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 [ ] Amended return [ ] Application pending

C Name of organization: DMC FOUNDATION

Doing Business As: HEALTH & WELLNESS FOUNDATION

Number and street (or P.O. box if mail is not delivered to street address): 333 WEST FORT STREET — Room/suite: 2010

City, town, or post office, state, and ZIP code: DETROIT, MI 48226

D Employer identification number: 27-3529154

E Telephone number: 313-961-6675

G Gross receipts $ 61,084,672.

F Name and address of principal officer: DR. LORNA THOMAS
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: ▶ N/A

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

L Year of formation: 2010 **M** State of legal domicile: MI

Part I Summary

Activities & Governance

1	Briefly describe the organization's mission or most significant activities: THE DMC FOUNDATION IS DEDICATED TO PROMOTING THE WELFARE OF THE GENERAL PUBLIC IN THE METROPOLITAN		
2	Check this box ▶ [ ] 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	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
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	52
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)	932,492.	60,973,095.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	46,833.	53,384.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-80,230.	-72,544.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	899,095.	60,953,935.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	3,585,202.
	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)	33,783.	36,590.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 35,000.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	216,633.	257,968.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	250,416.	3,879,760.
	19	Revenue less expenses. Subtract line 18 from line 12	648,679.	57,074,175.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	1,214,293.	58,748,173.
	21	Total liabilities (Part X, line 26)	621,681.	1,085,202.
	22	Net assets or fund balances. Subtract line 21 from line 20	592,612.	57,662,971.

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

▶ Lorna Thomas, M.D. — Signature of officer — Date: 8-14-2013

▶ DR. LORNA THOMAS, BOARD CHAIR — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
SUSAN MIENCIER	S. Miencier	8-14-13		P00842339

Firm's name ▶ PLANTE & MORAN, PLLC — Firm's EIN ▶ 38-1357951

Firm's address ▶ P.O. BOX 307
SOUTHFIELD, MI 48037-0307 — Phone no. 248-352-2500

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 SEP 19 2013

G8 6

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

THE PURPOSE OF THE DMC FOUNDATION IS TO OPERATE EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES INCLUDING TO PROMOTE THE WELFARE OF THE GENERAL PUBLIC THROUGH THE SUPPORT OF RESEARCH, EDUCATION AND COMMUNITY BENEFIT ACTIVITIES, SUCH AS THE ENCOURAGEMENT

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 $ 3,585,202. including grants of $ 3,585,202.) (Revenue $ ________)

SUPPORT AND ENCOURAGE MEDICAL RESEARCH AND THE PROVISION OF HEALTH AND DISEASE PREVENTION EDUCATION SERVICES TO INDIGENT AND UNDERSERVED INDIVIDUALS IN THE 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 ▶ 3,585,202.

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		

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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		
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	0		
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		
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?		2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
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	X	
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		
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?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
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: 15. 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: 15			
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 ▶MI

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. ▶

COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN - 313-961-6675
333 WEST FORT STREET, SUITE 2010, DETROIT, MI 48226

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEVE D'ARCY PRESIDENT	3.00	X		X				0.	0.	0.
(2) MIKE DUGGAN BOARD MEMBER	1.00	X						0.	0.	0.
(3) JOHN LEVY TREASURER	10.00	X		X				0.	0.	0.
(4) MARY STEPHENS FERRIS BOARD MEMBER	1.00	X						0.	0.	0.
(5) HENRY GRIX BOARD MEMBER	3.00	X						0.	0.	0.
(6) RHEA HEIL BOARD MEMBER	1.00	X						0.	0.	0.
(7) MERLE HARRIS BOARD MEMBER	1.00	X						0.	0.	0.
(8) JOHN HAAPANIEMI BOARD MEMBER	1.00	X						0.	0.	0.
(9) YOUSIF GHAFARI BOARD MEMBER	1.00	X						0.	0.	0.
(10) RHONDA WELBURN BOARD MEMBER	1.00	X						0.	0.	0.
(11) RICHARD WIDGREN BOARD MEMBER	1.00	X						0.	0.	0.
(12) YALE LEVIN BOARD MEMBER	1.00	X						0.	0.	0.
(13) EUGENE GARGARO BOARD MEMBER	1.00	X						0.	0.	0.
(14) FRANK TORRE BOARD MEMBER	1.00	X						0.	0.	0.
(15) TED GATZAROS BOARD MEMBER	1.00	X						0.	0.	0.
(16) RUSTY ROSMAN BOARD MEMBER	1.00	X						0.	0.	0.
(17) KENNETH DAVIES BOARD MEMBER	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) CYNTHIA PASKY BOARD MEMBER	1.00 0.50	X						0.	0.	0.
(19) SANDRA SCHWARTZ BOARD MEMBER	1.00	X						0.	0.	0.
(20) LILA SILVERMAN BOARD MEMBER	1.00	X						0.	0.	0.
(21) ROSEMARY GILCHRIST BOARD MEMBER & SECRETARY	3.00	X		X				0.	0.	0.
(22) ANTHONY FILIPPIS BOARD MEMBER	1.00	X						0.	0.	0.
(23) DIANA PROSI BOARD MEMBER	1.00	X						0.	0.	0.
(24) DR. LORNA THOMAS BOARD CHAIR & SECRETARY	6.00	X		X				0.	0.	0.
(25) ROBIN D. FERRIBY BOARD MEMBER & SECRETARY	1.00 45.00	X		X				0.	213,090.	36,363.
(26) W. FRANK FOUNTAIN BOARD MEMBER	1.00 0.50	X						0.	0.	0.
1b Sub-total ▶								0.	213,090.	36,363.
c Total from continuation sheets to Part VII, Section A ▶								173,348.	414,502.	75,363.
d Total (add lines 1b and 1c) ▶								173,348.	627,592.	111,726.

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 ▶ 1

		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
NONE		

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 ▶ 0

SEE PART VII, SECTION A CONTINUATION SHEETS

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) 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
(27) ALLAN D. GILMOUR BOARD MEMBER	1.00 1.50	X						0.	0.	0.
(28) GEORGE G. JOHNSON BOARD MEMBER	1.00 0.50	X						0.	0.	0.
(29) ROBERT P. LISAK, M.D. BOARD MEMBER	1.00	X						0.	0.	0.
(30) MICHAEL T. MONAHAN VICE CHAIR	1.00 0.50	X		X				0.	0.	0.
(31) JAMES B. NICHOLSON BOARD MEMBER	1.00 0.50	X						0.	0.	0.
(32) MARIAM C. NOLAND BOARD MEMBER & PRESIDENT	1.00 45.00	X		X				0.	414,502.	52,683.
(33) ARTHUR T. O'REILLY BOARD MEMBER	1.00	X						0.	0.	0.
(34) PAMELA E. RODGERS BOARD MEMBER	1.00 0.50	X						0.	0.	0.
(35) JOSEPH WALSH EXECUTIVE DIRECTOR (PARTIAL YR.)	20.00			X				34,615.	0.	0.
(36) KATHLEEN SPILLANE KNIGHT EXECUTIVE DIRECTOR (PARTIAL YR.)	40.00			X				138,733.	0.	22,680.
Total to Part VII, Section A, line 1c								173,348.	414,502.	75,363.

232201
07-25-12

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	119,135.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	60,853,960.				
	g	Noncash contributions included in lines 1a-1f $						
	h	**Total.** Add lines 1a-1f ▶			60,973,095.			
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) ▶			1,220.			1,220.
	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 56,435.	(ii) Other				
	b	Less. cost or other basis and sales expenses	4,271.					
	c	Gain or (loss)	52,164.					
	d	Net gain or (loss) ▶			52,164.			52,164.
	8 a	Gross income from fundraising events (not including $ 119,135. of contributions reported on line 1c) See Part IV, line 18	a	53,922.				
	b	Less. direct expenses	b	126,466.				
	c	Net income or (loss) from fundraising events ▶			-72,544.			-72,544.
	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							
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶						
	12	**Total revenue.** See instructions. ▶			60,953,935.	0.	0.	-19,160.

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	3,585,202.	3,585,202.		
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	34,615.		34,615.	
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	1,975.		1,975.	
11 Fees for services (non-employees).				
a Management				
b Legal	117,694.		117,694.	
c Accounting	72,199.		72,199.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
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	3,476.		3,476.	
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				
23 Insurance	8,511.		8,511.	
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 FUNDRAISING MATERIALS	35,000.			35,000.
b BAD DEBT EXPENSE	21,088.		21,088.	
c				
d				
e All other expenses				
25 **Total functional expenses** Add lines 1 through 24e	3,879,760.	3,585,202.	259,558.	35,000.
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)				

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	559,570.	1	50,896,891.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	254,310.	3	18,249.
	4	Accounts receivable, net	33,470.	4	19,844.
	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	13,227.	9	3,774.
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less: accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities	335,428.	11	0.
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	18,288.	15	7,809,415.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	1,214,293.	16	58,748,173.
Liabilities	17	Accounts payable and accrued expenses	143,280.	17	0.
	18	Grants payable		18	1,085,202.
	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	478,401.	25	0.
	26	**Total liabilities.** Add lines 17 through 25	621,681.	26	1,085,202.
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	-9,533.	27	57,644,722.
	28	Temporarily restricted net assets	512,449.	28	18,249.
	29	Permanently restricted net assets	89,696.	29	0.
		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	592,612.	33	57,662,971.
	34	Total liabilities and net assets/fund balances	1,214,293.	34	58,748,173.

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	60,953,935.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,879,760.
3	Revenue less expenses. Subtract line 2 from line 1	3	57,074,175.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	592,612.
5	Net unrealized gains (losses) on investments	5	-3,816.
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	57,662,971.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash [X] 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 [X] 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 DMC FOUNDATION

Employer identification number 27-3529154

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?

		Yes	No
(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?	11g(i)		X
(ii) A family member of a person described in (i) above?	11g(ii)		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	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? Yes	No	(v) Did you notify the organization in col. (i) of your support? Yes	No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	No	(vii) Amount of monetary support
SEE SCH. A, PART IV	38-2530980	8	X						203,300.
Total 1									203,300.

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

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 ▶ ☐

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

SCHEDULE A, PART I, LINE 11H NAME OF SUPPORTED ORGANIZATION: COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN

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: DMC FOUNDATION

Employer identification number: 27-3529154

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	89,696.				
b	Contributions	51,042,828.	89,696.			
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	51,132,524.	89,696.			

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

a Board designated or quasi-endowment ▶ 100.00 %

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

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				
c	Leasehold improvements				
d	Equipment				
e	Other				

Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶ 0.

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 RECEIVABLE	1,293,806.
(2) CASH VALUE OF LIFE INSURANCE POLICY	3,411.
(3) ASSET TRANSFER RECEIVABLE	6,512,198.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	7,809,415.

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	432,557.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-3,816.		
b	Donated services and use of facilities	2b	71,500.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	67,684.
3	Subtract line 2e from line 1			3	364,873.
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	60,589,062.		
c	Add lines 4a and 4b			4c	60,589,062.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	60,953,935.

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

1	Total expenses and losses per audited financial statements			1	3,055,368.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	71,500.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	71,500.
3	Subtract line 2e from line 1			3	2,983,868.
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	895,892.		
c	Add lines 4a and 4b			4c	895,892.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18)*			5	3,879,760.

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 V, LINE 4: THE ORGANIZATION'S ENDOWMENT ASSETS ARE USED TO SUPPORT RESEARCH, EDUCATION AND COMMUNITY BENEFIT ACTIVITIES.

PART X, LINE 2: THE FOUNDATION IS EXEMPT FROM INCOME TAX UNDER PROVISIONS OF INTERNAL REVENUE CODE SECTION 501(C)(3). ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE THE FOUNDATION TO EVALUATE TAX POSITIONS TAKEN BY THE FOUNDATION AND RECOGNIZE A TAX LIABILITY IF THE FOUNDATION HAS TAKEN AN UNCERTAIN POSITION THAT

Part XIII Supplemental Information *(continued)*

MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE IRS OR OTHER APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE FOUNDATION, AND HAS CONCLUDED THAT AS OF DECEMBER 31, 2012 AND 2011, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE FOUNDATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

NON SPECIAL EVENT EXPENSES	3,476.
CHARITABLE ASSETS TRANSFERRED FROM LEGACY DMC, NET ASSET TRANSFER ON F/S	60,585,586.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	60,589,062.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

NON SPECIAL EVENT EXPENSES	3,476.
GRANTS PAYABLE TRANSFERRED FROM LEGACY DMC, NET ASSET TRANSFER ON F/S	892,416.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	895,892.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047
2012
Open To Public Inspection

Name of the organization: DMC FOUNDATION

Employer identification number: 27-3529154

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
Total ▶						

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

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

		(a) Event #1 GOLF OUTING (event type)	(b) Event #2 GALA (event type)	(c) Other events NONE (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	124,182.	48,875.		173,057.
	2 Less: Contributions	82,215.	36,920.		119,135.
	3 Gross income (line 1 minus line 2)	41,967.	11,955.		53,922.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	91,533.	10,052.		101,585.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	15,823.	9,058.		24,881.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(126,466.)
	11 Net income summary Combine line 3, column (d), and line 10 ▶				-72,544.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				( )
	8 Net gaming income summary Combine line 1, column d, and line 7 ▶				

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

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

b If "No," explain: ____________

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

b If "Yes," explain: ____________

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility 13a %

b An outside facility 13b %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ______ and the amount of gaming revenue retained by the third party ▶ $ ______

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable Also complete this part to provide any additional information (see instructions)

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: DMC FOUNDATION

Employer identification number: 27-3529154

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
LEGACY DMC 3663 WOODWARD AVENUE, SUITE 200 DETROIT, MI 48201	38-2571767	501(C)(3)	2,500,000.	0.			TO SUPPORT OPERATIONS OF THE ORGANIZATION.
COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN - 333 WEST FORT STREET, SUITE 2010 - DETROIT, MI 48226	38-2530980	501(C)(3)	203,300.	0.			TO SUPPORT OPERATIONS OF THE ORGANIZATION.
VHS OF MICHIGAN, INC. 3990 JOHN R DETROIT, MI 48201			41,500.	0.			FOR COMMUNITY BENEFIT
VHS OF MICHIGAN, INC. 3990 JOHN R DETROIT, MI 48201			2,500.	0.			FOR EDUCATION
VHS HURON VALLEY-SINAI HOSPITAL, INC. - 1 WILLIAM CARLS DRIVE - COMMERCE, MI 48382			43,388.	0.			FOR COMMUNITY BENEFIT
VHS HURON VALLEY-SINAI HOSPITAL, INC. - 1 WILLIAM CARLS DRIVE - COMMERCE, MI 48382			37,475.	0.			FOR EDUCATION

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

3 Enter total number of other organizations listed in the line 1 table ▶ 4.

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VHS SINAI-GRACE HOSPITAL, INC. 6071 W. OUTER DRIVE DETROIT, MI 48235			182,610.	0.			FOR COMMUNITY BENEFIT
VHS SINAI-GRACE HOSPITAL, INC. 6071 W. OUTER DRIVE DETROIT, MI 48235			147,270.	0.			FOR EDUCATION
VHS HARPER-HUTZEL HOSPITAL 3990 JOHN R DETROIT, MI 48201			170,000.	0.			FOR COMMUNITY BENEFIT
VHS HARPER-HUTZEL HOSPITAL 3990 JOHN R DETROIT, MI 48201			105,437.	0.			FOR EDUCATION
VHS HARPER-HUTZEL HOSPITAL 3990 JOHN R DETROIT, MI 48201			151,722.	0.			FOR RESEARCH

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: RECIPIENTS ARE REQUIRED TO SUBMIT A WRITTEN REPORT SUMMARIZING THE GRANT ACTIVITY, INCLUDING A DETAILED ACCOUNTING OF THE USES OR EXPENDITURE OF THE GRANT. STAFF REVIEWS THE REPORT TO CONFIRM THAT THE FUNDS WERE USED FOR THE INTENDED PURPOSE. RECIPIENTS ARE REQUIRED TO RETURN ANY PORTION OF THE GRANT WHICH IS NOT USED FOR THE PURPOSE OF THE GRANT AND ANY UNEXPENDED GRANT FUNDS, IF APPLICABLE, WHICH REMAIN AT THE END OF THE AWARD PERIOD.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: DMC FOUNDATION
Employer identification number: 27-3529154

Part I Questions Regarding Compensation

		Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☐ Compensation survey or study ☐ Form 990 of other organizations ☐ Approval by the board or compensation committee			
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization.			
a Receive a severance payment or change-of-control payment?	4a		X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a The organization?	5a		X
b Any related organization?	5b		X
If "Yes" to line 5a or 5b, describe in Part III.			
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a The organization?	6a		X
b Any related organization?	6b		X
If "Yes" to line 6a or 6b, describe in Part III			
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
(1) ROBIN D. FERRIBY	(i)	0.	0.	0.	0.	0.	0.	0.
BOARD MEMBER & SECRETARY	(ii)	212,400.	0.	690.	17,112.	19,251.	249,453.	0.
(2) MARIAM C. NOLAND	(i)	0.	0.	0.	0.	0.	0.	0.
BOARD MEMBER & PRESIDENT	(ii)	390,832.	0.	23,670.	39,500.	13,183.	467,185.	0.
(3) KATHLEEN SPILLANE KNIGHT	(i)	138,733.	0.	0.	0.	22,680.	161,413.	0.
EXECUTIVE DIRECTOR (PARTIAL YR.)	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
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	(ii)							

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: DMC FOUNDATION
Employer identification number: 27-3529154

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
DETROIT AREA THROUGH THE SUPPORT OF RESEARCH, EDUCATION AND COMMUNITY BENEFIT ACTIVITIES.

IT IS OUR PRIVILEGE AND RESPONSIBILITY TO USE THE ASSETS OF THE DMC FOUNDATION TO MAKE INVESTMENTS THAT IMPROVE THE HEALTH AND WELLBEING OF INDIVIDUALS AND FAMILIES INCLUDING, BUT NOT LIMITED TO, THOSE RECEIVING CARE AND TREATMENT AT DETROIT MEDICAL CENTER INSTITUTIONS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
AND FACILITATION OF THE PROVISION OF MEDICAL, HEALTH CARE, AND DISEASE PREVENTION SERVICES TO INDIGENT, UNDERSERVED AND OTHER INDIVIDUALS, WITH EMPHASIS ON BENEFITTING INDIVIDUALS AND FAMILIES LOCATED IN THE METROPOLITAN DETROIT AREA INCLUDING, BUT NOT LIMITED TO, INDIVIDUALS AND FAMILIES RECEIVING CARE AND TREATMENT AT DETROIT MEDICAL CENTER INSTITUTIONS, SUCH AS CHILDREN'S HOSPITAL, RECEIVING HOSPITAL, SINAI-GRACE HOSPITAL, HARPER UNIVERSITY HOSPITAL, HUTZEL WOMEN'S HOSPITAL, KRESGE EYE INSTITUTE, HURON VALLEY-SINAI HOSPITAL, AND REHABILITATION INSTITUTE OF MICHIGAN.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:
WHILE CONTINUING THE NOTED MISSION, EFFECTIVE ON DECEMBER 31, 2012 DMC FOUNDATION BECAME A TYPE I SUPPORTING ORGANIZATION UNDER IRC SECTION 501(A)(3) EXCLUSIVELY FOR THE BENEFIT OF THE COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN (CFSEM). THE ORGANIZATION SHALL FURTHER THE CHARITABLE PURPOSES AND OPERATIONS OF CFSEM BY MAKING GRANTS AND

Name of the organization: DMC FOUNDATION

Employer identification number: 27-3529154

DISTRIBUTIONS WHICH BENEFIT OR CARRY OUT THE CHARITABLE PURPOSES AND GOALS OF CFSEM TO SUCH ORGANIZATIONS WHICH ARE TAX-EXEMPT UNDER SECTION 501(C)(3) AND WHICH ARE CLASSIFIED AS PUBLIC CHARITIES UNDER SECTION 509(A)(1) OR 509(A)(2), AND BY MAKING SUCH OTHER CHARITABLE DISTRIBUTIONS, TO INDIVIDUALS OR ORGANIZATIONS, AS ARE PERMITTED TO BE MADE BY THE ORGANIZATION UNDER CODE THAT ARE IN FUTHERANCE OF CHARITABLE PURPOSES OF THE ORGANIZATION AND CFSEM.

THE ORGANIZATION SHALL ACT PRIMARILY AS A GRANT-MAKING FOUNDATION, AND, AS SUCH, WILL NOT ENGAGE IN FUNDRAISING ACTIVITIES, INCLUDING, BUT NOT LIMITED TO, ANNUAL APPEALS, FUNDRAISING EVENTS, GOLF OUTINGS, ETC.

FORM 990, PART VI, SECTION A, LINE 4: THE BOARD OF DIRECTORS ADOPTED A RESOLUTION, EFFECTIVE DECEMBER 31, 2012, TO RESTATE THE ARTICLES OF INCORPORATION AND BYLAWS, CHANGING THE NAME OF THE ORGANIZATION TO THE DMC FOUNDATION. AS PART OF THE RESOLUTION, THE BOARD OF DIRECTORS OF THE FOUNDATION VOTED TO CHANGE THEIR GOVERNING STRUCTURE TO THAT TYPE I SUPPORTING ORGANIZATION UNDER IRC SECTION 509(A)(3) EXCLUSIVELY FOR THE BENEFIT OF THE COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN (CFSEM).

THE FOLLOWING CHANGES WERE MADE TO THE GOVERNING DOCUMENTS OF THE ORGANIZATION:

- THE MAXIMUM NUMBER OF DIRECTORS OF THE ORGANIZATION IS FIFTEEN.
- AT ALL TIMES, AT LEAST A MAJORITY OF THE DIRECTORS WILL BE CLASS A DIRECTORS APPOINTED BY THE BOARD OF TRUSTEES OF CFSEM. ANY REMAINING DIRECTORS WILL BE DESIGNATED CLASS B DIRECTORS.
- CLASS A DIRECTORS ARE APPOINTED BY A MAJORITY VOTE OF THE BOARD OF TRUSTEES OF CFSEM AND MAY BE REMOVED AT ANY TIME BY A MAJORITY VOTE OF THE BOARD OF CFSEM. ANY VACANCY IN THE OFFICE OF A CLASS A DIRECTOR WILL BE FILLED BY MAJORITY VOTE OF THE BOARD OF CFSEM.

Name of the organization DMC FOUNDATION

Employer identification number 27-3529154

- CLASS B DIRECTORS WILL BE APPOINTED BY A MAJORITY VOTE OF THE THEN SERVING CLASS B DIRECTORS AND MAY BE REMOVED AT ANY TIME BY A MAJORITY VOTE OF THE CLASS B DIRECTORS OR BY THE AFFIRMATIVE VOTE OF AT LEAST 75% OF ALL DIRECTORS OF THE ORGANIZATION THEN IN OFFICE. ANY VACANCY IN THE OFFICE OF A CLASS B DIRECTOR WILL BE FILLED BY MAJORITY VOTE OF THE REMAINING CLASS B DIRECTORS.

- SPECIFIC COMMITTEES ARE NO LONGER DESCRIBED IN THE BYLAWS. RATHER THE BOARD OF DIRECTORS MAY APPOINT ONE OR MORE COMMITEES AS IT DEEMS APPROPRIATE.

- UPON DISSOLUTION OR TERMINATION OF THE ORGANIZATION, THE REMAINING ASSETS ARE TO BE DISTRIBUTED TO CFSEM TO BE ADMINISTERED AS A COMPONENT FUND(S) OF CFSEM.

- CERTAIN ACTIONS OF THE ORGANIZATION ARE SUBJECT TO APPROVAL BY THE BOARD OF TRUSTEES OF CFSEM, INCLUDING CHANGES TO THE GOVERNING DOCUMENTS; TRANSFERS OF ALL, OR SUBSTANTIALLY ALL, OF THE ORGANIZATION'S ASSETS; MERGERS OR CONSOLIDATIONS WITH ANY OTHER ORGANIZATION; OR DISSOLUTION OF THE ORGANIZATION.

- IF CFSEM CEASES TO BE CLASSIFIED AS A TAX EXEMPT ORGANIZATION, THE ORGANIZATION WILL REVERT BACK TO A 501(C)(3) UNDER SECTION 509(A)(1) OR 509(A)(2) AND THE BOARD OF TRUSTEES OF CFSEM NO LONGER WILL HAVE AUTHORITY TO APPROVE ACTIONS OR ELECT A MAJORITY OF THE BOARD OF DIRECTORS OF THE ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7A: THE BOARD OF TRUSTEES OF CFSEM APPOINTS A MAJORITY OF THE BOARD OF DIRECTORS OF THE ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7B: THE FOLLOWING ACTIONS ARE SUBJECT TO APPROVAL BY THE BOARD OF TRUSTEES OF CFSEM: CHANGES TO THE GOVERNING

Name of the organization: DMC FOUNDATION

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DOCUMENTS; TRANSFERS OF ALL, OR SUBSTANTIALLY ALL, OF THE ORGANIZATION'S ASSETS; MERGERS OR CONSOLIDATIONS WITH ANY OTHER ORGANIZATION; OR DISSOLUTION OF THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 WILL BE PROVIDED TO THE BOARD FOR REVIEW PRIOR TO FILING. THE FORM 990 WAS REVIEWED BY THE PRESIDENT AND STAFF PRIOR TO THE DIRECTORS' REVIEW.

FORM 990, PART VI, SECTION C, LINE 19: THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS AN EXECUTIVE COMMITTEE RESPONSIBLE FOR THE OVERSIGHT OF THE AUDIT AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

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
Open to Public Inspection

Name of the organization: DMC FOUNDATION

Employer identification number: 27-3529154

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
COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN - 38-2530980, 333 W FORT STREET, STE 2010, DETROIT, MI 48226	GRANTMAKING	MICHIGAN	501(C)(3)	LINE 8	N/A		X

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

Schedule R (Form 990) 2012

232161 12-10-12 LHA

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

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) COMMUNITY FOUNDATION FOR SOUTHEAST MICHIGAN	B	203,300.	CASH TRANSACTION
(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?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII **Supplemental Information**

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

Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

DETROIT COMMUNITY HEALTH FOUNDATION

ID NUMBER: 70886C

received by facsimile transmission on December 28, 2012 is hereby endorsed

Filed on December 28, 2012 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: December 31, 2012

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3RD day of January, 2013.

Director

Bureau of Commercial Services

RESTATED ARTICLES OF INCORPORATION
OF
DMC FOUNDATION
(A Michigan Nonprofit Corporation)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is the Detroit Community Health Foundation.

2. The date of filing of the original Articles of Incorporation was August 2, 2010.

3. The identification number assigned by the Michigan Bureau of Commercial Services is 70886C.

4. There are no former names of the corporation.

5. The corporation also operates under the previously assumed names of DMC Foundation, Health and Wellness Foundation and Health and Wellness Foundation of Greater Detroit.

6. The following Restated Articles of Incorporation supersede the Articles of Incorporation and shall be the Articles of Incorporation for the corporation effective at the close of the business day on December 31, 2012.

ARTICLE I

The name of the corporation as of the effective date of these Restated Articles of Incorporation is DMC Foundation (hereinafter referred to as "Corporation").

ARTICLE II

A. The purpose of Corporation is to operate exclusively for charitable, scientific and educational purposes and, in particular, promote the welfare of the general public through the support of research, education and community benefit activities, such as the encouragement and facilitation of the provision of medical, health care, and disease prevention services to the indigent, underserved and other individuals, with strong priority given to benefitting individuals and families receiving care at Detroit Medical Center institutions, such as Children's Hospital, Detroit Receiving Hospital, Sinai-Grace Hospital, Harper Hospital, Hutzel Women's Hospital, Kresge Eye Institute, Huron Valley-Sinai Hospital, and Rehabilitation Institute of Michigan.

B. In furtherance of the foregoing, for so long as the Community Foundation for Southeast Michigan, a Michigan nonprofit corporation ("CFSEM"), shall be classified as a tax-exempt organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws ("Code"), the Corporation shall be organized, and all times operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, CFSEM all as contemplated and permitted by Section 509(a)(3) of Code. The Corporation shall at all times act as a Type I supporting organization to CFSEM as defined in the Code and its Regulations.

C. To distribute, from time to time, all or any part of Corporation's net income, principal or property in such a manner or to such qualified distributees as described in paragraph A above as will effectively serve Corporation's charitable purposes in light of the changed conditions which may have arisen or will arise in the needs of those served by Corporation and CFSEM from the time of the original receipt of property by Corporation from a donor.

D. Within the framework and limitations of the foregoing, and subject to policies and procedures of CFSEM, Corporation shall further the charitable purposes and operations of CFSEM by grant making activities and distributions which benefit or carry out the charitable purposes and goals of Corporation and CFSEM to such organizations which are tax-exempt under Section 501(c)(3) of Code and which are classified as public charities under Section 509(a)(1) or 509(a)(2) of Code, and by making such other charitable distributions, to individuals or organizations, as are permitted to be made by Corporation under Code that are in furtherance of charitable purposes of Corporation and CFSEM.

E. Corporation may receive contributions, gifts, devises and bequests and shall hold, administer and dispose of the same exclusively for the accomplishment of the purposes of the Corporation and CFSEM.

F. Corporation may conduct any and all legal activities as well as any and all powers as may be necessary or helpful to achieve the foregoing purposes.

G. Notwithstanding any other provision in these Restated Articles of Incorporation, 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(c)(3) of the Code, b) by an organization which has been classified as a public charity pursuant to provisions of Code, or c) by an organization contributions to which are deductible pursuant to Section 170(c)(2) of the Code, or that would be contrary to the policies and procedures of CFSEM.

H. Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office or other political ballot matter.

I. No substantial part of the activities of Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

J. No substantial part of the activities of Corporation shall consist of providing commercial-type insurance.

ARTICLE III

A. Corporation is organized on a non-stock basis.

B. The description and value of the real and personal property of Corporation are:

Real property	none
Personal property Comprised of cash, marketable securities and receivables	$50,121,164.48

C. The valuation of the above assets was as of August 31, 2012.

D. Corporation is to be financed primarily by its existing endowment and assets; provided, however, the Corporation may from time to time receive gifts, grants, contributions and bequests from the public.

E. Corporation is organized on a directorship basis with two classes of directors as further defined in Article VI below.

ARTICLE IV

A. The address and the mailing address of the current registered office of Corporation is:

333 W. Fort Street
Suite 2010
Detroit, MI 48226-3134

B The name of the current resident agent at the registered office is:

Mariam C. Noland

ARTICLE V

The existence of Corporation shall be perpetual.

ARTICLE VI

For so long as CFSEM shall be classified as a tax-exempt organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code, the number of Directors of the Corporation shall be no fewer than three (3) and no more than fifteen (15). At all times, at least a majority of the then serving Directors of the Corporation will be Class A Directors appointed by the Board of Trustees of the CFSEM. Any remaining Directors of the Corporation will be designated Class B Directors. Directors may serve continuous terms.

a. Upon the effective date of these Restated Articles of Incorporation, eight Class A Directors will be appointed by a majority vote of the Board of Trustees of CFSEM. The Class A Directors thereafter will be appointed by a majority vote of the Board of Trustees of the CFSEM.. A Class A Director shall hold office for a three year term, unless a shorter term is otherwise provided in the appointment of the Director, and until the Director's successor is duly appointed and qualified, or until the Director's death, resignation, or removal. A Class A Director may be removed at any time, with or without cause, by a majority vote of the Board of Trustees of the CFSEM. Any vacancy in the office of a Class A Director will be filled by majority vote of the Board of Trustees of CFSEM.

b. Upon the effective date of these Restated Articles of Incorporation, seven Class B Directors will be appointed by a majority vote of the then immediately preceding Board of Directors of the Corporation. The Class B Directors thereafter will be appointed by a majority vote of the then serving Class B Directors of the Corporation. A Class B Director shall hold office for a three year term, unless a shorter term is otherwise provided in the appointment of the Director, and until the Director's successor is duly appointed and qualified, or until the Director's death, resignation, or removal. A Class B Director may be removed at any time, with or without cause, by a majority vote of the Class B Directors of the Corporation then in office or by the affirmative vote of at least seventy-five percent (75%) of all Directors of the Corporation then in office. Any vacancy in the office of a Class B Director will be filled by majority vote of the remaining Class B Directors of the Corporation.

c. Upon the effective date of these Restated Articles of Incorporation, the Directors of Corporation shall be the following as part of the Class set forth:

Class A Directors:

1. Michael T. Monahan
2. George G. Johnson

3. W. Frank Fountain
4. Allan D. Gilmour
5. James B. Nicholson
6. Pamela Rodgers
7. Mariam C. Noland
8. Robin D. Ferriby

Class B Directors:

1. Lorna L. Thomas, MD
2. Rosemary Gilchrist
3. Henry M. Grix
4. Robert P. Lisak, DM
5. Arthur O'Reilly
6. Mary Stephens-Ferris
7. Rhonda D. Welburn

Until December 31, 2022, the number of Directors will be fifteen (15) with eight (8) being Class A Directors and seven (7) being Class B Directors. The Class B Director positions will exist until December 31, 2022, unless that period of time is extended or reduced by the affirmative vote of at least seventy-five percent (75%) of the Directors of the Corporation then in office and approved by a majority vote of the Board of Trustees of CFSEM. If such period of time is extended beyond December 31, 2022, the number of Class B Directors will be the largest number that does not constitute fifty percent (50%) or more of the Board of Directors.

ARTICLE VII

A. No part of the net earnings of Corporation shall be distributed to, or inure to the benefit of, any Director or officer of Corporation, contributor, private shareholder or individual as prohibited by Section 501(c)(3) of Code, the Michigan General Sales Tax Act or the Michigan Use Tax Act, except that Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereof.

B. Upon any dissolution or termination of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Corporation, distribute all of the remaining assets of Corporation, if any, to CFSEM to be administered as a component fund or funds of CFSEM in accordance with the charitable purposes set forth in Article II, Paragraph A above and the charitable purposes of CFSEM, and that any identified separate charitable funds within Corporation will also retain their charitable purposes at CFSEM within the charitable purposes of CFSEM.

If the fund so created would not then be a component fund of CFSEM, or CFSEM is not then an organization described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code, the Board of Directors of Corporation shall distribute the assets of Corporation to such other organization or organizations as the Board may determine which are organized and operated exclusively for charitable, educational or scientific purposes and qualify as exempt organizations under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of Corporation is then located to such organization or organizations which are then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of Code, as said Court shall determine.

C. Programs or activities of Corporation as well as funds and assets related thereto may be transferred, distributed or assigned to CFSEM to be organized, managed or otherwise be treated as program assets and funds of CFSEM without causing a dissolution or termination of Corporation as set forth in Article VII, Paragraph B above. Such transfer, distribution or assignment may be made only upon the affirmative vote of at least seventy-five percent (75%) of the Directors of the Corporation then in office at a duly called meeting and upon a concurring vote of a majority of Trustees of CFSEM.

D. In the event the Corporation is determined to be a "private foundation," as that term is defined in Section 509(a) of Code, then for the purpose of complying with the requirements of Section 508(e) of Code, the Corporation shall:

1. Distribute its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of Code;

2. Not engage in any act of self-dealing as defined in Section 4941 of Code;

3. Not retain any excess business holdings as defined in Section 4943 of Code;

4. Not make any investment in such manner as to subject it to tax under Section 4944 of Code; and

5. Not make any taxable expenditures as defined in Section 4945 of Code.

ARTICLE VIII

A. The terms "Volunteer Director" and "Volunteer Officer" shall have the same definition as set forth in the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the "Act").

B. To the fullest extent permitted under Section 209(c) of the Act, no Volunteer Director or Volunteer Officer of Corporation shall be personally liable to Corporation or its shareholders or members (if any) for monetary damages for breach of the Volunteer Director's or Volunteer Officer's fiduciary duty. However, this provision does not eliminate or limit the liability of a Volunteer Director or Volunteer Officer for any of the following:

1. a breach of the Volunteer Director's or Volunteer Officer's duty of loyalty to Corporation or its shareholders or members (if any);

2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

3. a violation of Section 551(1) of the Act;

4. a transaction from which the Volunteer Director or Volunteer Officer derived an improper personal benefit;

5. an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or

6. an act or omission that is grossly negligent.

C. To the fullest extent permitted under Section 209(d) of the Act, Corporation assumes all liability to any person other than Corporation, its shareholders, or its members for all acts or omissions of a Volunteer Director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the Volunteer Director's duties as such. A claim for monetary damages for a breach of a Volunteer Director's duty to any person other than Corporation, its shareholders, or its members shall not be brought or maintained against a Volunteer Director; but such a claim shall be brought or maintained instead against Corporation, which shall be liable for the breach of the Volunteer Director's duty. Notwithstanding anything to the contrary immediately above, this Article VIII, Paragraph C shall apply and have force only if, and as long as, Corporation is exempt from Federal income tax pursuant to Section 501(c)(3) of the Code or is eligible to be exempt from Federal income tax pursuant to Section 501(c)(3) of the Code.

D. Corporation shall assume all liability for all acts or omissions of a Volunteer Director, Volunteer Officer, or other volunteer occurring on or after the effective date of this Article if all of the following are met: (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; (2) the volunteer was acting in good faith,; (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; (4) the volunteer's conduct was not an intentional tort; and (5) the volunteer's conduct was not a tort arising out of ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public

Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

E. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director of Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of directors and officers shall be further eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE IX

A Unless otherwise provided by law, these Restated Articles of Incorporation, or the Bylaws of Corporation, these Restated Articles of Incorporation may be amended, repealed, or superseded by the affirmative vote of a majority of the Directors of Corporation then in office, subject to a concurring vote by a majority of the Board of Trustees of CFSEM; provided, however, that Sections A, B, C, D, E, and G of Article II, Sections A, D and E of Article III, Article V, Article VI, Sections A, B and C of Article VII and this Article IX may be amended, repealed, or superseded only by the affirmative vote of at least seventy-five percent (75%) of the Directors of Corporation then in office and upon concurring vote by a majority of the Board of Trustees of CFSEM.

B. Until December 31, 2022, Corporation shall not voluntarily transfer all, or substantially all, of its assets to, nor shall Corporation be merged or consolidated with, any other organization, nor shall Corporation be voluntarily dissolved (each, a "Terminating Action"), without the unanimous approval of all the Directors of the Corporation and a concurring vote of the majority of the Board of Trustees of CFSEM. After December 31, 2022, Corporation may take a Terminating Action in accordance with the Act, subject to any applicable provisions of the Bylaws. At all times, the disposition or transfer of Corporation's assets by reason of a Terminating Action shall be in accordance with Section B of Article VII, unless all Directors of the Corporation and at least seventy-five percent (75%) of the Board of Trustees of CFSEM approves otherwise.

C. In the event that CFSEM shall cease to be classified as a tax-exempt organization within the meaning of Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code, the Corporation shall be deemed organized and operated as an independent charitable organization under Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of Code, and all provisions of these Restated Articles of Incorporation and Bylaws of the Corporation inconsistent with the Corporation being an independent organization, including, but not limited to, the requirements that the Board of Trustees of CFSEM approve certain actions (such as an amendment to these Restated Articles or Bylaws) and elect a majority of Directors, shall be of no further force or effect.

These Restated Articles of Incorporation were duly adopted by the Directors on the 18th day of December, 2012, in accordance with the provision of Section 642 of the Act.

Signed this 19th day of December, 2012, effective at the close of the business day on December 31, 2012.

Lorna L. Thomas
Chairperson

After filing please return document to preparer:
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