PART X, LINE 2: JEWISH HERITAGE FUND FOR EXCELLENCE, INC. IS EXEMPT FROM FEDERAL, STATE AND LOCAL INCOME TAXES AS A NOT-FOR-PROFIT CORPORATION AS DESCRIBED UNDER INTERNAL REVENUE CODE SECTION 501(C)(3). JEWISH HERITAGE FUND FOR EXCELLENCE, INC. FILES AN INFORMATIONAL TAX RETURN AS REQUIRED BY FEDERAL REGULATIONS AND A COPY IS FILED WITH THE KENTUCKY ATTORNEY GENERAL. HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO JEWISH HERITAGE FUND FOR EXCELLENCE, INC.'S TAX-EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED BUSINESS INCOME.

Part XIII Supplemental Information *(continued)*

AS OF DECEMBER 31, 2012, THE ORGANIZATION DID NOT HAVE ANY ACCRUED INTEREST OR PENALTIES RELATED TO INCOME TAX LIABILITIES, AND NO INTEREST OR PENALTIES HAVE BEEN CHARGED TO OPERATIONS FOR THE YEAR THEN ENDED. TAX YEARS STILL OPEN UNDER FEDERAL, STATE AND LOCAL STATUTE OF LIMITATIONS REMAIN SUBJECT TO REVIEW AND CHANGE.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

Part I — General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

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

Part II — Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CONGREGATION ADATH JESHURUN 2401 WOODBOURNE AVENUE LOUISVILLE, KY 40205	61-0458363	501(C)(3)	5,300.	0.			GENERAL SUPPORT
HIGH SCHOOL OF JEWISH STUDIES 3600 DUTCHMANS LANE LOUISVILLE, KY 40205	61-1294226	501(C)(3)	15,125.	0.			GENERAL SUPPORT
KENESETH ISRAEL CONGREGATION 2531 TAYLORSVILLE ROAD LOUISVILLE, KY 40205	61-0448553	501(C)(3)	24,000.	0.			GENERAL SUPPORT
THE TEMPLE 5101 US HWY 42 LOUISVILLE, KY 40241	61-0918772	501(C)(3)	41,595.	0.			GENERAL SUPPORT
JEWISH COMMUNITY OF LOUISVILLE, INC. - 3630 DUTCHMANS LANE - LOUISVILLE, KY 40205	61-0444765	501(C)(3)	208,808.	0.			GENERAL SUPPORT
JEWISH FAMILY & CAREER SERVICES 3640 DUTCHMANS LANE LOUISVILLE, KY 40205	61-0444704	501(C)(3)	15,400.	0.			GENERAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 6.

3 Enter total number of other organizations listed in the line 1 table ▶

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2012)**

232101
12-18-12

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

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

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

SCHEDULE I, PART I, LINE 2: JHFE PROVIDES SUPPORT TO JEWISH COMMUNITY ORGANIZATIONS, INCLUDING WITHOUT LIMITATION THE JEWISH COMMUNITY OF LOUISVILLE, INC. AS OUTLINED IN JHFE'S ARTICLES OF INCORPORATION.

ADDITIONALLY, THE GRANTS COMMITTEE, A COMMITTEE OF THE JHFE BOARD OF TRUSTEES, WILL ASSIST THE JHFE BOARD IN FULFILLING ITS OVERSIGHT RESPONSIBILITY FOR GRANTS ISSUED FROM ITS INVESTMENTS.

SCHEDULE N
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution, or Significant Disposition of Assets

▶ Complete if the organization answered "Yes" to Form 990, Part IV, lines 31 or 32; or Form 990-EZ, line 36.
▶ Attach certified copies of any articles of dissolution, resolutions, or plans.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

Part I **Liquidation, Termination, or Dissolution.** Complete this part if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Part I can be duplicated if additional space is needed

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity

2 Did or will any officer, director, trustee, or key employee of the organization

		Yes	No
a Become a director or trustee of a successor or transferee organization?	2a		
b Become an employee of, or independent contractor for, a successor or transferee organization?	2b		
c Become a direct or indirect owner of a successor or transferee organization?	2c		
d Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	2d		

e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III. ▶

Part I **Liquidation, Termination, or Dissolution** *(continued)*

			Yes	No
	Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets), and line 26 (Total liabilities), should equal -0-.			
3	Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III	3		
4a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?	4a		
b	If "Yes," did the organization provide such notice?	4b		
5	Did the organization discharge or pay all of its liabilities in accordance with state laws?	5		
6a	Did the organization have any tax-exempt bonds outstanding during the year?	6a		
b	Did the organization discharge or defease all of its tax-exempt bond liabilities during the tax year in accordance with the Internal Revenue Code and state laws?	6b		
c	If "Yes," to line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities If "No," explain in Part III			

Part II **Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets.** Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36 Part II can be duplicated if additional space is needed

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
EXCHANGE OF INTEREST IN KENTUCKYONE HEALTH, INC. FROM 75% TO 17% FOR INVESTMENTS, OWNERSHIP OF A	01/01/12	83,846,195.	FMV	61-1029769	KENTUCKYONE HEALTH, INC. 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	501(C)(3)
BUILDING, AND INVESTMENT IN A RELATED ENTITY.		0.				

			Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization:			
a	Become a director or trustee of a successor or transferee organization?	2a		X
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b		X
c	Become a direct or indirect owner of a successor or transferee organization?	2c		X
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?	2d		X
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III ▶			

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
JEWISH HERITAGE FUND FOR EXCELLENCE, INC	20-3805455

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MARKET, FOSTER INNOVATIVE MEDICAL RESEARCH AND SUPPORT THE LOUISVILLE JEWISH COMMUNITY.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

JHFE WAS PREVIOUSLY KNOWN AS JEWISH HOSPITAL HEALTHCARE SERVICES, INC. (JHHS). JHHS WAS THE PARENT ORGANIZATION OF JEWISH HOSPITAL & ST. MARY'S HEALTHCARE, INC. EFFECTIVE JANUARY 1, 2012, JHFE DOES NOT PERFORM THE FOLLOWING PROGRAM ACTIVITIES:

AT THE DISCRETION OF THE CORPORATION'S BOARD OF TRUSTEES, ESTABLISHING, OPERATING, MAINTAINING, OR MANAGING OTHER HEALTH CARE FACILITES WHEREIN THE SICK AND NEEDY MAY ENJOY DURING THEIR ILLNESS ALL THE OBSERVANCES AND CONSOLATION OF THE JEWISH RELIGION AND TO WHICH, UNDER RULES PRESCRIBED BY THE BOARD OF TRUSTEES, PERSONS OF ANY CREED MAY BE ADMITTED AS FREE, PART-PAY OR FULL-PAY PATIENTS. PROMOTING, CARRYING ON OR SUPPORTING EDUCATIONAL ACTIVITIES RELATED TO RENDERING CARE TO THE SICK AND INJURED, OR TO THE PROMOTION OF HEALTH INSOFAR AS, IN THE OPINION OF THE BOARD OF TRUSTEES, THE SAME MAY BE JUSTIFIED;

DEVELOPING, OVERSEEING, COORDINATING AND SUPPORTING THE OPERATIONS OF A SYSTEM OF HEALTH CARE FACILITIES OWNED, LEASED OR MANAGED BY THE CORPORATION, SUBSIDIARIES OF THE CORPORATION PROVIDING SERVICES TO SUCH HEALTH CARE FACILITIES, AND AFFILIATED CORPORATIONS AND COMPANIES IN WHICH THE CORPORATION HAS A MEMBERSHIP OR OTHER INTEREST, INCLUDING WITHOUT LIMITATION JEWISH HOSPITAL & ST. MARY'S HEALTHCARE, INC.

Name of the organization	Employer identification number
JEWISH HERITAGE FUND FOR EXCELLENCE, INC	20-3805455

FORM 990, PART VI, SECTION A, LINE 2: A FAMILY RELATIONSHIP EXISTS BETWEEN WILLIAM ALTMAN AND HENRY ALTMAN, JR.

FORM 990, PART VI, SECTION A, LINE 4: THE ARTICLES OF INCORPORATION WERE AMENDED FOR THE NAME CHANGE OF THE ORGANIZATION.
THE BYLAWS WERE AMENDED AND RESTATED FOR THE NAME CHANGE OF THE ORGANIZATION AND ALSO FOR CHANGES MADE TO THE ORGANIZATION AS A RESULT OF THE CONSOLIDATION AGREEMENT THAT WENT INTO EFFECT ON JANUARY 1, 2012.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT COPY OF THE FORM 990 IS PROVIDED TO ALL BOARD MEMBERS FOR THEIR REVIEW PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: JHFE HAS A CONFLICT OF INTEREST DECLARATION THAT IS REVIEWED AND SIGNED BY EACH BOARD MEMBER ANNUALLY.

FORM 990, PART VI, SECTION B, LINE 15A: COMPENSATION INCLUDES A COMPARISON OF SIMILAR ORGANIZATIONS AND KEY EMPLOYEES LOCALLY, REGIONALLY AND NATIONALLY. INFORMATION WAS GATHERED FROM A VARIETY OF SOURCES, INCLUDING FORM 990S.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE NOT AVAILABLE TO THE PUBLIC.

FORM 990 PART XII, LINE 2C:
THE BOARD CHAIR APPOINTED A TASK FORCE COMPRISED OF TWO CPAS AND AN INVESTMENT BROKER TO PROVIDE OVERSIGHT OF THE AUDIT. THE TASK FORCE

Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

ALSO WENT THROUGH A STRUCTURED RFP PROCESS TO SELECT AN INDEPENDENT ACCOUNTANT.

FORM 990, ITEM B

AMENDED RETURN

2012 FORM 990 WAS AMENDED TO ADD TWO FORM 926'S. THESE FORMS HAVE BEEN COMPLETED AND INCLUDED IN THIS FILING.

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
2012
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Name of the organization: JEWISH HERITAGE FUND FOR EXCELLENCE, INC

Employer identification number: 20-3805455

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
JEWISH HERITAGE MITZVAH FUND, INC. - 46-0981799, 100 EAST LIBERTY, SUITE 300, LOUISVILLE, KY 40202	SUPPORTS LOUISVILLE JEWISH COMMUNITY	KENTUCKY	501(C)(3)	LINE 7	JHFE	X	

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

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
JHP MANAGEMENT, INC. - 20-4498858 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	MANAGEMENT SERVICES	KY	JHFE	C CORP	678,619.	313,094.	100%	X	

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to related organization(s)	1b	X	
c Gift, grant, or capital contribution from related organization(s)	1c		X
d Loans or loan guarantees to or for related organization(s)	1d		X
e Loans or loan guarantees by related organization(s)	1e		X
f Dividends from related organization(s)	1f		X
g Sale of assets to related organization(s)	1g		X
h Purchase of assets from related organization(s)	1h		X
i Exchange of assets with related organization(s)	1i		X
j Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o Sharing of paid employees with related organization(s)	1o		X
p Reimbursement paid to related organization(s) for expenses	1p		X
q Reimbursement paid by related organization(s) for expenses	1q		X
r Other transfer of cash or property to related organization(s)	1r		X
s Other transfer of cash or property from related organization(s)	1s		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) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) JEWISH HERITAGE MITZVAH FUND, INC.	B	33,500.	FMV
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII Supplemental Information

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

0622560.09 amcray AMD
Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed
8/28/2012 10 07 AM
Fee Receipt S8 00

COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings **Business Filings** PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Amendment (Domestic Nonprofit Corporation) NPA

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is
Jewish Hospital HealthCare Services, Inc.
(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted:
The name of the corporation is changed to Jewish Heritage Fund for Excellence, Inc.

3. The date of adoption of each amendment was August 23, 2012

4 Check either a, b or c **(whichever is applicable):**

a. ✓ The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
b. ______ The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto
c. ______ The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote

5 This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is N/A
(Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct

Signature of Officer or Chairman of the Board	Printed Name	Title	Date
[signature]	Louis I. Waterman	Chairman	8/24/12

(01/12)

AMENDED AND RESTATED

BYLAWS

OF

JEWISH HERITAGE FUND FOR EXCELLENCE, INC.

August 23, 2012

TABLE OF CONTENTS

Section Page #

ARTICLE 1
PRINCIPAL AND REGISTERED OFFICE; NO MEMBERS.

ARTICLE 1.1 *Name and Purposes.* The name of the Corporation and the purposes for which the Corporation is formed shall be as provided in its Articles of Incorporation. The property and assets of the Corporation are irrevocably dedicated to charitable, religious, educational and scientific purposes, and other purposes permitted under §501(c)(3) of the Internal Revenue Service Code.

ARTICLE 1.2 *Membership in KentuckyOne Health.* The Corporation is a member of KentuckyOne Health ("KentuckyOne Health"), a Kentucky nonprofit corporation organized under the Kentucky Nonprofit Corporation Acts, as amended ("KNCA") The other member is Kentucky Catholic Health Initiatives, a Colorado nonprofit corporation. As a member of KentuckyOne Health, the Corporation has certain rights and reserved powers, including ensuring that the operations of Jewish Hospital, Frazier Rehabilitation Institute, and Rudd Heart and Lung by the Kentucky Network Hospital are consistent with the Jewish faith and the Jewish tradition of excellence in care and healing.

ARTICLE 1.3 *Principal Office; Other Offices.* The principal office of the Corporation shall be at such place in the Commonwealth of Kentucky as the Board of Trustees ("Board") of the Corporation may designate from time to time. The Corporation may also have offices at such other places both within and without the Commonwealth of Kentucky as the Board may determine from time to time.

ARTICLE 1.4 *Registered Office and Registered Agent.* The Corporation shall maintain in the Commonwealth of Kentucky a registered office as required by the KNCA The registered office may be the same as the principal office in the Commonwealth of Kentucky. The Board may change the address of the Corporation's registered office from time to time in accordance with the provisions of the Kentucky Business Entity Filing Act.

ARTICLE 2
BOARD OF TRUSTEES

ARTICLE 2.1 *General Powers of the Board of Trustees; No Members* Subject to the laws of the Commonwealth of Kentucky, the Corporation's Articles of Incorporation and these Amended and Restated Bylaws ("Bylaws"), the Board shall manage, supervise and control the Corporation's business, property, and affairs. The Corporation shall have no members.

ARTICLE 2.2 *Number of Trustees; Quorum.*

(a) *Number of Trustees.* Until changed by the Board by an amendment to these Bylaws, the Board shall consist of 21 voting Trustees ("Trustees") and up to five non-voting, ex-officio Trustees. Two (2) of the non-voting, ex-officio Trustees shall be selected from the five members appointed by the Board to be members of the Board of Directors ("Hospital Board") of KentuckyOne Health.

(b) In reference to KentuckyOne Health Board, JHHS appoints two Board Observers to serve on the Board. One Board Observer shall be a physician and the other shall be the Chair of the Board or the Executive Director of the Corporation.

(c) Quorum. A majority of the number of voting Trustees set by these Bylaws shall constitute a quorum for the purpose of transacting business and the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by the KNCA or these Bylaws.

ARTICLE 2.3 Election of Trustees; Term; Limitation on Term.

(a) Election of Trustees. Except as otherwise provided in these Bylaws, the Board shall elect Trustees at its annual meeting and only persons nominated as candidates by the Nominating Committee of the Board shall be eligible for election.

(b) Staggered Three-Year Terms. Each Trustee shall serve for a term of three years and until such Trustee's successor has been elected or appointed, or until his or her earlier resignation, removal or death. The Board shall be divided into three classes of staggered terms so that, as near as possible, one-third of the Trustees are elected annually by the Board and the first Board of Trustee elected after the effective date of these Bylaws shall have an initial term of one, two or three years, as determined by the Board at the time such Trustees' election. No Trustee may serve on the Board for more than two consecutive terms, including partial terms of at least one year in length, without taking a one-year break in service before serving on the Board for a subsequent term. For purposes of determining a Trustee's eligibility under this Section 2.3(b), no service as a Trustee prior to the effective date of these Bylaws shall be counted.

ARTICLE 2.4 Removal; Resignation and Filling of Vacancies.

(a) Removal by the Board for Cause. Any Trustee may be removed at any time by the Board for any of the following ("Cause"): (1) breach by such Trustee of his or her fiduciary duties to the Corporation; (2) disruptive behavior by such Trustee; (3) ethical reasons; or (4) missing three consecutive unexcused absences of regular meetings of the Board.

(b) Resignation. A Trustee may resign at any time by notifying the Chairperson of the Board or the Secretary of the Corporation. Unless the notice specifies a later effective date, the resignation is effective when the notice is delivered. If such resignation is made effective at a later date, the pending vacancy may be filled in accordance with these Bylaws before the effective date, provided that the successor does not take office until the effective date of the resignation of the resigning Trustee.

(c) Filling of Vacancies. The Board at any regular or special meeting may fill any vacancy occurring on the Board by reason of the death, resignation, or removal of a Trustee from those individuals nominated by the Nominating Committee of the Board. If the Nominating Committee has not made a recommendation to the Board at or prior to any meeting of the Board, the majority of the Board may fill such vacancy at such meeting by electing a Trustee from those individuals nominated by at least two Trustees at such meeting. If the Trustees remaining in office constitute less than a quorum of the Board, they may fill such vacancies by the affirmative vote of a majority of all the Trustees remaining in office.

ARTICLE 2.5 Meetings of the Board of Trustees.

(a) Annual Meeting. An annual meeting of the Board shall be held during the month of June in each year and at such time and place as the Chairperson of the Board may determine. Notice of the annual meeting, stating the date, time, place, and purpose of the meeting, shall be given to all Trustees at least five days before the date of the meeting in the manner provided in Section 2.6.

(b) Regular and Special Meetings of the Board. The Board shall meet at least four times annually. The Board shall provide, by resolution, the time, date and place, either within or outside the Commonwealth of Kentucky, for the holding of such regular meetings. If the Board sets the time, date and place of regular meetings at a meeting of the Board, no notice shall bc necessary for such regular meetings. If Board does not set the time, date and place of the regular meetings at a regular or special meeting of the Board, then the Chairperson of the Board may call a regular meeting of Board by delivering notice of such meeting to the Trustees in accordance with the provisions of Section 2.6(a) of these Bylaws. The Chairperson of the Board or any four Trustees may call a special meeting of the Board at any time by delivery of notice such special meeting to the Trustees in accordance with the provisions of Section 2.6(a) of these Bylaws.

(c) Meetings in Executive Session. From time to time, the Board may meet in executive session, with only voting members of the Board without a conflict of interest on the matter to be discussed and those other persons specifically invited by the Chairperson of the Board. At any time during any meeting of the Board, the Chairperson of the Board may recuse any non-voting or voting Trustee or other participants who may have a conflict of interest with the matter to be discussed so that the voting Trustee without conflicts of interest on the matter to be discussed and other invitees of the Chairperson of the Board may meet in executive session.

(d) Action without a Meeting. Any action that may be taken at a meeting of the Board may be taken without a meeting if consent in writing, either collectively or in counterparts, setting forth the action so taken, is signed by all voting Trustees then in office. The action set forth in such consent shall be effective when the last voting Trustee then in office signs such consent.

(e) Manner of Acting. Trustees may participate in any meeting of the Board by means of conference telephone or other communications equipment, provided that all persons participating in the meeting can hear one another. Participation in this manner shall constitute presence in person at a meeting. No Trustee shall act by proxy on any matter.

ARTICLE 2.6 Notice of Meetings; Waiver.

(a) Notice of Meetings. Notice of any annual, regular, or special meeting shall be delivered to each Trustee by personal delivery, telephone, facsimile or email or other electronic transmission. Notice by telephone shall be deemed to be given when the call is either received personally by a Trustee or received in the Trustee's personal voice mail box in a voice mail system at a number furnished by the Trustee for such purpose. Notice by facsimile, email, or other electronic transmission shall be deemed given upon confirmation by the sending machine or computer of a completed transmission to a number or electronic email address furnished by the Trustee for such purpose; provided that if the receiving location of the facsimile is at a place other than the residence of the Trustee, and if such facsimile transmission is either made on a Saturday, Sunday, or postal holiday or confirmed after 5:00 p.m. local time at the place of receipt, notice shall be deemed to be given on the next business day. Written notice shall be deemed to be given when delivered personally to the Trustee, or on the next scheduled delivery day after it is deposited in the United States Mail, or sent by a nationally recognized overnight courier, addressed to the Trustee at his or her business address or other address furnished to the Corporation for such purpose, with postage or delivery fee thereon prepaid; provided that if the notice is deposited on a Saturday, Sunday, or postal holiday, or after the latest time for pickup at the place of deposit, it shall be deemed to be given on the second scheduled postal delivery day thereafter, and if the place of deposit is outside the Commonwealth of Kentucky, it shall be deemed given one additional day after it would otherwise be deemed to be given. Any Trustee may waive notice of any meeting.

(b) Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without objecting, prior thereto or at its commencement, to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE 3
OFFICERS OF THE CORPORATION.

ARTICLE 3.1 ***Officers.*** The officers of the Corporation shall consist of a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary, and as needed a Treasurer and such other officers that the Board may determine from time to time. The officers shall have the authority and shall perform the duties set forth in these Bylaws and as prescribed from time to time by the Board.

(a) *Chairperson of the Board.* The Chairperson of the Board shall be a member of the Board, shall preside at all meetings of the Board and, in general, shall perform all such other duties as may from time to time be prescribed by the Board. The Chairperson may recommend, from time to time, to the Board the formation of one or more special or advisory committees and appoint candidates for consideration as members of such Committee. The Chairperson of the Board or his or her designees shall have the power to execute, on behalf of the Corporation and the Board, such contracts pertaining to the normal operations of the Corporation as may be from time to time required. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) *Vice Chairperson of the Board.* The Vice Chairperson of the Board shall be a member of the Board, act as the Chairperson of the Board in the absence of the Chairperson, and when so acting shall have all the power and authority of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall have all such other and further duties as may from time to time be assigned by the Board or the Chairperson. The Vice Chairperson of the Board shall not automatically succeed to the position of Chairperson of the Board at the expiration of his or her term.

(c) *Treasurer.* The Treasurer of the Corporation shall be a member of the Board and shall keep and maintain, or cause to be kept and maintained, adequate and comprehensive books and records of the assets of the Corporation and of its transactions. Such books and records shall be open to inspection by any Trustee or any Corporate Member at all reasonable times. The Treasurer shall further perform such other duties incident to his or her office and as the Board may from time to time determine.

(d) *Secretary.* The Secretary of the Corporation shall keep the minutes of all meetings of the Board; shall be responsible for authenticating records of the Corporation; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall have charge of all the records of the Board; shall see that the execution of the foregoing on behalf of the Corporation is duly authorized; and in general shall perform all of the duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the office by the Board. The Secretary does not need to be a member of the Board.

ARTICLE 3.2 Election and Term of Office; Resignation.

(a) *Election of Officers.* The Board shall elect the Chairperson of the Board, the Vice Chairperson of the Board, the Treasurer, a Secretary, and as needed a Treasurer at the annual meeting. If the Board fails to elect any officer at an annual meeting, it may elect the officer as soon thereafter as is convenient. Only persons nominated as candidates by the Nominating Committee of the Board shall be eligible for election as officers of the Board.

(b) *Term.* Each officer shall hold office for one year and until such officer's successor shall have been duly elected by the Board or until the officer's death, resignation or his or her removal by the Board. No officer shall serve more than three consecutive years in the same office. For the initial term only, the Chair will serve for two (2) years.

(c) Removal and Filling of Vacancies. At any regular or special meeting of the Board, the Board may remove any officer and fill any vacancy in any office consistent with Section 2.4(a). The removal of any officer shall be without prejudice to the contract rights of any such officer.

ARTICLE 3.3 Proxies for Stock or Other Securities of, or Membership in, Other Entities.

(a) Ex-Officio Member of the Hospital Board. The Chairman of the Board may serve as one of the Corporation's ex-officio member of the Board of KentuckyOne Health.

(b) Authority to Exercise the Corporation's Rights Regarding Other Entities. The Board shall designate the officers of the Corporation or other Trustees who shall have authority from time to time to exercise in the name and on behalf of the Corporation the powers and rights that the Corporation may have as the holder of stock or other securities in, or by virtue of being a member of, any other entity. In the absence of any designation by the Board, such authority shall be vested in the Chairperson of the Board.

(c) Powers of Designated Persons. Such designated officers may (a) instruct the person or persons so appointed as to the manner of exercising such powers and rights, and (b) execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, consent actions, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise its powers and rights

ARTICLE 4
COMMITTEES OF THE BOARD OF TRUSTEES

ARTICLE 4.1 General Powers and Limitations of Committees.

(a) General Powers of Committees. By resolution adopted by a majority of the Trustees then in office, the Board may establish one or more committees, as needed or required to conduct and transact the business of the Corporation. Each committee shall have a committee charter setting forth the duties and responsibilities of the committee. No committee shall have the authority to adopt, amend or repeal any part of these Bylaws or exercise any power or authority exclusively reserved to the Board. The delegation of authority to any committee shall not relieve the Board, or any individual Trustee, of any duty imposed on the Board or any individual Trustee by these Bylaws, by law or otherwise.

(b) General Qualifications. Except as otherwise provided in these Bylaws:

(1) The Board shall set the qualifications for membership on any committee that the Board establishes

(2) Each committee shall consist of no fewer than two Trustees and have no more than 11 members, with the chairperson and a majority of the members of each committee being Trustees of the Board; provided, however if a committee has been delegated

certain authority to act on behalf of the Board of Trustees, all of the committee's members must be Trustees of the Corporation, and

(3) Each committee member shall serve at the pleasure of the Board Chair and shall be subject to the control and direction of the Board.

(c) Term of Office. Unless otherwise provided by these Bylaws or the Board, each member of a committee shall serve at the pleasure of the Board Chair. Each member of a committee shall continue as such until a successor is appointed or until such member is removed or ceases to qualify as a member thereof, or until the committee is abolished or dissolved

(d) Minutes of Meetings. Each committee shall record minutes of all its meetings and shall provide the Board with copies of such minutes, which shall ratify necessary actions taken by the Committee or consider the proposals presented by the Committee for the Board's consideration. Sections 2.6, 2.6(b), 2.5(d), 2.5(e), and 5.1 of these Bylaws shall also apply to all committees established by the Board.

ARTICLE 4.2 Standing and Special Committees.

(a) Finance and Audit Committee. The Finance Committee shall consist solely of Trustees of the Board. The Finance Committee shall meet at least four times per year. It shall be responsible for all financial activities of the Corporation, including the review of the annual operating and capital budgets. The Finance Committee shall meet with external auditors for presentation of an annual audit and shall be concerned with all audit and compliance activities of the Corporation including evaluating significant enterprise risks to the Corporation.

(b) Investment Committee. The Investment Committee shall consist of at least two Trustees and no more than seven members. The Investment Committee shall be responsible for overseeing investments, investment policies, conducting evaluations of the investment portfolio and making recommendations to the Board concerning investment strategies.

(c) Nominating and Governance Committee. The Nominating and Governance Committee shall be responsible for evaluating and recommending individuals who are qualified to serve on the Board of the Corporation, as an officer of the Corporation and as director or manager of any entity in which the Corporation owns an interest or of which the Corporation is a member, including the Board of KentuckyOne Health, Cardiovascular Innovation Institute and Passport Health Plan. The Nominating Committee shall be comprised of only Trustees. The Nominating Committee shall solicit from the full Board prospective candidates for all such positions. It shall select from those candidates the individuals that it recommends for such positions and present to the Board for its consideration and approval the names and qualifications of all such individuals selected by the Nominating Committee The Committee will also be charged with addressing bylaw changes and trends in governance.

(d) Grants Committee. The Grants Committee shall consist of at least five and no more than eleven members and the Chairperson of the Board shall also appoint the chairperson of the Committee. The Grants Committee shall oversee and make recommendations to the Board for distribution of funds and grants from Corporation assets to support the mission of the

organizations, to include without limitation, the Louisville Jewish community, the health and medical community, and the Jewish Senior Services Endowment.

(e) Strategic Planning Committee. The Committee shall consist of at least two Trustees and no more than eleven members. The Committee shall be responsible for exploring the direction of future organizational structure and recommend the Board's goals, mission, vision and objectives.

ARTICLE 5
INDEMNIFICATION AND INSURANCE.

ARTICLE 5.1 ***Personal Liability of Trustees and Officers.*** Except as otherwise provided under the Articles of Incorporation, these Bylaws or the KNCA, no member of the Board or officer shall be personally liable, in his or her capacity as a Trustee or officer, for monetary damages for any action taken by such Trustee or any failure by such Trustee or officer to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Section 5.1 shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for the payment of taxes pursuant to federal, state, or local law.

ARTICLE 5.2 ***Indemnification of Trustees and Officers.***

(a) *Indemnification.* The Corporation shall, to the maximum extent allowed by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually incurred by him or her in connection with such action, suit, or process, unless the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The amount of such indemnity shall be as much as the Board, or the court, if application has been made to it, determines and finds to be reasonable.

(b) Advances for Expenses. The Corporation may advance to a Trustee, officer, employee, or agent of the Corporation costs and expenses (including attorneys' fees and experts' fees) incurred by him or her in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Trustee, officer, employee, or agent of the Corporation to repay all amounts so advanced in the event that it shall ultimately be determined that such Trustee, officer, employee or agent is not entitled to be indemnified by the Corporation as authorized in this Section 5.2 or otherwise.

ARTICLE 5.3 ***Insurance***. Subject to limits and deductibles, the Corporation shall purchase and maintain insurance on behalf of any individual who is or was a Trustee, officer, or employee, of the Corporation, or who, while a Trustee, officer, or employee of the Corporation, is or was serving at the request of the Corporation as a Trustee, officer, partner, Trustee, or employee of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Trustee, officer, or employee, whether or not the Corporation would have power to indemnify the person against the same liability under the Articles of Incorporation, these Bylaws or the KNCA.

ARTICLE 6
GENERAL PROVISIONS

ARTICLE 6.1 ***Maintenance of Records; Confidentiality.***

(a) *Maintenance of Records.* The Corporation shall keep in written or typed form or in any other form capable of being converted into written, typed, or printed form correct and complete books and records of its accounts and shall also keep in written or typed form minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees. All books and records of the Corporation may be inspected by any Trustee, or his or her agent or attorney, for the proper purpose at any reasonable time.

(b) *Confidentiality.* Except as otherwise publicly disclosed, or in order to appropriately conduct the Corporation's business, the records and reports of the Corporation shall be held in confidence by those persons with access to them.

ARTICLE 6.2 ***Loans, Deposits and Gifts.***

(a) *Loans.* No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board.

(b) *Deposits.*

(1) All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may authorize. The Board may make such special rules and regulations with respect to such bank accounts, consistent with the provisions of these Bylaws, as it may deem expedient.

(2) For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be authorized by the Board.

(c) *Gifts.* The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE 6.3 ***Fiscal Year.*** The fiscal year of the Corporation shall end on December 31.

ARTICLE 6.4 ***Amendment.*** These Bylaws may be amended, altered, repealed, replaced or restated only upon the affirmative vote of a majority of the Trustees then in office.

ARTICLE 6.5 ***Construction.*** Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular. When used in these Bylaws, the term "including" shall have the commonly accepted meaning associated with such word and any list of items that may follow such word shall not be deemed to represent a complete list of the contents of the referent of the subject.

ARTICLE 6.6 ***Headings.*** The headings in these Bylaws are included for purposes of convenience only and shall not be considered a part of these Bylaws in construing or interpreting any provision hereof.

ARTICLE 6.7 ***Severability of Provisions.*** If any provision of these Bylaws or its application to any person or circumstance is held invalid or unenforceable by a court of competition jurisdiction, the remainder of these Bylaws, or the application of such provision to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby.

Adopted this day of August 23, 2012

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. JEWISH HERITAGE FUND FOR EXCELLENCE, INC	Employer identification number (EIN) or 20-3805455
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 EAST LIBERTY, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 1]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE ORGANIZATION 100 EAST LIBERTY, NO. 300 - LOUISVILLE, KY 40202
  Telephone No. ▶ 502-365-3209 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______

MAILED
MAY 01 2013
DMLO

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already granted an automatic 3 month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JEWISH HERITAGE FUND FOR EXCELLENCE, INC	Employer identification number (EIN) or 20-3805455
	Number, street, and room or suite no If a P.O box, see instructions 100 EAST LIBERTY, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ORGANIZATION 100 EAST LIBERTY, NO. 300 - LOUISVILLE, KY 40202

  Telephone No ▶ 502-365-3209 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Christina Koenig Title ▶ CPA Date ▶ 7.24.13

Form 8868 (Rev 1-2013)

Deming Malone Livesay & Ostroff 9300 Shelbyville Rd, Suite 1100
I D #61-1064249 Louisville, Ky 40222-5187

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