Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation KLEIST FAMILY FOUNDATION
FORMERLY THE PETER D KLEIST FOUNDATION

A Employer identification number 34-1437974

Number and street (or P O box number if mail is not delivered to street address) 758 CAPE VIEW DRIVE

Room/suite

B Telephone number (see instructions) (216) 583-0083 EXT 101

City or town, state, and ZIP code FORT MYERS, FL 33919-6004

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☒ Name change

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 675,088.

J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) HYBRID CASH
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,097.	6,097.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,320.			
	b Gross sales price for all assets on line 6a 116,477.				
	7 Capital gain net income (from Part IV, line 2)		14,320.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	20,417.	20,417.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	2,653.	1,327.		1,326.
	b Accounting fees (attach schedule) ATCH 3	6,550.	3,275.		3,275.
	c Other professional fees (attach schedule) *	7,384.	7,384.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	130.	13.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	2,554.	2,554.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,271.	14,553.		4,601.
	25 Contributions, gifts, grants paid	38,735.			38,735.
	26 Total expenses and disbursements Add lines 24 and 25	58,006.	14,553.	0	43,336.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-37,589.			
	b **Net investment income** (if negative, enter -0-)		5,864.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 21 2013 OGDEN, UT

SCANNED

			Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash - non-interest-bearing			
	2		Savings and temporary cash investments	188,149.	100,014.	100,014.
	3		Accounts receivable ▶			
			Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶			
			Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶			
			Less allowance for doubtful accounts ▶			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10	a	Investments - U S and state government obligations (attach schedule)			
		b	Investments - corporate stock (attach schedule) ATCH 7	496,015.	545,678.	575,074.
		c	Investments - corporate bonds (attach schedule)			
	11		Investments - land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	12		Investments - mortgage loans			
	13		Investments - other (attach schedule)			
	14		Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶)			
	16		**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	684,164.	645,692.	675,088.
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶ ATCH 8)	94.	-789.	
	23		**Total liabilities** (add lines 17 through 22)	94.	-789.	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27		Capital stock, trust principal, or current funds			
	28		Paid-in or capital surplus, or land, bldg , and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds	684,070.	646,481.	
	30		**Total net assets or fund balances** (see instructions)	684,070.	646,481.	
	31		**Total liabilities and net assets/fund balances** (see instructions)	684,164.	645,692.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	684,070.
2	Enter amount from Part I, line 27a	2	-37,589.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	646,481.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	646,481.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	14,320.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-4,651.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	100,800.	818,387.	0.123169
2010	4,555.	807,414.	0.005641
2009	212,053.	923,211.	0.229691
2008	233,010.	1,415,535.	0.164609
2007	394,453.	1,018,761.	0.387189

2	Total of line 1, column (d)	2	0.910299
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.182060
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	709,434.
5	Multiply line 4 by line 3	5	129,160.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	59.
7	Add lines 5 and 6	7	129,219.
8	Enter qualifying distributions from Part XII, line 4	8	43,336.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	117.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	117.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	117.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 906.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	906.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	789.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 789. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRIAN K GOTHOT CPA Telephone no ▶ 216-583-0083
Located at ▶ 600 SUPERIOR AVE EAST SUITE 2430 CLEVELAND, OH ZIP+4 ▶ 44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*	☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE KLEIST FAMILY FOUNDATION ENGAGED IN NO DIRECT CHARITABLE ACTIVITIES DURING THE YEAR.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	613,434.
b	Average of monthly cash balances	1b	106,804.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	720,238.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	720,238.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,804.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	709,434.
6	**Minimum investment return.** Enter 5% of line 5	6	35,472.

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

1	Minimum investment return from Part X, line 6			1	35,472.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	117.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	117.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,355.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,355.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	35,355.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	43,336.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	43,336.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	43,336.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				35,355.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 344,739.				
b	From 2008 ... 233,010.				
c	From 2009 ... 165,892.				
d	From 2010 ...				
e	From 2011 ... 60,051.				
f	Total of lines 3a through e	803,692.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 43,336.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				35,355.
e	Remaining amount distributed out of corpus	7,981.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	811,673.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	344,739.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	466,934.			
10	Analysis of line 9				
a	Excess from 2008 ... 233,010.				
b	Excess from 2009 ... 165,892.				
c	Excess from 2010 ...				
d	Excess from 2011 ... 60,051.				
e	Excess from 2012 ... 7,981.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATCH 11

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

ATCH 12

c Any submission deadlines

JUNE 30TH

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 13				
Total . . . . ▶ **3a**				38,735.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,097.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	14,320.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				20,417.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 20,417.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Kristoff Kleist - Wilkinson | May 10 2013 | Secretary/Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN K. GOTHOT	Brian K. Gothot, CPA	5/9/2013		P00111850

Firm's name ▶ TAX & WEALTH MANAGEMENT, INC. — Firm's EIN ▶ 20-4866327

Firm's address ▶ 600 SUPERIOR AVENUE EAST, #2430, CLEVELAND, OH 44114 — Phone no 216-583-0083

JSA 7005 1160 0004 0293 6350

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: KLEIST FAMILY FOUNDATION FORMERLY THE PETER D KLEIST FOUNDATION

Employer identification number: 34-1437974

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,021.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	10,370.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-4,651.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	21,716.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-2,818.
9 Capital gain distributions	9	73.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	18,971.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II **Caution:** *Read the instructions* **before** *completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-4,651.
14 **Net long-term gain or (loss):**				
a Total for year	14a			18,971.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			14,320.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or b** $3,000 . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,400			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	.
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: KLEIST FAMILY FOUNDATION

Employer identification number: 34-1437974

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 880 PROSHARES ULTRASHORT SILVE	04/23/2012	08/22/2012	50,530.	65,551.	-15,021.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -15,021.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3000 CENTRAL FUND OF CANADA	08/31/2009	07/11/2012	58,322.	36,606.	21,716.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	21,716.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					10,370.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2,818.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					73.	
		880 PROSHARES ULTRASHORT SILVE PROPERTY TYPE: SECURITIES				P	04/23/2012	08/22/2012
50,530.		65,551.					-15,021.	
		3000 CENTRAL FUND OF CANADA PROPERTY TYPE: SECURITIES				P	08/31/2009	07/11/2012
58,322.		36,606.					21,716.	
TOTAL GAIN(LOSS)							14,320.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	170.	170.
DIVIDEND INCOME	5,894.	5,894.
INTEREST INCOME FROM K-1	30.	30.
DIVIDEND INCOME FROM K-1	3.	3.
TOTAL	6,097.	6,097.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,653.	1,327.		1,326.
TOTALS	2,653.	1,327.		1,326.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,550.	3,275.		3,275.
TOTALS	6,550.	3,275.		3,275.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	7,384.	7,384.
TOTALS	7,384.	7,384.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN INCOME TAXES	13.	13.
FEDERAL EXCISE TAXES	117.	
TOTALS	130.	13.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OHIO STATE REGISTRATION FEE	200.	200.
DEDUCTIONS FROM SCHEDULE K-1	274.	274.
OTHER LOSS FROM SCHEDULE K-1	2,080.	2,080.
TOTALS	2,554.	2,554.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCKS & EXCHANGE TRADED FUNDS	309,227.	331,374.
MUTUAL FUNDS	236,451.	243,700.
TOTALS	545,678.	575,074.

ATTACHMENT 8

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
ACCRUED FEDERAL INCOME TAX		-789.
CONTRIBUTION PAYABLE		
	TOTALS	-789.

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE ARTICLES OF INCORPORATION AND BYLAWS WERE REVISED AS A RESULT OF A CHANGE IN THE DOMESTICATION OF THE PRIVATE FOUNDATION FROM OHIO TO FLORIDA DURING 2012.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELEANORE A KLEIST 758 CAPE VIEW DRIVE FORT MYERS, FL 33919-6004	PRESIDENT/DIRECTOR	0	0	0
DONNA KLEIST 6455 TANNEHILL ROAD NASHPORT, OH 43830	TREASURER/DIRECTOR	0	0	0
KATHRYN KLEIST DERHEIMER 840 DEEP LAGOON LANE FT MYERS, FL 33919	VICE PRESIDENT/DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 11

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELEANORE A KLEIST
758 CAPE VIEW DRIVE
FORT MYERS, FL 33919
239-481-1786

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

COPY OF 501(C)(3) EXEMPTION
FINANCIAL STATUS OF ORGANIZATION
PURPOSES FOR GRANT

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PACE CENTER FOR GIRLS 3760 SCHOOLHOUSE ROAD WEST FORT MYERS, FL 33916	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	150.
PACE CENTER FOR GIRLS 3760 SCHOOLHOUSE ROAD WEST FORT MYERS, FL 33916	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,000.
SANIBEL SEA SCHOOL PO BOX 1229 SANIBEL, FL 33957	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,200.
SOUTHWEST FLORIDA SYMPHONY 12651 MCGREGOR BOULEVARD #4-403 FORT MYERS, FL 33919	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,300.
THE HEIGHTS FOUNDATION 15775 PINE RIDGE ROAD FORT MYERS, FL 33908	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	200.
JUNIOR ACHIEVEMENT OF SOUTHWEST FLORIDA 9530 MARKETPLACE ROAD SUITE 104 FORT MYERS, FL 33912	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONS ASSOCIATION CHARITIES PO BOX 1060 FORT MYERS, FL 33902	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	2,000.
WGCU PUBLIC MEDIA 10501 FGCU BOULEVARD SOUTH FORT MYERS, FL 33965	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	750.
ART OF LIVING FOUNDATION PO BOX 50003 SANTA BARBARA, CA 93150	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,000.
ANIMAL REFUGE CENTER PO BOX 6642 FORT MYERS, FL 33911	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	300
HOPE HOSPICE 9470 HEALTHPARK CIRCLE FORT MYERS, FL 33908	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	200.
ABUSE COUNSELING & TREATMENT INC PO BOX 60401 FORT MYERS, FL 33906	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	35.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANTERBURY SCHOOL 8141 COLLEGE PARKWAY FORT MYERS, FL 33919	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	5,000.
SOUTHWEST FLORIDA COMMUNITY FOUNDATION 8260 COLLEGE PARKWAY #101 FORT MYERS, FL 33919	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	5,000.
ARC ANIMAL REFUGE CENTER 18011 OLD BAYSHORE ROAD FORT MYERS, FL 33917	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	2,000.
THE CHILDRENS HOSPITAL OF SOUTHWEST FLORIDA 9981 S HEALTHPARK DRIVE FORT MYERS, FL 33908	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	250.
FLORIDA GULF COAST UNIVERSITY FOUNDATION 10501 FGCU BOULEVARD SOUTH FORT MYERS, FL 33965	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	5,000.
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FORT MYERS, FL 33901	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY 10291 MCGREGOR BOULEVARD FORT MYERS, FL 33919	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	5,000.
SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	500.
FORT MYERS COMMUNITY CONCERT ASSOCIATION PO BOX 606 FORT MYERS, FL 33902	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	1,000.
TEMPLE JUDEA 14486 A&W BULB ROAD FORT MYERS, FL 33908	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	100.
FOOTSTEPS TO THE FUTURE 16956 MCGREGOR BOULEVARD SUITE 2 FORT MYERS, FL 33908	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	500.
QUALITY LIFE CENTER OF SOUTHWEST FLORID PO DRAWER 1290 FORT MYERS, FL 33902	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLORIDA GULF COAST UNIVERSITY FOUNDATION 10501 FGCU BOULEVARD SOUTH FORT MYERS, FL 33965	NONE PUBLIC CHARITY	CONTRIBUTION TO THE GENERAL OPERATING FUND	3,000.
		TOTAL CONTRIBUTIONS PAID	38,735.

State of Florida

Department of State

I certify the attached is a true and correct copy of the Certificate of Domestication and Articles of Incorporation for THE KLEIST FAMILY FOUNDATION, INC., filed on September 27, 2012 effective October 3, 1983, as shown by the records of this office.

The document number of this corporation is N12000009250.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-eighth day of September, 2012

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Ken Detzner

Ken Detzner
Secretary of State

CR2EO22 (1-11)

NOT-FOR-PROFIT CERTIFICATE OF DOMESTICATION

FOR

THE KLEIST FAMILY FOUNDATION, INC.

The undersigned, Eleanore A. Kleist, President and Chairman of the The Kleist Family Foundation, Inc., a foreign corporation in accordance with §617.1803, Florida Statutes, does hereby certify:

1. This corporation was first formed on October 3, 1983.

2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Ohio.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Kleist Family Foundation, Inc.

4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to §617.01201 and 617.0202, Florida Statutes with this Certificate is The Kleist Family Foundation, Inc.

5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication is the State of Ohio.

6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to §617.1803, Florida Statutes.

I am President and Chairman of The Kleist Family Foundation, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so on this 26 day of September, 2012.

Eleanore A. Kleist

Eleanore A. Kleist, President and Chairman

ARTICLES OF INCORPORATION

OF

THE KLEIST FAMILY FOUNDATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not-for-profit. Pursuant to the provisions and laws of the State of Florida in Chapter §617 et. seq., we certify as follows:

ARTICLE I – NAME

The name of the corporation shall be **THE KLEIST FAMILY FOUNDATION, INC.**, hereinafter referred to as the "Foundation", with its principal place of business located at 840 Deep Lagoon Lane, Fort Myers, Florida 33919.

ARTICLE II - DURATION

The period for which the Corporation shall continue is Perpetual.

ARTICLE III - PURPOSE

The Corporation is being formed and is to be operated for the exclusive purpose of conducting religious, charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, *including, for such purposes, the making of distributions to organizations which qualify as exempt* organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Such organizations shall include, but not be limited to, those organizations which assist and/or provide educational opportunities to those persons who would not be able to provide such opportunities for themselves.

ARTICLE IV - POWERS

This Foundation shall have all of the powers set forth in Florida Statute §617.021; provided that this Foundation shall be further governed by the restrictions imposed by Florida Statute §617.0105.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V - MEMBERS

The members of the Foundation shall consist of the following individuals, together with any who may subsequently be added as members pursuant to the provisions of the By-Laws of the Foundation. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each member, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Foundation.

ARTICLE VI – TRUSTEES/BOARD OF DIRECTORS

The names and addresses of the Trustees/Board of Directors of this Foundation are:

Eleanore A. Kleist
758 Cape View Drive
Fort Myers, Florida 33919

Kathryn A. Kleist-Derheimer
840 Deep Lagoon Lane
Fort Myers, Florida 33919

Donna Kleist
6455 Tannehill Road
Nashport, Ohio 43830

ARTICLE VII - OFFICERS

The affairs of the Foundation shall be administered by a President, Vice President, Secretary and Treasurer. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Vice President. Officers of the Foundation shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII – BOARD OF DIRECTORS

The affairs of the Foundation shall be managed and governed by a Board of Directors. Provisions for electing Directors, respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the By-Laws.

The following person shall constitute the first Board of Directors and shall serve until the election of the Board of Directors at the first regular meeting of the membership.

Eleanore A. Kleist
Kathryn A. Kleist-Derheimer
Donna Kleist

Every Director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding, or the settlement of any proceeding to which he may be a party, or having been a Director or officer of the Foundation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to the exclusive of all other rights and remedies to which such Director or officer may be entitled.

ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation is THOMAS G. ECKERTY, ESQUIRE, and his post office address is 12734 Kenwood Lane, Suite 89, Fort Myers, Florida 33907.

I, THOMAS G. ECKERTY, ESQUIRE, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

THOMAS G. ECKERTY, ESQUIRE
Registered Agent

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the manner provided in the By-Laws. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE XII - INCORPORATOR

The name and post office address of the incorporator is: Eleanore A. Kleist, 758 Cape View Drive, Fort Myers, Florida 33919.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 26th day of September, 2012.

Eleanore A. Kleist

Eleanore A. Kleist

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Eleanore A. Kleist, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein, this 26th day of September, 2012.

NOTARY STAMP OR SEAL

ERIN E. STOFFEL
MY COMMISSION # EE 175317
EXPIRES: July 2, 2016
Bonded Thru Notary Public Underwriters

Erin E. Stoffel

Erin E. Stoffel, Notary Public
Commission No.: EE175317
Commission Expiration: July 2, 2016

BY-LAWS OF
THE KLEIST FAMILY FOUNDATION

ARTICLE I – MEMBERS

1.1 MEMBERS. The directors ("Directors") of the Corporation shall be the Members of the Corporation. A person's membership shall terminate upon such person ceasing to be a Director of the corporation.

1.2 AUTHORITY OF THE MEMBERS. Except as otherwise specifically provided in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") or in Section 3.4 of Article II of these By-Laws, the Members shall: elect and remove the Board of Directors of the Corporation; approve amendments to the Articles of Incorporation; develop, as the Members deem appropriate, policies and guidelines for mutual and consistent guidance and operation of the Corporation; and exercise such other powers as are necessary, appropriate, and consistent with law and with the Articles of Incorporation and these By-Laws.

1.3 RESIGNATION OF MEMBERS. Any Member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

1.4 REMOVAL OF MEMBERS. Any Member may be removed from membership with or without cause by the affirmative vote of a majority of the Members at any regular or special meeting called for that purpose. Any such Member proposed to be removed shall be entitled to notice in writing mailed at least five (5) days in advance of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such hearing.

ARTICLE II – MEMBERS' MEETINGS

2.1 ANNUAL MEETING. The Directors ("Directors") of the Corporation shall be the Members of the Corporation. A person's membership shall terminate upon such person ceasing to be a Director of the Corporation.

2.2 SPECIAL MEETINGS. A majority of the Members, the President or Vice President of the Corporation, or any two (2) Directors or officers of the Corporation may call a special meeting of the Members. Upon delivery of a written request stating the time and purpose or purposes of the meeting to the Secretary of the Corporation, said person shall cause notice to be given to the Members as provided below.

2.3 NOTICE OF MEETINGS. Not less than seven (7) days nor more than sixty (60) days before the date fixed for an annual meeting or forty-eight (48) hours before a special meeting, written notice stating the date, time, place and, in the case of a special meeting, the purpose or purposes of such meeting shall be delivered to the Members by or at the direction of the Secretary of the Corporation or of the person or persons calling the same. Such notice shall be given to the Members entitled to notice of the meeting at their respective address as it appears on all the records of the Corporation by personal delivery, U.S. mail, express mail, telegram, facsimile transmission, electronic mail transmission, or courier service.

2.4 LOCATION OF MEETINGS. All meetings of the Members shall be held at the principal place of business of the Corporation or at any place, within or without the State of Florida, as the Members shall determine.

2.5 QUORUM, VOTING, AND ADJOURNMENT. Except as otherwise provided in these By-Laws or as required by the Articles of Incorporation or the laws of the State of Florida, the presence of a majority of the Members at any meeting of the Members or, if permitted, by mail or by proxy, which has been duly called and notice of which has been duly given shall constitute a quorum for the transaction of business. The act of a majority of the Members present and voting at a meeting at which a quorum is present shall be required to constitute the act of the Members unless otherwise expressly provided in the Articles of Incorporation or these By-Laws. A majority of the Members present, whether or not a quorum exists, may adjourn any meeting of the Members. After a quorum has been established at a meeting of the Members, the subsequent withdrawal of Members from the meeting so as to reduce the number of Members present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Members at the meeting or any adjournment thereof. Each Member shall be entitled to exercise one (1) vote on any matter properly submitted to the Members for their vote. Each Member may vote either in person or by proxy duly appointed by an instrument in writing which is subscribed by such Member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period.

2.6 WAIVER OF NOTICE. Notice of the time, place and purposes of any meeting of the Members may be waived in writing either before or after the holding of such meeting. The attendance of any Member at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Member of notice of such meeting.

2.7 ACTION WITHOUT A MEETING. Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting with the affirmative vote and approval of, and in writing or writings signed by a majority of the Members who would be entitled to notice of a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

2.8 MEETINGS HELD THROUGH COMMUNICATIONS EQUIPMENT. Any meeting of the Members of the Corporation may be held through communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

2.9 ORGANIZATION OF MEETINGS.

a) Presiding Officer. The President of the Corporation, or in such person's absence, the Vice President of the Corporation, shall call the meetings of the Members to order and shall act as Chairman thereof.

b) Minutes. The Secretary of the Corporation, or in such person's absence, a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings thereof.

2.10 COMPENSATION AND EXPENSES. Members shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at such regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to Members rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

2.11 ORDER OF BUSINESS. The order of business at all meetings of the Members shall be as determined by the Chairman of the meeting.

2.12 RECORD OF MEMBERS. The Corporation shall keep a record of its members containing the name and address of each Member, the date of admission to membership and, in the event of classification of Members, the class to which the Member belongs.

ARTICLE III – DIRECTORS

3.1 AUTHORITY AND DUTIES. Except as otherwise specifically provided in these By-Laws, the Board of Directors shall have general supervision and charge of the operation, property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall: (a) elect or remove the officers of the Corporation; (b) fix and limit the powers and duties of all officers and fix the compensation of officers; (c) in their discretion, adopt a seal for the Corporation, which seal shall have inscribed thereon the name of the Corporation and such recitals as they deem appropriate; (d) in their discretion, enact, amend, or repeal such by-laws for their own government as may be consistent with the Articles of Incorporation and these By-Law; (e) create and appoint committees; (f) delegate authority as the Board of Directors may determine from time to time; and (g) develop, as the Directors deem appropriate, policies and guidelines for mutual and consistent guidance and operation of the Corporation. The Board of Directors shall also cause a full report concerning the affairs of the Corporation to be presented at the annual meeting of the Members. The annual report of the Board of Directors shall be filed with the records of the Corporation and an abstract entered in the minutes of the proceedings of the annual meeting of the Members.

3.2 NUMBER, TERM OF OFFICE, AND ELECTION. The Corporation shall be governed by a Board of Directors of not less than three (3) persons, as determined by the Members at any annual meeting or at a special meeting of the Members called for the purpose of electing Directors of the Corporation; provided, however, that no reduction in the number of elective Directors shall of itself have the effect of shortening the term of any incumbent Director. The Corporation shall be governed by a Board of Directors of fewer than three (3) persons if there are only one or two Members; however, the number of Directors cannot be less than the number of Members. The term of office of each Director shall be one (1) year. The term of office of each Director shall commence upon their election by the Members and end when such Director's term to which he/she is elected expires, or until his/her successor is elected and qualified, or until his/her earlier resignation, removal from office as a Director, or death. There shall be no limit on the number of terms a Director can serve.

3.3 RESIGNATION OF DIRECTORS. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors and such resignation shall be effective upon its receipt by the person or persons to whom addressed.

3.4 REMOVAL OF DIRECTORS. Any Director may at any time be removed from office, with or without cause, by a majority vote of all of the Directors at any regular meeting or special meeting called for that purpose. Any such Director proposed to be removed shall be entitled to notice in writing mailed at least five (5) days in advance of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Any such removal shall create a vacancy on the Board of Directors which shall be filled in accordance with Article III, Section 3.5 of these By-Laws.

3.5 VACANCIES. Vacancies in the Board of Directors may be temporarily filled at a meeting of the Directors by a majority vote of the remaining Directors, and a Director so elected shall hold office until a Director is elected by the Members in accordance with this Article III. The Members shall have the right to fill such vacancy (whether or not the vacancy has been temporarily filled by the remaining Directors) at any meeting of the Members in accordance with this Article III, and a Director so elected shall hold office until the next annual meeting of the Members or until such person's successor is duly elected and qualified.

3.6 ANNUAL MEETING. The annual meeting of the Board of Directors shall take place at such time and place as the Board of Directors determines. The purpose of the annual meeting shall be to elect the officers of the Corporation, receive the report of the officers and committees of the Board of Directors, if any, and transact such other business as may properly come before the meeting.

3.7 SPECIAL MEETINGS. A majority of the Directors, the Chairman of the Board, if any, or the President may call a special meeting of the Board of Directors.

3.8 NOTICE OF MEETINGS. Not less than seven (7) days nor more than sixty (60) days before the date fixed for an annual meeting or forty-eight (48) hours before a special meeting, notice stating the date, time, place and, in the case of a special meeting, the purpose or purposes of the meeting, shall be delivered to the Directors by or at the direction of the Secretary of the Corporation or of the person or persons calling the same. Such notice shall be given to the Directors entitled to notice of the meeting at their respective address as it appears on the records of the Corporation by personal delivery, U.S. mail, express mail, telegram, facsimile transmission, electronic mail transmission, or courier service.

3.9 PLACE OF MEETINGS. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, as the Board of Directors shall determine.

3.10 QUORUM, VOTING, AND ADJOURNMENT. Except as otherwise provided in these By-Laws or as required by the Articles of Incorporation or the laws of the State of Florida, the presence of a majority of the Directors at any meeting of the Board of Directors which has been duly called and notice of which has been duly given shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be required to constitute the act of the Board of Directors unless otherwise expressly provided in the Articles of Incorporation or these By-Laws. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof. Each Director shall be entitled to exercise one (1) vote on any matter properly submitted to the Board of Directors for their vote.

3.11 WAIVER OF NOTICE. Notice of the time, place and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Director of notice of such meeting.

3.12 ACTION WITHOUT A MEETING. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in writing or writings signed by a majority of the Directors who would be entitled to notice of a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

3.13 MEETINGS HELD THROUGH COMMUNICATIONS EQUIPMENT. Any meeting of the Directors of the Corporation may be held through communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

3.14 ORDER OF BUSINESS. The person elected by the Board of Directors to act as Chairman shall call the meetings of the Board of Directors to order and shall act as Chairman thereof. The order of business at all meetings of the Directors shall be as determined by the Chairman of the meeting.

3.15 COMPENSATION AND EXPENSES. Directors shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at such regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to Members rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

ARTICLE IV – OFFICERS

4.1 **DESIGNATION AND ELECTION OF OFFICERS**. The Board of Directors shall elect the following officers: a President, a Secretary, a Treasurer, and such other officers and assistant officers (including vice presidents) as the Board of Directors may deem appropriate from time to time. No person may hold more than one office except that the offices of Secretary and Treasurer may be held by the same person. Officers shall be elected at a meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the Board of Directors.

4.2 **TERM OF OFFICE AND VACANCIES**. Officers shall hold office until their successors are elected and qualified or until their earlier resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy in an y office shall be filled by the affirmative vote of a majority of the Board of Directors for the balance of the term of the resigned, removed, or deceased officer.

4.3 **AUTHORITY**. All officers of the Corporation shall have such authority and perform such duties as customarily pertain to their respective offices and such additional authority and duties as may be prescribed by the Board of Directors. All officers of the Corporation shall be responsible for handling the normal day-to-day operations of the Corporation. At each meeting of the Board of Directors, the officers shall give a report summarizing the operations of the Corporation since the prior meeting of the Board of Directors. The enumeration of specific powers and duties set forth below shall not in any way limit the generality of the foregoing:

a) President. The President of the Corporation shall have general supervision over its property, business, and affairs, subject to the supervision and control of the Directors. The President, or the Vice-President in the absence of the President, must be present at and shall preside at all meetings of the Board of Directors.

b) Vice President. In the event of the absence or disability of the President, the Vice President (if any), or in the case there shall be more than one vice president, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Except where by law the signature of the President is required, each of the Vice Presidents shall possess the same power as the President to sign all certificates, contracts, obligations and other instruments of the Corporation. Any Vice President shall perform such other duties and may exercise such other powers as from time to time may be assigned to him by the Board of Directors or by the President in accordance with these By-Laws.

c) Secretary. The Secretary shall record and maintain the minutes of the proceedings of the Members and of the Board of Directors in books provided for that purpose. The Secretary shall maintain a record of the names and addresses of the Directors of the Corporation.

d) Treasurer. The Treasurer shall maintain current and complete records of account, have custody of the funds of the Corporation, deposit all such funds in such depositories as Directors may designate, and render to the Directors upon their request statements of the financial condition of the Corporation.

4.4 **DELEGATION OF AUTHORITY AND DUTIES**. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the actions of the officers and to require the performance of duties in addition to those mentioned herein.

4.5 **COMPENSATION**. The Board of Directors shall have power in its discretion to contract for and to pay to officers reasonable compensation appropriate to the value of such services.

ARTICLE V – AGENTS AND REPRESENTATIVES

The Board of Directors may appoint agents and representatives of the Corporation with powers to perform acts or duties on behalf of the Corporation as the Board of Directors may determine and as may be consistent with these By-Laws and to the extent authorized by law. Without limiting the generality of the foregoing, the Board of Directors may appoint advisors ("Foundation Advisors") to serve upon such terms and conditions as may be established by the Board. Foundation Advisors shall have the privilege of making grant recommendations to the Board of Directors.

ARTICLE VI – INVESTMENTS

Except as otherwise required by the Articles of Incorporation or the laws of the State of Florida, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would jeopardize the tax exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the shareholders of any corporation in which the Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner, the Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VII – INDEMNIFICATION

7.1 <u>RIGHTS OF INDEMNIFICATION</u>. The Corporation shall indemnify any Member, Director, officer, employee, volunteer or agent of the Corporation to the fullest extent provided by or permissible under Section 617.0831 of the Florida Statutes except as limited pursuant to this Section; and the Corporation is hereby specifically authorized to take any and all further action to effectuate any indemnification of any person which any Florida nonprofit corporation may have power to take, by any vote of the disinterested Directors, by any agreement, or otherwise. This Section of these By-Laws shall be interpreted in all respects to expand such power to indemnify to the maximum extent permissible to any Florida nonprofit corporation with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or the right of any individual to indemnification except as otherwise set forth in this Section.

Each Member, Director, officer, employee, volunteer, or agent, or a former member, director, officer, employee, volunteer, or agent, or any person who is serving or has served at the request of the Corporation as a member, director, officer, employee, volunteer, or agent of another corporation, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, decrees, fines, penalties, or amounts paid in settlement reasonably incurred in connection with the defense of any pending or threatened or completed action, suit, or proceeding, whether criminal, civil, investigative or administrative, to which he or she is or may be a party by reason of being or having been in service in such capacity, provided: (a) he or she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his/her duty to the Corporation; (b) he or she is determined to have acted in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and (c) in any matter the subject of a criminal action, suit or proceeding, he or she is determined to have had no reasonable cause to believe that his or her conduct was unlawful. The determination as to (b) and (c) and, in the absence of adjudication by a court of competent jurisdiction, the determination as to (a), shall be made by the Directors of the Corporation acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit, or proceeding is present. Any Director who is a party to or threatened with any such action, suit, or proceeding shall not be qualified to vote and, if for this reason, a quorum of Directors cannot be obtained to vote on such indemnification, no indemnification shall be made unless such indemnification is approved by a court of competent jurisdiction. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled and shall inure to the benefit of the heirs, executors, and administrators of such person.

7.2 PURCHASE OF INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, partner or officer of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or the laws of the State of Florida.

ARTICLE VIII – BOOKS, RECORDS, AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account. The Corporation shall also keep minutes of the proceedings of any meeting of any committee, the Members, and the Board of Directors. All funds of the Corporation shall be deposited in an account or accounts credited to and in the name of the Corporation, and no disbursements therefrom shall be made except upon checks or withdrawal orders bearing the signature or signatures specified in a resolution passed or adopted by the Board of Directors.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December each year or any other period as deemed appropriate by the Board of Directors.

ARTICLE X – CONFLICTS

No contract or transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its Members, Directors, or officers, or between the Corporation and any other entity in which one or more of its Members, Directors, or officers are directors, partners, or officers or have a financial or personal interest in, or for the reason that one or more interested Member, Director or officer participates in or votes at the meeting of the Members, Directors or committee thereof which authorized such contract or transaction, if in any such case:

a) the material facts as to his/her, its, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Members, Directors or the committee, as appropriate, and the Members, Directors or committee in good faith authorized the contract or transaction by the affirmative vote of a majority of the disinterested Members or Directors, as appropriate, even though the disinterested Members or Directors constitute less than a quorum; or

b) the contract or transaction is fair as to the Corporation as of the time it was authorized or approved by the Members, Directors, or a committee thereof, as appropriate.

ARTICLE XI – AMENDMENTS

These By-Laws may be amended, or new By-Laws may be adopted, by the affirmative vote of a majority of the Members or of the Board of Directors at a meeting duly called for and for which notice has been duly given or in a written action without a meeting as provided in these By-Laws.

ARTICLE XII – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Member, Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation and no net earnings or pecuniary profit shall, directly or indirectly, inure to the benefit of the foregoing persons, provided that this shall not prevent the payment to any such person of reasonably compensation (to the extent otherwise permitted in these By-Laws), as shall be fixed by the Board of Directors, for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining, after all debts have been satisfied, shall be distributed in such amounts as the Board of Directors may determine and as permitted by law or as may be determined by a court of competent jurisdiction, upon application of the Board of Directors, exclusively to organizations involved in charitable, religious, scientific, testing for public safety, literary, or educational activities and which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.

ARTICLE XIII – EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Member, Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder.