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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:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**INCOURAGE COMMUNITY FOUNDATION, INC.**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

478 E. GRAND AVENUE

Room/suite

City, town, or post office, state, and ZIP code

WISCONSIN RAPIDS, WI 54494**F Name and address of principal officer: KELLY RYAN
SAME AS C ABOVE****D Employer identification number****39-1772651****E Telephone number****715-423-3863****G Gross receipts \$ 6,117,787.****H(a) Is this a group return**

for affiliates?

☐ Yes ☒ 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:** ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** **WWW.INCOURAGECF.ORG****K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** **1993** **M State of legal domicile:** **WI****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: WE PROMOTE STRATEGIC PHILANTHROPY, BUILD SOCIAL CAPITAL, AND LEVERAGE COMMUNITY RESOURCES	
	2 Check this box <input type="checkbox"/> 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)	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	9
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	24
	6 Total number of volunteers (estimate if necessary)	287
	7a Total unrelated business revenue from Part VIII, column (C), line 12	6,397.
	b Net unrelated business taxable income from Form 990-T, line 34	4,857.
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,544,257.
	9 Program service revenue (Part VIII, line 2g)	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,212,096.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,756,353.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		1,145,395.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 111,757.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		1,050,385.
Net Assets or Fund Balances	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,928,471.
	19 Revenue less expenses. Subtract line 18 from line 12	-1,172,118.
	20 Total assets (Part X, line 16)	26,310,210.
	21 Total liabilities (Part X, line 26)	1,071,174.
	22 Net assets or fund balances. Subtract line 21 from line 20	25,239,036.

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	Signature of officer <i>Kelly Ryan</i>	Date 6-27-13
	KELLY RYAN, PRESIDENT & CEO	
Paid Preparer Use Only	Print/Type preparer's name MARY A. COATES, CPA	Preparer's signature MARY A. COATES, CPA
	Firm's name WIPFLI LLP	Date 06/24/13
	Firm's address PO BOX 8010 WAUSAU, WI 54402-8010	Check if self-employed <input type="checkbox"/> PTIN P00134220
		Firm's EIN 39-0758449
		Phone no. 715-845-3111

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ 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**

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SCANNED AUG 02 2013

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:

WE PROMOTE STRATEGIC PHILANTHROPY, BUILD SOCIAL CAPITAL, AND LEVERAGE COMMUNITY RESOURCES FOR THE COMMON GOOD. WE ENVISION A RESILIENT, THRIVING COMMUNITY THAT EMBRACES AND SUPPORTS ALL PEOPLE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ **1,134,990.** including grants of \$ **806,873.**) (Revenue \$)
THE FOUNDATION PROMOTES COLLECTIVE AND STRATEGIC PHILANTHROPY PRINCIPALLY IN THE SOUTH WOOD COUNTY AREA IN CENTRAL WISCONSIN. THIS RURAL AREA INCLUDES NINE MUNICIPALITIES LOCATED IN PARTS OF TWO COUNTIES, WITH A COMBINED POPULATION OF ABOUT 45,000. IN 2012, 271 GRANTS WERE APPROVED (EXCLUDING AGENCY GRANTS SUBJECT TO FAS 136) BENEFITTING 159 TAX-EXEMPT ORGANIZATIONS. ALSO IN 2012, 187 SCHOLARSHIPS WERE APPROVED BENEFITTING 116 RECIPIENTS. THE FOUNDATION ALSO HAS SEVERAL FUNDS THAT BENEFIT THE COMMUNITY BY DIRECTLY SUPPORTING ACTIVITIES SUCH AS A DRUG COURT, CITY BAND CONCERTS, VARIOUS COMMUNITY CAPITAL CAMPAIGNS, ETC. THE FOUNDATION'S GRANTMAKING STRATEGIES ARE ALIGNED WITH THE LONG-TERM MISSION, VISION AND RELATED PROGRAMS NOTED IN LINES 1, 4B AND 4C.

4b (Code) (Expenses \$ **144,668.** including grants of \$ **1,453.**) (Revenue \$)
THE FOUNDATION IS KNOWN NATIONALLY FOR ORGANIZING AND DEVELOPING PROGRAMS AND LEADING COMMUNITY INITIATIVES THAT LEVERAGE RESOURCES AND EMPOWER PEOPLE IN WAYS THAT CREATE CONNECTED STRATEGIES, WITH THE INTENT TO ADVANCE OPPORTUNITIES FOR ALL. THE FOUNDATION PROMOTES BUILDING SOCIAL CAPITAL AND LEVERAGING COMMUNITY RESOURCES IN SUPPORT OF A RESILIENT AND THRIVING COMMUNITY THAT EMBRACES AND SUPPORTS ALL PEOPLE. THE FOUNDATION SUPPORTS POSITIVE COMMUNITY CHANGE BY PROMOTING ADAPTIVE LEADERSHIP SKILLS, RELATIONSHIP BUILDING, COLLABORATION, CONVENING, ADVOCACY, A SHARED LEARNING ENVIRONMENT AND THE EFFECTIVE EXCHANGE OF RELEVANT INFORMATION. PROGRAMS LED BY THE FOUNDATION INCLUDE AN ADVANCED LEADERSHIP INSTITUTE, TEEN LEADERSHIP PROGRAMS, EDUCATIONAL WORKSHOPS AND TRAINING OPPORTUNITIES (ORGANIZATIONAL,

4c (Code) (Expenses \$ **1,048,480.** including grants of \$ **5,000.**) (Revenue \$)
IN PURSUIT OF A LONG-TERM STRATEGY OF CREATING A COHESIVE, INTEGRATED SOCIAL SERVICES AND WORKFORCE DEVELOPMENT SYSTEM THAT FOSTERS NEW SOLUTIONS FOR ECONOMIC GROWTH, IN OCTOBER OF 2008 THE FOUNDATION WAS SELECTED AS ONE OF THE FIRST RURAL ORGANIZATIONS NATIONWIDE CHOSEN BY THE NATIONAL FUND FOR WORKFORCE SOLUTIONS (NFWs) TO LEAD A PROJECT SITE THROUGH ITS IMPLEMENTATION PARTNER JOBS FOR THE FUTURE, INC. THE LOCAL NFWs INITIATIVE, WORKFORCE CENTRAL, IS DEVELOPING A DUAL-CUSTOMER, SECTOR-BASED APPROACH FOR ADVANCING LOW-SKILLED, LOW-WAGE WORKERS INTO JOBS WITH FAMILY SUSTAINING WAGES. ENHANCING INTEGRATION OF SOCIAL SERVICES AND MOBILIZATION OF COMMUNITY ORGANIZATIONS IS A CORE ELEMENT OF THIS PHILANTHROPIC-LED STRATEGY. (CONTINUED ON SCHEDULE O)

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses **2,328,138.**

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)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i>	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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>		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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? <i>If "Yes," complete Schedule L, Part I</i>		X
25b 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? <i>If "Yes," complete Schedule L, Part I</i>		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? <i>If "Yes," complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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):		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c 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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

☒ X

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	38	
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<input checked="" type="checkbox"/> X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	24	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<input checked="" type="checkbox"/> X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/> X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		<input checked="" type="checkbox"/> X
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)?		<input checked="" type="checkbox"/> 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?		<input checked="" type="checkbox"/> X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		<input checked="" type="checkbox"/> X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		<input checked="" type="checkbox"/> X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?	<input checked="" type="checkbox"/> X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	<input checked="" type="checkbox"/> X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		<input checked="" type="checkbox"/> 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?		<input checked="" type="checkbox"/> X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/> X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		<input checked="" type="checkbox"/> X
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?		<input checked="" type="checkbox"/> X
b Did the organization make a distribution to a donor, donor advisor, or related person?		<input checked="" type="checkbox"/> X
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	<input checked="" type="checkbox"/> 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**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. 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.	9												
b	Enter the number of voting members included in line 1a, above, who are independent	9												
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.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	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 **WI**

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 ☒ 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: **DAWN NEUMAN - 715-423-3863**
478 E GRAND AVE, WISCONSIN RAPIDS, WI 54494

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) SHELDON FERKEY DIRECTOR/TREASURER	2.00 0.50	X		X				0.	0.	0.
(2) GUADALUPE ANCEL DIRECTOR/CHAIR	4.00	X		X				0.	0.	0.
(3) CRAIG LAMBERT DIRECTOR/VICE CHAIR AT 1-12	2.00	X		X				0.	0.	0.
(4) PAUL LIEBHERR DIRECTOR/SECRETARY AT 1-12	2.00	X		X				0.	0.	0.
(5) JAKE CLOSE DIRECTOR TO 12-12	2.00	X						0.	0.	0.
(6) HELEN JUNGWIRTH DIRECTOR	2.00	X						0.	0.	0.
(7) ANN SOE DIRECTOR TO 12-12	2.00	X						0.	0.	0.
(8) CHERYL URBAN DIRECTOR TO 2-12	2.00	X						0.	0.	0.
(9) FRED CAMACHO DIRECTOR TO 2-12	2.00	X						0.	0.	0.
(10) CARL WARTMAN DIRECTOR	2.00 0.50	X						0.	0.	0.
(11) SANDRA HUGHES DIRECTOR TO 6-12	2.00	X						0.	0.	0.
(12) KIRK WILLARD DIRECTOR	2.00	X						0.	0.	0.
(13) KELLY RYAN PRESIDENT/CEO	40.00 1.00			X				130,488.	0.	11,835.
(14) DAWN NEUMAN CHIEF FIN./OPS. OFFICER	40.00 2.00			X				114,880.	0.	5,103.

[illegible]

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	2
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3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	5		X

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
UNIVERSITY OF WI, CENTER ON WI STRATEGY 1180 OBSERVATORY DRIVE, MADISON , WI 53706	RESEARCH AND EVALUATION SERVICES	170,495.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization		1

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	856,832.				
	g Noncash contributions included in lines 1a-1f \$		22,237.				
	h Total. Add lines 1a-1f			856,832.			
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)			543,262.		6,397.	536,865.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	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	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			481,157.			481,157.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				1,881,251.	0.	6,397.	1,018,022.

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

☒ X

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	672,308.	672,308.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	141,018.	141,018.		
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	287,382.	149,784.	122,213.	15,385.
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	680,089.	526,672.	113,335.	40,082.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	25,727.	19,571.	4,316.	1,840.
9 Other employee benefits	118,004.	88,447.	20,881.	8,676.
10 Payroll taxes	77,929.	55,505.	17,857.	4,567.
11 Fees for services (non-employees)				
a Management				
b Legal	1,367.	965.	320.	82.
c Accounting	9,094.		9,094.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	136,028.		136,028.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	303,059.	287,645.	12,399.	3,015.
12 Advertising and promotion	24,275.	20,731.	1,772.	1,772.
13 Office expenses	94,526.	69,893.	16,612.	8,021.
14 Information technology	70,946.	54,878.	12,817.	3,251.
15 Royalties				
16 Occupancy	16,803.	13,274.	2,809.	720.
17 Travel	47,584.	34,979.	3,204.	9,401.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	55,359.	44,184.	2,611.	8,564.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	31,074.	21,939.	7,271.	1,864.
23 Insurance	10,928.	5,804.	4,638.	486.
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 UNRELATED BUS INC TAXES	568.		568.	
b FUND PROGRAM ACTIVITIES	90,615.	90,615.		
c COMMUNICATION	28,654.	18,971.	7,859.	1,824.
d DUES, SUBSCRIPTIONS, BOOK	13,702.	8,411.	3,484.	1,807.
e All other expenses	2,944.	2,544.		400.
25 Total functional expenses. Add lines 1 through 24e	2,939,983.	2,328,138.	500,088.	111,757.
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 SheetCheck 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	86,916.	1	121,030.
	2 Savings and temporary cash investments	1,938,772.	2	3,891,283.
	3 Pledges and grants receivable, net	669,955.	3	70,984.
	4 Accounts receivable, net	990.	4	4,660.
	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	20,097.	9	17,890.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 270,617.		
	b Less: accumulated depreciation	10b 145,277.	10c	125,340.
	11 Investments - publicly traded securities	20,336,121.	11	21,584,373.
	12 Investments - other securities. See Part IV, line 11	1,016,370.	12	1,053,241.
	13 Investments - program-related. See Part IV, line 11	104,000.	13	456,172.
	14 Intangible assets	2,261.	14	2,951.
	15 Other assets. See Part IV, line 11	2,070,115.	15	180,447.
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,310,210.	16	27,508,371.	
Liabilities	17 Accounts payable and accrued expenses	110,452.	17	181,561.
	18 Grants payable	166,526.	18	113,644.
	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	794,196.	25	1,189,209.
	26 Total liabilities. Add lines 17 through 25	1,071,174.	26	1,484,414.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	22,513,943.	27	25,715,990.
	28 Temporarily restricted net assets	2,725,093.	28	307,967.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	25,239,036.	33	26,023,957.
34 Total liabilities and net assets/fund balances	26,310,210.	34	27,508,371.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,881,251.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,939,983.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,058,732.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,239,036.
5	Net unrealized gains (losses) on investments	5	1,965,064.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-182,534.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	61,123.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	26,023,957.

Part XII Financial Statements and Reporting

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

☒

- 1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
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?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
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?
- 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

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2012)

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

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number

39-1772651

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

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2012

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.")	6653217.	1611053.	1040127.	1544257.	856,832.	11705486.
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	6653217.	1611053.	1040127.	1544257.	856,832.	11705486.
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)						5916309.
6 Public support. Subtract line 5 from line 4						5789177.

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	6653217.	1611053.	1040127.	1544257.	856,832.	11705486.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	860,495.	449,610.	458,463.	535,680.	543,263.	2847511.
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.)	10,606.	13,294.	6,704.			30,604.
11 Total support. Add lines 7 through 10						14583601.
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 ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	39.70 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	37.27 %
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 ► <input checked="" type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization INCOURAGE COMMUNITY FOUNDATION, INC.	Employer identification number 39-1772651
---	---

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____ ☐ Yes ☐ No
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		0.	
c Total lobbying expenditures (add lines 1a and 1b)		0.	
d Other exempt purpose expenditures		2,908,341.	
e Total exempt purpose expenditures (add lines 1c and 1d)		2,908,341.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		295,417.	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		73,854.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount			345,288.	295,417.	640,705.
b Lobbying ceiling amount (150% of line 2a, column(e))					961,058.
c Total lobbying expenditures					
d Grassroots nontaxable amount			86,322.	73,854.	160,176.
e Grassroots ceiling amount (150% of line 2d, column (e))					240,264.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

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

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number

39-1772651

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	62	58
2 Aggregate contributions to (during year)	257,320.	65,143.
3 Aggregate grants from (during year)	275,159.	55,150.
4 Aggregate value at end of year	3,119,422.	1,183,107.

- 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.

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

	Held at the End of the Tax Year
2a	
2b	
2c	
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

- c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

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

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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		270,617.	145,277.	125,340.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				125,340.

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) FUNDS HELD FOR AGENCIES	1,149,327.
(3) SPLIT INTEREST AGREEMENTS	39,882.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	

1,189,209.

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 ☒

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	3,888,166.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	1,965,064.	
b	Donated services and use of facilities	2b	8,265.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	34,165.	
e	Add lines 2a through 2d		2e	2,007,494.
3	Subtract line 2e from line 1		3	1,880,672.
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	579.	
c	Add lines 4a and 4b		4c	579.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	1,881,251.

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

1	Total expenses and losses per audited financial statements		1	2,925,655.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	8,265.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	39,109.	
e	Add lines 2a through 2d		2e	47,374.
3	Subtract line 2e from line 1		3	2,878,281.
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	61,702.	
c	Add lines 4a and 4b		4c	61,702.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	2,939,983.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: IN ORDER TO ACCOUNT FOR ANY UNCERTAIN TAX POSITIONS,

THE FOUNDATION ASSESSES WHETHER IT IS MORE LIKELY THAN NOT THAT A TAX POSITION WILL BE SUSTAINED UPON EXAMINATION OF THE TECHNICAL MERITS OF THE POSITION, ASSUMING THE TAXING AUTHORITY HAS FULL KNOWLEDGE OF ALL INFORMATION. IF THE TAX POSITION DOES NOT MEET THE MORE-LIKELY-THAN-NOT RECOGNITION THRESHOLD, THE BENEFIT OF THE TAX POSITION IS NOT RECOGNIZED IN THE FINANCIAL STATEMENTS.

Part XIII Supplemental Information (continued)

THE FOUNDATION'S POLICY IS TO RECOGNIZE INTEREST AND ANY PENALTIES RELATED TO INCOME TAX MATTERS IN INCOME TAX EXPENSE WHEN INCURRED. IN 2012 AND 2011, THERE WERE NO TAX PENALTIES OR INTEREST RELATED TO TAX PENALTIES RECORDED BY THE FOUNDATION IN THE FINANCIAL STATEMENTS.

THE FOUNDATION RECORDED NO ASSETS OR LIABILITIES FOR UNCERTAIN TAX POSITIONS OR UNRECOGNIZED TAX BENEFITS IN 2012 OR 2011. FEDERAL RETURNS FOR THE YEARS ENDED DECEMBER 31, 2009 AND BEYOND REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

REVENUE RELATED TO AFFILIATE 34,165.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

ELIMINATING ENTRY 579.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES RELATED TO AFFILIATE 39,109.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

ELIMINATING ENTRY 579.

GRANT CANCELLATIONS REPORTED IN OTHER CHANGES IN NET ASSETS

OR FUND BALANCES 61,123.

TOTAL TO SCHEDULE D, PART XII, LINE 4B 61,702.

THE FINANCIAL STATEMENTS ARE CONSOLIDATED AND ALL AFFILIATE INCOME AND EXPENSES MUST BE ELIMINATED IN ORDER TO RECONCILE TO THE TAX RETURN.

**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

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number
39-1772651

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?

☒ 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
AMERICAN PLAYERS THEATRE OF WISCONSIN, INC. - PO BOX 819 - SPRING GREEN, WI 53588	39-1583361	501(C)(3)	8,000.	0.			GENERAL SUPPORT
ARTS COUNCIL OF SOUTH WOOD COUNTY, INC. - 1040 8TH ST S - WISCONSIN RAPIDS, WI 54494	39-1255617	501(C)(3)	8,500.	0.			PROGRAM RELATED SUPPORT
ASSUMPTION CATHOLIC SCHOOLS 445 CHESTNUT STREET WISCONSIN RAPIDS, WI 54494	39-1951797	SCHOOL	55,795.	0.			GENERAL & PROGRAM RELATED SUPPORT & TUITION ASSISTANCE
BOY SCOUTS OF AMERICA, SAMOSET COUNCIL - 3511 CAMP PHILLIPS - WESTON, WI 54476	39-0813397	501(C)(3)	9,098.	0.			FOR CAMP TESOMAS, RHINELANDER, WI & GENERAL SUPPORT
BOYS & GIRLS CLUB OF THE WISCONSIN RAPIDS AREA, INC. - PO BOX 1175 - WISCONSIN RAPIDS, WI 54495-1175	39-1745942	501(C)(3)	74,394.	0.			GENERAL & CAPACITY BUILDING SUPPORT
BOYS & GIRLS CLUB OF GREATER SCOTTSDALE, INC. - 10533 EAST LAKEVIEW DRIVE - SCOTTSDALE, AZ 85258	86-0133718	501(C)(3)	8,000.	0.			PROGRAM RELATED SUPPORT

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

▶ 23.

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

▶ 0.

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

Schedule I (Form 990) (2012)

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
CAMPUS CRUSADE FOR CHRIST, INC. PO BOX 628222 ORLANDO, FL 32862-8222	95-6006173	501(C)(3)	7,200.	0.			GENERAL SUPPORT
THE CENTRAL RIVERS FARMSHED, LLC PO BOX 1023 STEVENS POINT, WI 54481-1023	68-0651333	501(C)(3)	6,000.	0.			SUPPORT THE ACCESSIBLE INGREDIENTS PROGRAM
CENTRAL WISCONSIN CULTURAL CENTER, INC. - PO BOX 322 - WISCONSIN RAPIDS, WI 54495-0322	39-18669751	501(C)(3)	8,994.	0.			GENERAL & PROGRAM RELATED SUPPORT
CHILD CARE RESOURCE & REFERRAL OF CENTRAL WI - 210 EAST JACKSON STREET - WISCONSIN RAPIDS, WI 54494	39-1673734	501(C)(3)	14,500.	0.			SUPPORT SCHOLARSHIP AIDE AND MERGING AND RESTRUCTURING PROCESS
WISCONSIN RAPIDS FAMILY CENTER, INC. - 500 25TH ST N - WISCONSIN RAPIDS, WI 54494	39-1451595	501(C)(3)	11,492.	0.			GENERAL & PROGRAM RELATED SUPPORT
THE GIFT OF LIFE-ARIZONA, INC. 5968 E SAPPHIRE LN PARADISE VALLEY, AZ 85253	86-0529773	501(C)(3)	10,000.	0.			GENERAL SUPPORT
HEART OF WISCONSIN CHAMBER OF COMMERCE - 1120 LINCOLN STREET - WISCONSIN RAPIDS, WI 54494	39-0777810	501(C)(3)	6,000.	0.			PROGRAM RELATED SUPPORT
NEW HORIZON'S FOUNDATION, INC., FOR HOPE'S DOOR - 1430 2ND STREET NORTH - WISCONSIN RAPIDS, WI 54494	84-1123082	501(C)(3)	5,500.	0.			GENERAL & PROGRAM RELATED SUPPORT
OPPORTUNITY DEVELOPMENT CENTERS, INC. - 1191 HUNTINGTON AVE - WISCONSIN RAPIDS, WI 54494	39-1044318	501(C)(3)	45,751.	0.			GENERAL & CAPACITY BUILDING SUPPORT

Schedule I (Form 990)

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
PARK PLACE ADULT DAY SERVICES 220 3RD AVE S SUITE 3 WISCONSIN RAPIDS, WI 54495	39-1533745	501(C)(3)	13,014.	0.			GENERAL SUPPORT
THE SALVATION ARMY PO BOX 52177 PHOENIX, AZ 85072	94-1156347	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SCOTTSDALE BOYS & GIRLS CLUB AUXILIARY - 10533 E LAKEVIEW DR - SCOTTSDALE, AZ 85258	23-7207888	501(C)(3)	10,000.	0.			PROGRAM RELATED SUPPORT
SOUTH WOOD COUNTY HISTORICAL CORPORATION - 540 3RD ST S - WISCONSIN RAPIDS, WI 54494	39-1164891	501(C)(3)	6,550.	0.			GENERAL SUPPORT
SOUTH WOOD EMERGENCY PANTRY SHELF 311 2ND STREET SOUTH WISCONSIN RAPIDS, WI 54494	39-0862479	501(C)(3)	26,168.	0.			GENERAL SUPPORT
WISCONSIN HISTORICAL FOUNDATION, INC. - 816 STATE ST - MADISON, WI 53706	39-0921093	501(C)(3)	81,171.	0.			GENERAL SUPPORT
WISCONSIN RAPIDS AREA SENIOR CENTER ASSOCIATION, INC - 220 3RD AVE S SUITE 3 - WISCONSIN RAPIDS, WI 54495	39-1408099	501(C)(3)	26,991.	0.			GENERAL SUPPORT
WISCONSIN RAPIDS RAFTERS - NORTHWOODS LEAGUE FOUNDATION - 521 LINCOLN ST - WISCONSIN RAPIDS, WI 54494	27-1831863	501(C)(3)	12,000.	0.			SUPPORT LIL' RAFTERS READING PROGRAM FOR ALL SCHOOLS

Schedule I (Form 990)

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
EDUCATIONAL SCHOLARSHIPS FOR PERSONS GENERALLY RESIDING IN THE GREATER SOUTH WOOD COUNTY, WISCONSIN AREA.	115	140,518.	0.		
EDUCATIONAL SCHOLARSHIPS FOR PERSONS WHO MAY RESIDE BEYOND THE GREATER SOUTH WOOD COUNTY, WISCONSIN AREA.	1	500.	0.		

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: FOR SCHOLARSHIPS, QUALIFYING RECIPIENTS ARE

EVALUATED BASED ON ESTABLISHED SCHOLARSHIP CRITERIA AND OTHER RELEVANT

FACTORS AND AWARDS ARE RECOMMENDED BY COMMITTEES, APPROVED BY THE BOARD OF

DIRECTORS AND PAYABLE DIRECTLY TO THE EDUCATIONAL INSTITUTION. FOR DONOR

ADVISED GRANTS, A BOARD APPROVED SET OF INTERNAL GUIDELINES FOR DONOR

ADVISED GRANTS IS ADHERED TO INCLUDING, BUT NOT LIMITED TO, RECEIVING

RECOMMENDATIONS FROM THE DONOR, CONFIRMING TAX EXEMPT STATUS, REVIEWING

FORM 990'S WHEN AVAILABLE, SEEKING BOARD APPROVAL PRIOR TO AWARDING GRANTS

OVER \$25,000, AND RECEIVING ACKNOWLEDGEMENTS FROM THE GRANTEE WITH RESPECT

Part IV Supplemental Information

TO THE USE OF THE GRANT. FOR CERTAIN DESIGNATED FUNDS, A SIMILAR PROCESS IS PERFORMED BY A COMMITTEE OF STAFF MEMBERS. FOR UNRESTRICTED GRANTS, STAFF PERFORM NECESSARY DUE DILIGENCE (INCLUDING REVIEWING FORM 990'S, ETC.) AND DETERMINE THE DEPTH AND FREQUENCY OF REPORTING FROM A GRANT RECIPIENT WITH RESPECT TO THE GRANT, AND THE GRANTS ARE REVIEWED AND APPROVED IN ACCORDANCE WITH BOARD APPROVED CRITERIA AND GUIDELINES AND ARE SUBMITTED TO THE BOARD FOR FINAL APPROVAL.

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

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number
39-1772651

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

FOR THE COMMON GOOD. WE ENVISION A RESILIENT, THRIVING COMMUNITY THAT
EMBRACES AND SUPPORTS ALL PEOPLE.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

LEADERSHIP AND PROGRAM DEVELOPMENT; COLLABORATION AND COMMUNITY
ENGAGEMENT; EVALUATION EFFECTIVENESS, ETC.), A COMMUNITY RESOURCE
CENTER, PUBLIC SPEAKERS, CONVENING A NONPROFIT COUNCIL, A
CONSULTANT/FACILITATOR DATABASE FOR COMMUNITY ORGANIZATIONS,
SPEAKYOURPEACESWC.ORG, PROMOTING CIVIC ENGAGEMENT, ETC.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

SOME COMMUNITY COLLABORATION EFFORTS RESULTING FROM THIS WORK INCLUDE A
REGIONAL ECONOMICAL GROWTH INITIATIVE, A BUSINESS AND EDUCATION
COLLABORATIVE AND OTHER GROWING COLLABORATIONS BETWEEN GROUPS THAT MAY
NOT HAVE TRADITIONALLY WORKED CLOSELY TOGETHER TO SOLVE ISSUES.

ALSO IN 2008, THE FOUNDATION BEGAN PARTICIPATING IN THE JOHN S. AND
JAMES L. KNIGHT FOUNDATION'S COMMUNITY INFORMATION CHALLENGE,
RESEARCHING WHERE AND HOW LOCAL RESIDENTS GET THEIR INFORMATION AND
ASSESSING THEIR ABILITY TO ACCESS THE INFORMATION THEY NEED IN ORDER TO
LEAD BETTER INFORMED LIVES. ADDRESSING ISSUES OF DIGITAL ACCESS AND
DIGITAL LITERACY ARE INTEGRAL TO THIS PROJECT. IN LATE 2011, THE
FOUNDATION ENGAGED IN DIALOGUE WITH AREA RESIDENTS FOCUSED ON
CHALLENGES FACING THE COMMUNITY, COMMUNITY STRENGTHS, VISION FOR THE
FUTURE AND INTEREST IN ENGAGING WITH THE FOUNDATION'S WORK. IN 2012,

Name of the organization

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number
39-1772651

THIS DIALOGUE LED TO SPONSORING THE LARGEST COMMUNITY-WIDE SURVEY IN THE HISTORY OF THE SOUTH WOOD COUNTY AREA, WITH OVER 4,100 HOUSEHOLDS RESPONDING. THE FOUR MAIN PRIORITIES IDENTIFIED BY THE COMMUNITY THROUGH THE SURVEY WERE, A STRONG ECONOMY, OPPORTUNITIES FOR YOUNG ADULTS AND FAMILIES, OPENNESS TO NEW IDEAS AND CHANGES, AND A FOCUS ON NATURE AND RECREATION OF THE AREA. THE FOUNDATION IS COMMITTED TO HELPING THE COMMUNITY COORDINATE EFFORTS FOCUSED ON COMMUNITY PRIORITIES AND A SHARED VISION FOR FUTURE. THE CONNECTEDNESS AND INTEGRATION OF A VARIETY OF GRANTS, PROGRAMS AND INITIATIVES ALLOWS FOR A "COMMUNITY SPECIFIC" FRAMEWORK THROUGH WHICH COLLECTIVE RESOURCES CAN ACHIEVE GREATER IMPACT IN THE FORM OF SYSTEMS CHANGE AND COMMUNITY IMPROVEMENT.

FORM 990, PART V, LINE 3B: FORM 990-T HAS BEEN EXTENDED AND THE AMOUNTS ON FORM 990, PAGE 1, LINES 7A AND 7B ARE THE BEST ESTIMATES THAT THE FOUNDATION HAS AT THIS TIME UNTIL ALL FINAL INVESTMENT FORM K-1S ARE RECEIVED.

FORM 990, PART VI, SECTION A, LINE 4: ON NOVEMBER 8, 2012, THE BOARD OF DIRECTORS OF THE FOUNDATION ADOPTED AN AMENDMENT TO THE RESTATED BYLAWS OF THE FOUNDATION STATING THAT THE NUMBER OF "THE BOARD OF DIRECTORS SHALL CONSIST OF NO LESS THAN THREE (3)" RATHER THAN STATING "AT LEAST NINE".

FORM 990, PART VI, SECTION B, LINE 11: UPON COMPLETION OF PREPARATION OF FORM 990 BY A THIRD PARTY ACCOUNTING FIRM (ACCOMPLISHED WITH SIGNIFICANT INPUT FROM A VARIETY OF STAFF MEMBERS) THE CHIEF FINANCIAL AND OPERATING OFFICER POSTS THE FINAL FORM 990 DRAFT FOR REVIEW BY EACH BOARD MEMBER AND CERTAIN STAFF MEMBERS SEVERAL DAYS PRIOR TO FILING, EXPLICITLY SEEKING

Name of the organization

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number
39-1772651

THEIR REVIEW AND COMMENTS WITH RESPECT TO THE FILING TO BE MADE. ANY AND ALL COMMENTS RECEIVED ARE REVIEWED FOR WHETHER AN ADJUSTMENT NEEDS TO BE MADE TO THE FORM 990 THAT WAS AVAILABLE FOR REVIEW. AFTER ALL COMMENTS HAVE BEEN CLEARED, THE FINAL FORM 990 IS SUBMITTED TO THE IRS AND A COPY OF THE SAME IS POSTED FOR ALL BOARD MEMBERS AND CERTAIN STAFF MEMBERS, NOTING ANY SIGNIFICANT ADJUSTMENTS THAT WERE MADE AS A RESULT OF THEIR REVIEW.

FORM 990, PART VI, SECTION B, LINE 12C: CONFLICT OF INTEREST DISCLOSURE FORMS ARE COMPLETED ANNUALLY BY DIRECTORS, CERTAIN STAFF AND MOST COMMITTEES. WHEN POTENTIAL CONFLICTS ARISE, THE CONFLICTED PERSON IS ALLOWED AN INITIAL OPPORTUNITY FOR INPUT TO THE DISCUSSION WITH FINAL DISCUSSIONS AND VOTING, IF ANY, DONE WITHOUT THEIR PRESENCE.

FORM 990, PART VI, SECTION B, LINE 15: THE BOARD OF DIRECTORS REVIEWS CEO PAY ANNUALLY TAKING COMPARATIVE PAY DATA INTO CONSIDERATION. THE FINANCE AND AUDIT COMMITTEE REVIEWS AND APPROVES STAFF POSITIONS AND PAY THROUGH THE ANNUAL BUDGET PROCESS TAKING COMPARATIVE PAY DATA INTO CONSIDERATION WHERE AVAILABLE. THE BUDGET IS THEN SUBJECT TO FULL BOARD APPROVAL.

FORM 990, PART VI, SECTION C, LINE 19: DOCUMENTS ARE AVAILABLE UPON WRITTEN REQUEST AT INCOURAGE COMMUNITY FOUNDATION, INC. ATTENTION: FINANCE, 478 EAST GRAND AVENUE, WISCONSIN RAPIDS, WI 54494.

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONSULTING AND PROFESSIONAL SERVICES:

PROGRAM SERVICE EXPENSES 287,645.

MANAGEMENT AND GENERAL EXPENSES 12,399.

FUNDRAISING EXPENSES 3,015.

Name of the organization

INCOURAGE COMMUNITY FOUNDATION, INC.

Employer identification number

39-1772651

TOTAL EXPENSES 303,059.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 303,059.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

GRANT EXPENSE CANCELLATIONS 61,123.

FORM 990, PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

FORM 990, PART I, LINE 5

THE FOUNDATION HAD 19 EMPLOYEES AT 12-31-12, 7 OF WHICH WERE PART-TIME.

FORM 990, PART VI, SECTION C, LINE 18

THE MOST CURRENT FORMS 990 AND 990-T ARE POSTED ON THE FOUNDATION'S

WEBSITE. FORM 1023 AND THE TWO PRIOR YEAR FORMS 990 AND 990-T ARE

AVAILABLE UPON WRITTEN REQUEST AT INCOURAGE COMMUNITY FOUNDATION, INC.,

ATTENTION FINANCE, 478 EAST GRAND AVENUE, WISCONSIN RAPIDS, WI 54494.

FORM 990, PART XI, LINE 8

THE FOUNDATION HAS RESTATED ITS NET ASSETS AS OF DECEMBER 31, 2011, TO

CORRECT FUNDS HELD FOR OTHER AGENCIES RELATING TO YEARS PRIOR TO 2011,

WHICH DECREASED NET ASSETS IN THE AMOUNT OF \$182,534.

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.

2012

Open to Public Inspection

Name of the organization

Employer identification number
39-1772651

ENCOURAGE COMMUNITY FOUNDATION, INC.

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

[illegible]

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.)

[illegible]

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

Schedule R (Form 990) 2012

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)

[illegible]

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.)

[illegible]

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**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**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**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 PROPERTY, INC.	A	579.	ACCRUED INTEREST
(2) COMMUNITY PROPERTY, INC.	D	325,000.	FACE VALUE OF PROMISSORY NOTE
(3) COMMUNITY PROPERTY, INC.	D	263,500.	STATED AMOUNT OF LOAN GUARANTEE
(4)			
(5)			
(6)			

Part VII Supplemental Information

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

This image shows a full page of blank white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page, typical of notebook or legal stationery. There are no margins, text, or other markings present.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions INCOURAGE COMMUNITY FOUNDATION, INC.	Employer identification number (EIN) or 39-1772651
	Number, street, and room or suite no. If a P.O. box, see instructions. 478 E. GRAND AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WISCONSIN RAPIDS, WI 54494	

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

01

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

DAWN NEUMAN

- The books are in the care of ► **478 E GRAND AVE - WISCONSIN RAPIDS, WI 54494**
Telephone No. ► **715-423-3863** FAX No. ►

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

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

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

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

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)