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

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation PARMER FAMILY FOUNDATION INC		A Employer identification number 25-1883175
Number and street (or P O box number if mail is not delivered to street address) 911 GROVE ROAD	Room/suite	B Telephone number (see instructions) 717-561-4480
City or town, state, and ZIP code HARRISBURG, PA 17111		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2123704	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	153	153		
	4 Dividends and interest from securities	27712	27712		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		147		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8059				
12 Total. Add lines 1 through 11	35924	28012			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11864			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10056	8147		
	24 Total operating and administrative expenses. Add lines 13 through 23	21920	8147		
	25 Contributions, gifts, grants paid	1000			1000
26 Total expenses and disbursements. Add lines 24 and 25	22920	8147		1000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	13004				
b Net investment income (if negative, enter -0-)		19865			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	573937	544756	544756
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 200700			
	Less: allowance for doubtful accounts ▶	197272	200700	200700
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4619	3906	3906
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1883789	1934542	491390
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	211277	200141	273792	
14 Land, buildings, and equipment: basis ▶ 609160				
Less: accumulated depreciation (attach schedule) ▶	609160	609160	609160	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3480054	3493205	2123704	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3480054	3493205	
	30 Total net assets or fund balances (see instructions)	3480054	3493205	
31 Total liabilities and net assets/fund balances (see instructions)	3480054	3493205		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3480054
2 Enter amount from Part I, line 27a	2	13004
3 Other increases not included in line 2 (itemize) ▶ Net Capital Gains from Investments	3	147
4 Add lines 1, 2, and 3	4	3493205
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3493205

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	147
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1000	2052981	0.001
2010	6596	1070352	0.006
2009	10545	1565840	0.007
2008	2693	1385181	0.002
2007	440984	2178407	0.202
2 Total of line 1, column (d)			2 0.218
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.0436
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2052981
5 Multiply line 4 by line 3			5 89510
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 198
7 Add lines 5 and 6			7 89312
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1000

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		397
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		397
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		397
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		406
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		406
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 9 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	✓	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► NONE				
14	The books are in care of ► GEORGE A PARMER	Telephone no. ►	717-561-4480	
	Located at ► 5300 DERRY STREET, HARRISBURG, PA	ZIP+4 ►	17111	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE A PARMER 911 GROVE ROAD, HARRISBURG, PA	PRES/DIR	0	0	0
BARBARA J PARMER 911 GROVE ROAD, HARRISBURG, PA	DIR	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
.....		
.....		
.....		
.....		
.....		
.....		
.....		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	CHARITABLE CASH CONTRIBUTION TO SUMMIT GROVE CAMP	1000
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	692090
b	Average of monthly cash balances	1b	578389
c	Fair market value of all other assets (see instructions)	1c	813766
d	Total (add lines 1a, b, and c)	1d	2084245
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2084245
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	31264
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2052981
6	Minimum investment return. Enter 5% of line 5	6	102649

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

1	Minimum investment return from Part X, line 6	1	102649
2a	Tax on investment income for 2012 from Part VI, line 5	2a	397
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	397
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	102252
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	102252
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	102252

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1000

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				102252
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	338530			
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	338530			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1000</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				0
e Remaining amount distributed out of corpus	1000			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	102252			102252
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	237278			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	236278			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1000			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	1000			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

GEORGE A PARMER

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SUMMIT GROVE CAMP, NEW FREEDOM, PA			CHRISTIAN EDUCATION/CAMP	1000
Total			3a	1000
b <i>Approved for future payment</i>				
Total			3b	

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
TRINITY PRESBYTERIAN CHURCH	CHURCH	ELDER OF CHURCH
MESSIAH COLLEGE	COLLEGE	BOARD MEMBER

**Sign
Here**

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

Signature of officer or trustee

5/23/13
Date

PRES
Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Amount

PART I; Line 1 Contributions, gifts, grants, etc.

Cash Contributions \$0 00

PART I; Line 11 Other Income

Investment income from partnerships \$8,059 00
\$8,059.00

PART I; Line 18 Taxes

Real Estate \$6,315
Excise Taxes \$5,549
\$11,864

PART I; Line 23 Other Expenses

Investment Expenses \$8,147
Non-deductible Expenses \$1,909
\$10,056

PART II; Line 10b Investments Corp Stock

Description	Shrs	Cost	Fair Value
Banco Santander	25664	\$1,561,088	\$209,675
Exxon Mobile	500	\$43,575	\$43,275
Genuine Parts Co	500	\$23,944	\$31,790
Howard Hughes Corp	24	\$0	\$1,752
JP Morgan Chase	1000	\$36,500	\$43,969
Mid Penn Bancorp	7325	\$193,035	\$81,967
PPL Corp	1000	\$25,647	\$28,630
Rouse PPTYS INC	9	\$102	\$152
SL Green RLTY 7 625% Pfd Series C	2000	\$50,651	\$50,180
		\$1,934,542	\$491,390

PART II; Line 13 Investments Other

CBL & Assoc Properties REIT	532	\$11,833	\$11,284
General Growth PPTYS REIT	258	\$8,593	\$5,121
AllianceBernstein Hldg LP	500	33,441	8,715
Buckeye LP	2200	64,868	99,902
Plains All American Pipeline LP	2000	51,869	90,480
Suburban Propane LP	1500	29,537	58,290
		\$200,141	\$273,792

Total Investments \$2,134,683 \$765,182

PART II; Line 14 Land Buildings and Equipment

	Cost	Accumulated Depreciation	Book Value
Lower Paxton Township Land	\$609,160 00	\$0 00	\$609,160 00

PARMER FAMILY FOUNDATION
2012 FORM 990-PF

25-1883175

Part IV Capital Gains and Losses for Tax on Investment Income

Line 1	Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depr Allowed	Cost	Gain (Loss)
9	Shrs Rouse Pptys Inc		1/13/2012	1/13/2012	\$8 00		\$8 00	\$0 00

\$8 00	\$8 00	\$0 00
--------	--------	--------

Parmer Family Foundation, Inc.
25-1883175
2012 Form 990-PF

Part VII-A: Statements Regarding Activities

Line 2 Activities that have not previously been reported to the IRS:

The Parmer Family Foundation's (the Foundation) primary purpose of leasing a parcel of improved land to the Covenant Christian Academy has ceased to exist. As a result, the Foundation has changed the primary purpose to the support of Christian charities as defined in the following statement of purpose:

The Parmer Family Foundation, Inc. (the "Foundation") is incorporated exclusively, and the nature of the activity to be conducted and the purposes to be promoted by the Foundation shall exclusively be, for the charitable, scientific, literary and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of subsequent tax laws of the United States, with a primary focus on benefiting Christian charities. In furtherance of this purpose, the Foundation will make contributions to Christian churches to further their missions within the church's community. The Foundation will also make contributions to Christian educational institutions of all levels of education, including: primary, secondary, college or university, to further Christian educational opportunities or support the ongoing operations of such institutions. The Foundation will also make contributions to other Christian based organizations whose mission may include service to local, regional, state, or international efforts.

This primary focus is consistent with the Articles of Incorporation and the By-Laws of the Foundation which are attached.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

321

PARMER FAMILY FOUNDATION, INC. THE

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300 124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR 1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 2989809

MICROFILM NUMBER: 2001015

0221-0223

VIVIAN LUCKIEWICZ
KLEHR HARRISON HARVEY BRANZBURG & ELLERS
260 S BROAD ST
PHILADELPHIA PA 19102-5003

Filed in the Department of
State on FEB 22 2001
Secretary of the Commonwealth

200115-221

2989809

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

THE PARMER FAMILY FOUNDATION, INC.

ARTICLES OF INCORPORATION

In compliance with the requirements of the Nonprofit Corporation Law of 1988, 15 Pa. C.S. §5306 (relating to articles of incorporation), the undersigned, who are individuals of full age, desiring to form a nonprofit corporation, do hereby certify:

1. Name. The name of the corporation is:

THE PARMER FAMILY FOUNDATION, INC.

2. Address. The location and post-office address of the corporation's initial registered office in this Commonwealth is:

THE PARMER FAMILY FOUNDATION, INC.
911 Grove Road
Harrisburg, Pennsylvania 17111

3. Purposes. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, and the corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The corporation is incorporated exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by the corporation exclusively shall be, for charitable, scientific, literary and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States.

4. Perpetual Existence. The corporation shall have perpetual existence.
5. Non-Stock Basis. The corporation is organized on a non-stock basis.
6. No Members. The corporation shall not have members.

7. Restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. Except as may be permitted under the provisions of Section 501(h) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a

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political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States; or (b) by a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent tax laws of the United States. These Articles of Incorporation shall not be altered or amended in derogation of the provisions of this Article.

8. "Private Foundation" Provisions. In the event the corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States.

9. Termination. Upon any dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment or making provision for payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over to such one or more qualified organizations as may be ordered by the court having jurisdiction of the dissolution and liquidation of the corporation, pursuant to the appropriate subchapter of the Pennsylvania Nonprofit Corporation Law of 1988, or any successor statute thereto. Any provision of law to the contrary notwithstanding, the corporation shall not be merged or consolidated with any corporation other than a qualified organization. As used in this Article 9, the term "qualified organization" shall mean an organization described in either Section 501(c)(3) or Section 170(c)(1) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent tax laws of the United States (but only if the property delivered, conveyed and paid over to such organization is to be used for exclusively public purposes).

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10. Incorporator. The name and address of the incorporators are as follows:

Name

Address

Vivian Luckiewicz, Legal Assistant Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
260 South Broad Street
Philadelphia, PA 19102

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation
this 22nd day of February, 2001.

 (SEAL)
Vivian Luckiewicz

BY-LAWS
OF
THE PARMER FAMILY FOUNDATION, INC.

ARTICLE I
OFFICES

Section 1.1. The registered office of The Parmer Family Foundation, Inc. (the "Corporation") shall be located at 911 Grove Road, Harrisburg, Pennsylvania 17111.

Section 1.2. The Corporation may also have offices at such other places as the board of directors may from time to time determine.

ARTICLE II
DIRECTORS

Section 2.1. The number of directors which shall constitute the whole board shall be such number as the board of directors may determine. Directors shall be natural persons of full age and need not be residents of Pennsylvania. Directors shall be elected by a majority of the remaining members of the Board of Directors though less than a quorum, and each director shall be elected to serve for a one year term and until his successor is elected by the Board.

Section 2.2. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors constituting the whole board, shall be filled by a majority of the remaining members of the board though less than a quorum, and each person so elected shall be a director until the expiration of the term of the board member so replaced.

Section 2.3. The business and affairs of the Corporation shall be managed by its board of directors which may exercise all such powers of the Corporation and do all such acts and things as are permitted by law.

MEETINGS OF THE BOARD

Section 2.4. The meetings of the board of directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 2.5. Except as otherwise provided by statute for the organizational meeting of initial directors named in articles of incorporation, the first meeting of each newly elected board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the directors.

Section 2.6. Regular meetings of the board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting, shall be given each director at least 24 hours before the meeting and shall be given in a manner consistent with the provisions of Section 4.3 of these Bylaws.

Section 2.7. Special meetings of the board may be called by the president on 24 hours notice to each director. Notice shall be given in a manner consistent with the provisions of Section 4.3 of these Bylaws. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special

meeting of the board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 2.8. At all meetings of the board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except as may be otherwise specifically provided by statute or by the articles of incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

COMMITTEES OF DIRECTORS

Section 2.9. The board of directors may, by resolution adopted by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in the by-laws, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following: (i) the filling of vacancies in the board of directors; (ii) the adoption, amendment or repeal of the by-laws; (iii) the amendment or repeal of any resolution of the board; (iv) action on matters committed by the by-laws or resolution of the board of directors to another committee of the board. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or

not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

PARTICIPATION IN MEETING BY TELEPHONE

Section 2.10. One or more directors may participate in a meeting of the board or of a committee of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

INFORMAL ACTION BY DIRECTORS OR COMMITTEES

Section 2.11. Any action which may be taken at a meeting of the directors or of the members of a committee of the board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the members of the committee, as the case may be, and shall be filed with the secretary of the Corporation.

COMPENSATION OF DIRECTORS

Section 2.12. The board of directors may, by resolution of the board, fix the compensation of directors for their services as such, and a director may be a salaried officer of the Corporation.

LIABILITY OF DIRECTORS

Section 2.13. No person who is or was a director of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a director, unless:

(a) The director has breached or failed to perform the duties of his office as set forth in Section 5104 of the Pennsylvania Nonprofit Corporation Law of 1988 which incorporates by reference sections 511 and 512 of the Pennsylvania Associations Code; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This provision of the By-laws shall not apply to:

(1) The responsibility or liability of a director pursuant to any criminal statute; or

(2) The liability of a director for the payment of taxes pursuant to local, state or Federal law.

Any repeal or modification of this Section 2.13 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

ARTICLE III

OFFICERS

Section 3.1. The officers of the Corporation shall be chosen by the directors and shall be a president, a vice president, a secretary and a treasurer. The directors may choose an assistant secretary. The president, vice-president, secretary and assistant secretary shall be natural persons of full age; the treasurer may be a corporation, but if a natural person, shall be of full age. Any number of offices may be held by the same person.

Section 3.2. The board of directors, immediately after each annual meeting of members, shall elect a president, a vice-president, a secretary and a treasurer, none of whom need be members of the board.

Section 3.3. The board of directors may also choose such other officers and assistant officers and agents as the needs of the Corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 3.4. The salaries of all officers of the Corporation shall be fixed by the board of directors.

Section 3.5. The officers of the Corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the board of directors, may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

THE PRESIDENT

Section 3.6. The president shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect.

Section 3.7. The president shall execute bonds, mortgages and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the

signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Corporation.

THE VICE-PRESIDENT

Section 3.8. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or executive committee may prescribe or the president may delegate to him or her.

THE SECRETARY

Section 3.9. The secretary shall attend all sessions of the board and record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the committees of the board of directors when required. He or she shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. The assistant secretary, if any, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary.

THE TREASURER

Section 3.10. The treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the board of directors. The assistant treasurer, if any, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer.

Section 3.11. The treasurer shall disburse the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

Section 3.12. If required by the board of directors, the treasurer shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the board of directors, for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE IV

GENERAL PROVISIONS

CHECKS AND NOTES

Section 4.1. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the board of directors may from time to time designate.

FISCAL YEAR

Section 4.2. The fiscal year of the Corporation shall be the calendar year.

NOTICES

Section 4.3. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws or otherwise, notice is required to be given to any person, it may be given to such person either personally, by sending a copy thereof by first class or express

mail, postage prepaid, by nationally recognized overnight courier (with charges prepaid), or by facsimile transmission to his or her address, (or to his or her facsimile number), appearing on the books of the Corporation or, in the case of directors, supplied by the director to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, then it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to that person. A notice given by facsimile shall be deemed to have been given when confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions).

Section 4.4. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of the meeting. Attendance at any meeting shall constitute a waiver of notice of the meeting, except where any person attends a meeting for the express purpose of objecting to the holding of such meeting, and the person so objects at the beginning of the meeting.

ARTICLE V

INDEMNIFICATION

Section 5.1. Officers and Directors - Direct Actions. The Corporation shall indemnify, to the extent permitted under these by-laws, any person who was or is a party (other than a party plaintiff suing on his or her own behalf), or who is threatened to be made such 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) arising out of, or in connection with, any actual or alleged act or omission or by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she met the standard of conduct of (i) acting in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and (ii) with respect to any criminal proceeding, having no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.2. Officers and Directors - Derivative Actions. The Corporation shall indemnify any person who was or is a party (other than a party suing in the right of the

Corporation), or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she met the standard of conduct of acting in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that indemnification shall not be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which the action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

Section 5.3. Employees and Agents. The Corporation may, to the extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988, indemnify any person who is or was an employee or agent of the Corporation, other than an officer, or is or was serving at the request of the Corporation as an 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 and reasonably incurred by him by reason of his service on behalf of the Corporation, provided such person has met the applicable standard of conduct as would apply in any particular instance under the Pennsylvania Nonprofit Corporation Law of 1988.

Section 5.4. Mandatory Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Sections 5.1, 5.2 or 5.3 of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 5.5. Advancing Expense. Expenses (including attorneys' fees) incurred by an officer, director, employee or agent in defending any action or proceeding referred to in this Article V may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article V.

Section 5.6. Procedure.

(a) Unless ordered by a court, any indemnification under Section 5.1, 5.2 or 5.3 of this Article V shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.1, 5.2 or 5.3.

(b) Expenses shall be advanced by the Corporation to a director or officer upon a determination that such person has met the applicable standard of conduct set forth in Section 5.1 or 5.2 of this Article and has satisfied the terms set forth in Section 5.5 of this Article.

(c) Expenses may be advanced to an employee or agent of the Corporation upon a determination that such employee or agent has satisfied the terms of Section 5.3 and 5.5 of this Article and, in view of all the circumstances of the case, such person is fairly and reasonably entitled to advancement of expenses.

(d) All determinations under this Section 5.6 shall be made:

(1) With respect to indemnification under Section 5.3 and advancement of expenses under Section 5.6(c), by the Board by a majority vote.

(2) With respect to indemnification under Section 5.1 or 5.2 and advancement of expenses under Section 5.6(b),

(A) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action or proceeding, or

(B) If such a quorum is not obtainable, or, if obtainable and if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5.7. Nonexclusivity of Indemnification.

(a) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding that office, and shall continue as to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs and personal representative of such person. Section 5728 (relating to interested shareholders, directors or officers; quorum) of the Pennsylvania Nonprofit Corporation Act of

1988 shall be applicable to any Bylaw, contract or transaction authorized by the directors under this Section 5.7. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article V or otherwise.

(b) Indemnification pursuant to Section 5.7(a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(c) Indemnification pursuant to Section 5.7(a) under any Bylaw, agreement, vote of directors or otherwise, may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any other provision of law except as provided in this Section 5.7 and whether or not the indemnified liability arises or arose from any threatened or pending or completed action by or in the right of the Corporation.

Section 5.8. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the provisions of this Article V.

Section 5.9. Past Officers and Directors. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer,

employee or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VI

AMENDMENTS

Section 6.1. The by-laws may be altered, amended or repealed by a majority vote of the members in office of the board of directors at any regular or special meeting duly convened.

UNANIMOUS CONSENT IN LIEU OF
FIRST MEETING OF BOARD OF DIRECTORS
OF
THE PARMER FAMILY FOUNDATION, INC.

THE UNDERSIGNED, being all of the directors of the above named Nonprofit Corporation, do hereby adopt the following resolutions:

RESOLVED, That the following persons be appointed to the offices set opposite their respective names, to serve for one year and until their successors are chosen and qualify:

George A. Parmer	President
Barbara J. Parmer	Vice-President
Barbara J. Parmer	Treasurer
George A. Parmer	Secretary

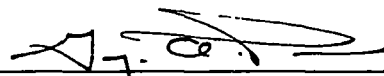
RESOLVED, That the Secretary is hereby authorized and directed to procure the proper corporate books, and the Treasurer be and is hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization of the Corporation.

RESOLVED, That the officers of this Corporation be authorized and directed to open a bank account in the name of the Corporation, in accordance with a form of bank resolution attached to these minutes.

RESOLVED, That in compliance with the laws of the Commonwealth of Pennsylvania, this Corporation have and continuously maintain a registered office within this state and have an agent at all times in charge thereof, upon which agent process against this Corporation may be served, and that the books and records of the Corporation shall be available for examination by any member for any proper purpose as provided by law.

RESOLVED, That the proper officers of the Corporation be and they hereby are authorized and directed on behalf of the Corporation to make and file such certificate, report or other instrument as may be required by law to be filed in any state, territory, or dependency of the United States, or in any foreign country, in which said officers shall find it necessary or expedient to file the same to authorize the Corporation to transact business in such state, territory, dependency or foreign country.

Dated: 4/4/02


George A. Parmer, Director

Dated: 4/4/02


Barbara J. Parmer, Director