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## Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceUnder 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.

A For the 2012 calendar year, or tax year beginning

09/20, 2012, and ending

12/31, 2012

## B Check if applicable

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

## C Name of organization

LAB CENTRAL, INC.

## Doing Business As

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

Room/suite

700 MAIN STREET

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

CAMBRIDGE, MA 02139

## F Name and address of principal officer

PETER D. PARKER

700 MAIN STREET CAMBRIDGE, MA 02139

## D Employer identification number

46-1031913

## E Telephone number

(212) 308-4411

## G Gross receipts \$

H(a) Is this a group return for affiliates?

Yes

X No

H(b) Are all affiliates included?

Yes

No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

## I Tax-exempt status

X

501(c)(3)

501(c) ( )

(insert no )

4947(a)(1) or

527

## J Website: ▶ N/A

## K Form of organization

X

Corporation

Trust

Association

Other ▶

L Year of formation 2012

M State of legal domicile

DE

## Part I Summary

## 1 Briefly describe the organization's mission or most significant activities

SEE PART III, LINE 1

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

## 3 Number of voting members of the governing body (Part VI, line 1a)

3

5.

## 4 Number of independent voting members of the governing body (Part VI, line 1b)

4

5.

## 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)

5

0

## 6 Total number of volunteers (estimate if necessary)

6

0

## 7a Total unrelated business revenue from Part VIII, column (C), line 12

7a

0

## b Net unrelated business taxable income from Form 990-T, line 4

7b

0

## 8 Contributions and grants (Part VIII, line 1h)

8

0

## 9 Program service revenue (Part VIII, line 2g)

9

0

## 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

10

0

## 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

11

0

## 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

12

0

## 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

13

0

## 14 Benefits paid to or for members (Part IX, column (A), line 4)

14

0

## 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

15

0

## 16a Professional fundraising fees (Part IX, column (A), line 11e)

16a

0

## b Total fundraising expenses (Part IX, column (D), line 25) ▶

16b

0

## 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

17

0

## 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)

18

0

## 19 Revenue less expenses Subtract line 18 from line 12

19

0

## 20 Total assets (Part X, line 16)

20

0

## 21 Total liabilities (Part X, line 26)

21

0

## 22 Net assets or fund balances Subtract line 21 from line 20

22

0

## 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

Date

Type or print name and title

FRUCHAU EXECUTIVE DIRECTOR / PRESIDENT

10/18/13

Paid  
Preparer  
Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if

self-employed

PTIN

ANTHONY T. CARIDEO JR., C

Anthony T. Carideo Jr., CPA

10/17/13

P00171579

Firm's name ▶ WOLF &amp; COMPANY, PC

Firm's EIN ▶ 04-2689883

Firm's address ▶ 99 HIGH STREET, 21ST FLOOR BOSTON, MA 02110

Phone no 617-439-9700

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

X

Yes

No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

JSA  
2E1010 1 000

7713FL2912 10/16/2013 2:34:42 PM V 12-7F

S Y

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission

LABCENTRAL SUPPORTS CREATION OF INNOVATIVE STARTUP BIOTECHNOLOGY  
 COMPANIES BY PROVIDING A WORLD-CLASS ENVIRONMENT FOR ENTREPRENEURS,  
 AND A FULLY FUNCTIONAL LIFE SCIENCES LABORATORY WITHIN THE KENDALL  
 SQUARE INNOVATION HUB.

**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 \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)  
 NONE

**4b** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4c** (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4d** Other program services (Describe in Schedule O)

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

**4e** Total program service expenses ►

**Part IV Checklist of Required Schedules**

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

**Part IV Checklist of Required Schedules (continued)**

|                                                                                                                                                                                                                                                                                                                                       | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>21</b> 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  |
| <b>22</b> 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  |
| <b>23</b> 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  |
| <b>24 a</b> 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  |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .                                                                                                                                                                                                                  |     |    |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                                                         |     |    |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .                                                                                                                                                                                                            |     |    |
| <b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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  |
| <b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .                                        |     | X  |
| <b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly 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   |    |
| <b>27</b> 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  |
| <b>28</b> 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) . . . . .                                                                                                                      |     |    |
| <b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .                                                                                                                                                                                                    |     | X  |
| <b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .                                                                                                                                                                                 |     | X  |
| <b>c</b> 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  |
| <b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .                                                                                                                                                                                                  |     | X  |
| <b>30</b> 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  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .                                                                                                                                                                                        |     | X  |
| <b>32</b> 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  |
| <b>33</b> 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  |
| <b>34</b> 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  |
| <b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .                                                                                                                                                                                                                         |     | X  |
| <b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .                                                                                          |     |    |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> 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  |
| <b>37</b> 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  |
| <b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                                                               | X   |    |

Form 990 (2012)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

|                                                                                                                                                                                                                                                                                          | Yes        | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| <b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. . . . .                                                                                                                                                                                          | <b>1a</b>  | 0  |
| <b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. . . . .                                                                                                                                                                                        | <b>1b</b>  | 0  |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .                                                                                                              | <b>1c</b>  | X  |
| <b>2a</b> 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 . . . . .                                                                                        | <b>2a</b>  | 0  |
| <b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). . . . .                                     | <b>2b</b>  | X  |
| <b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                        | <b>3a</b>  | X  |
| <b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                                      | <b>3b</b>  |    |
| <b>4a</b> 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)? . . . . .                           | <b>4a</b>  | X  |
| <b>b</b> If "Yes," enter the name of the foreign country ▶<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts                                                                                                              |            |    |
| <b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .                                                                                                                                                                | <b>5a</b>  | X  |
| <b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .                                                                                                                                                      | <b>5b</b>  | X  |
| <b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .                                                                                                                                                                                                     | <b>5c</b>  |    |
| <b>6a</b> 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? . . . . .                                                              | <b>6a</b>  | X  |
| <b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .                                                                                                                         | <b>6b</b>  |    |
| <b>7 Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                                                                   |            |    |
| <b>a</b> 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? . . . . .                                                                                                                       | <b>7a</b>  | X  |
| <b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .                                                                                                                                                                       | <b>7b</b>  |    |
| <b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .                                                                                                                                  | <b>7c</b>  | X  |
| <b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . . . .                                                                                                                                                                                                     | <b>7d</b>  |    |
| <b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .                                                                                                                                                       | <b>7e</b>  | X  |
| <b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .                                                                                                                                                          | <b>7f</b>  | X  |
| <b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .                                                                                                                                      | <b>7g</b>  | X  |
| <b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .                                                                                                                                    | <b>7h</b>  | X  |
| <b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . . | <b>8</b>   | X  |
| <b>9 Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                                                       |            |    |
| <b>a</b> Did the organization make any taxable distributions under section 4966? . . . . .                                                                                                                                                                                               | <b>9a</b>  |    |
| <b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .                                                                                                                                                                                | <b>9b</b>  |    |
| <b>10 Section 501(c)(7) organizations.</b> Enter                                                                                                                                                                                                                                         |            |    |
| <b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . . . .                                                                                                                                                                                              | <b>10a</b> |    |
| <b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .                                                                                                                                                                           | <b>10b</b> |    |
| <b>11 Section 501(c)(12) organizations.</b> Enter:                                                                                                                                                                                                                                       |            |    |
| <b>a</b> Gross income from members or shareholders . . . . .                                                                                                                                                                                                                             | <b>11a</b> |    |
| <b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .                                                                                                                                          | <b>11b</b> |    |
| <b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .                                                                                                                                                          | <b>12a</b> |    |
| <b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .                                                                                                                                                                                 | <b>12b</b> |    |
| <b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                                                               |            |    |
| <b>a</b> Is the organization licensed to issue qualified health plans in more than one state? . . . . .<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                                                      | <b>13a</b> |    |
| <b>b</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 . . . . .                                                                                                             | <b>13b</b> |    |
| <b>c</b> Enter the amount of reserves on hand . . . . .                                                                                                                                                                                                                                  | <b>13c</b> |    |
| <b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .                                                                                                                                                                          | <b>14a</b> | X  |
| <b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .                                                                                                                                                             | <b>14b</b> |    |

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**Section A. Governing Body and Management**

|                                                                                                                                                                                                                                     |             | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----|----|
| <b>1a</b> Enter the number of voting members of the governing body at the end of the tax year . . . . .                                                                                                                             | <b>1a</b> 5 |     |    |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O                    |             |     |    |
| <b>b</b> Enter the number of voting members included in line 1a, above, who are independent . . . . .                                                                                                                               | <b>1b</b> 5 |     |    |
| <b>2</b> 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? . . . . .                                            | <b>2</b>    |     | X  |
| <b>3</b> 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? . . . | <b>3</b>    |     | X  |
| <b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .                                                                                                 | <b>4</b>    | X   |    |
| <b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .                                                                                                       | <b>5</b>    |     | X  |
| <b>6</b> Did the organization have members or stockholders? . . . . .                                                                                                                                                               | <b>6</b>    |     | X  |
| <b>7a</b> 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? . . . . .                                                              | <b>7a</b>   |     | X  |
| <b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .                                                        | <b>7b</b>   |     | X  |
| <b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                           |             |     |    |
| <b>a</b> The governing body? . . . . .                                                                                                                                                                                              | <b>8a</b>   | X   |    |
| <b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                            | <b>8b</b>   | X   |    |
| <b>9</b> 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 . . . . .     | <b>9</b>    |     | X  |

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

|                                                                                                                                                                                                                                                                                                                 |            | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|----|
| <b>10a</b> Did the organization have local chapters, branches, or affiliates? . . . . .                                                                                                                                                                                                                         | <b>10a</b> |     | X  |
| <b>b</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? . . . .                                                                     | <b>10b</b> |     |    |
| <b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . .                                                                                                                                                                      | <b>11a</b> |     | X  |
| <b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990 . . . . .                                                                                                                                                                                                 |            |     |    |
| <b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .                                                                                                                                                                                                    | <b>12a</b> | X   |    |
| <b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .                                                                                                                                                          | <b>12b</b> | X   |    |
| <b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .                                                                                                                                           | <b>12c</b> | X   |    |
| <b>13</b> Did the organization have a written whistleblower policy? . . . . .                                                                                                                                                                                                                                   | <b>13</b>  | X   |    |
| <b>14</b> Did the organization have a written document retention and destruction policy? . . . . .                                                                                                                                                                                                              | <b>14</b>  | X   |    |
| <b>15</b> 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?                                                                                  |            |     |    |
| <b>a</b> The organization's CEO, Executive Director, or top management official . . . . .                                                                                                                                                                                                                       | <b>15a</b> |     | X  |
| <b>b</b> Other officers or key employees of the organization . . . . .                                                                                                                                                                                                                                          | <b>15b</b> |     | X  |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).                                                                                                                                                                                                                             |            |     |    |
| <b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .                                                                                                                                      | <b>16a</b> |     | X  |
| <b>b</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? . . . . . | <b>16b</b> |     |    |

**Section C. Disclosure**

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

**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 **LISA VELARO, CPA 28 VERA ROAD MIDDLETON, MA 01949 617-797-2363**

**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)<br>Name and Title                                           | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>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) PETER D. PARKER<br>PRESIDENT                                | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (2) JOHANNES FRUEHAUF, MD, PH.D<br>EXECUTIVE DIRECTOR/SECRETARY | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (3) TIMOTHY ROWE<br>CHAIRMAN                                    | 1.00                                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (4) JOHN HARTHORNS<br>DIRECTOR                                  | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (5) STEVEN TREGAY, PH.D<br>DIRECTOR                             | 1.00                                                                                       | X                                                                                                            |                       |         |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (6) LISA VELARDO<br>TREASURER                                   | 1.00                                                                                       |                                                                                                              |                       | X       |              |                              |        | 0                                                                    | 0                                                                         | 0                                                                                             |
| (7)                                                             |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (8)                                                             |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (9)                                                             |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (10)                                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (11)                                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (12)                                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (13)                                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |
| (14)                                                            |                                                                                            |                                                                                                              |                       |         |              |                              |        |                                                                      |                                                                           |                                                                                               |

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

[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 | 0 |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---|

|   |                                                                                                                                                                                                                                               | Yes | No |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 3 | Did the organization list any <b>former</b> 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  |

## Section B. Independent Contractors

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

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

|   |                                                                                                                                                                  |   |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 2 | Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization | 0 |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII. ☐

|                                                                   |                                                        |                                                                                                                                            |                      | (A)<br>Total revenue | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from tax<br>under sections<br>512, 513, or 514 |
|-------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b> | 1a                                                     | 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,<br>and similar amounts not included above . . . . .                                                | 1f                   |                      |                                                    |                                         |                                                                           |
|                                                                   | g                                                      | Noncash contributions included in lines 1a-1f \$ . . . . .                                                                                 |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | h                                                      | <b>Total. Add lines 1a-1f . . . . .</b>                                                                                                    |                      | 0                    |                                                    |                                         |                                                                           |
| <b>Program Service Revenue</b>                                    |                                                        |                                                                                                                                            |                      | <b>Business Code</b> |                                                    |                                         |                                                                           |
|                                                                   | 2a                                                     |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | b                                                      |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | c                                                      |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | d                                                      |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | e                                                      |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | f                                                      | All other program service revenue . . . . .                                                                                                |                      |                      |                                                    |                                         |                                                                           |
| g                                                                 | <b>Total. Add lines 2a-2f . . . . .</b>                |                                                                                                                                            | 0                    |                      |                                                    |                                         |                                                                           |
| <b>Other Revenue</b>                                              | 3                                                      | Investment income (including dividends, interest, and<br>other similar amounts) . . . . .                                                  |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 4                                                      | Income from investment of tax-exempt bond proceeds . . . . .                                                                               |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 5                                                      | Royalties . . . . .                                                                                                                        |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   |                                                        | (i) Real                                                                                                                                   | (ii) Personal        |                      |                                                    |                                         |                                                                           |
|                                                                   | 6a                                                     | Gross rents . . . . .                                                                                                                      |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | b                                                      | Less rental expenses . . . . .                                                                                                             |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | c                                                      | Rental income or (loss) . . . . .                                                                                                          |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | d                                                      | Net rental income or (loss) . . . . .                                                                                                      |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 7a                                                     | Gross amount from sales of<br>assets other than inventory . . . . .                                                                        |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | b                                                      | Less cost or other basis<br>and sales expenses . . . . .                                                                                   |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | c                                                      | Gain or (loss) . . . . .                                                                                                                   |                      |                      |                                                    |                                         |                                                                           |
|                                                                   | d                                                      | Net gain or (loss) . . . . .                                                                                                               |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 8a                                                     | Gross income from fundraising<br>events (not including \$ _____<br>of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                      | a                    |                                                    |                                         |                                                                           |
|                                                                   | b                                                      | Less direct expenses . . . . .                                                                                                             |                      | b                    |                                                    |                                         |                                                                           |
|                                                                   | c                                                      | Net income or (loss) from fundraising events . . . . .                                                                                     |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 9a                                                     | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                      |                      | a                    |                                                    |                                         |                                                                           |
|                                                                   | b                                                      | Less direct expenses . . . . .                                                                                                             |                      | b                    |                                                    |                                         |                                                                           |
|                                                                   | c                                                      | Net income or (loss) from gaming activities . . . . .                                                                                      |                      |                      | 0                                                  |                                         |                                                                           |
|                                                                   | 10a                                                    | Gross sales of inventory, less<br>returns and allowances . . . . .                                                                         |                      | a                    |                                                    |                                         |                                                                           |
|                                                                   | b                                                      | Less cost of goods sold . . . . .                                                                                                          |                      | b                    |                                                    |                                         |                                                                           |
| c                                                                 | Net income or (loss) from sales of inventory . . . . . |                                                                                                                                            |                      | 0                    |                                                    |                                         |                                                                           |
| <b>Miscellaneous Revenue</b>                                      |                                                        |                                                                                                                                            | <b>Business Code</b> |                      |                                                    |                                         |                                                                           |
| 11a                                                               |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| b                                                                 |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| c                                                                 |                                                        |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| d                                                                 | All other revenue . . . . .                            |                                                                                                                                            |                      |                      |                                                    |                                         |                                                                           |
| e                                                                 | <b>Total. Add lines 11a-11d . . . . .</b>              |                                                                                                                                            |                      |                      | 0                                                  |                                         |                                                                           |
| 12                                                                | <b>Total revenue. See instructions . . . . .</b>       |                                                                                                                                            |                      |                      | 0                                                  |                                         |                                                                           |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VII.**

|                                                                                                                                                                                                                                            | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.                                                                                                                                 | 0                     |                                 |                                        |                             |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22.                                                                                                                                                   | 0                     |                                 |                                        |                             |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.                                                                                                      | 0                     |                                 |                                        |                             |
| 4 Benefits paid to or for members.                                                                                                                                                                                                         | 0                     |                                 |                                        |                             |
| 5 Compensation of current officers, directors, trustees, and key employees.                                                                                                                                                                | 0                     |                                 |                                        |                             |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).                                                                                           | 0                     |                                 |                                        |                             |
| 7 Other salaries and wages.                                                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                      | 0                     |                                 |                                        |                             |
| 9 Other employee benefits.                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 10 Payroll taxes.                                                                                                                                                                                                                          | 0                     |                                 |                                        |                             |
| 11 Fees for services (non-employees):                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| a Management.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| b Legal.                                                                                                                                                                                                                                   | 0                     |                                 |                                        |                             |
| c Accounting.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| d Lobbying.                                                                                                                                                                                                                                | 0                     |                                 |                                        |                             |
| e Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| f Investment management fees.                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).                                                                                                                             | 0                     |                                 |                                        |                             |
| 12 Advertising and promotion.                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 13 Office expenses.                                                                                                                                                                                                                        | 0                     |                                 |                                        |                             |
| 14 Information technology.                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 15 Royalties.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 16 Occupancy.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 17 Travel.                                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                         | 0                     |                                 |                                        |                             |
| 19 Conferences, conventions, and meetings.                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 20 Interest.                                                                                                                                                                                                                               | 0                     |                                 |                                        |                             |
| 21 Payments to affiliates.                                                                                                                                                                                                                 | 0                     |                                 |                                        |                             |
| 22 Depreciation, depletion, and amortization.                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 23 Insurance.                                                                                                                                                                                                                              | 0                     |                                 |                                        |                             |
| 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 _____                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| b _____                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| c _____                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| d _____                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| e All other expenses _____                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 25 Total functional expenses. Add lines 1 through 24e.                                                                                                                                                                                     | 0                     |                                 |                                        |                             |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). | 0                     |                                 |                                        |                             |

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

|                                                                     |                                                                                                                                                                                                                                                                                                                                | (A)<br>Beginning of year |        | (B)<br>End of year |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------|--------------------|
| <b>Assets</b>                                                       | 1 Cash - non-interest-bearing                                                                                                                                                                                                                                                                                                  | 0                        | 1      | 2,000.             |
|                                                                     | 2 Savings and temporary cash investments                                                                                                                                                                                                                                                                                       | 0                        | 2      | 0                  |
|                                                                     | 3 Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           | 0                        | 3      | 0                  |
|                                                                     | 4 Accounts receivable, net                                                                                                                                                                                                                                                                                                     | 0                        | 4      | 0                  |
|                                                                     | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees<br>Complete Part II of Schedule L                                                                                                                                                        | 0                        | 5      | 0                  |
|                                                                     | 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 instructions) Complete Part II of Schedule L | 0                        | 6      | 0                  |
|                                                                     | 7 Notes and loans receivable, net                                                                                                                                                                                                                                                                                              | 0                        | 7      | 0                  |
|                                                                     | 8 Inventories for sale or use                                                                                                                                                                                                                                                                                                  | 0                        | 8      | 0                  |
|                                                                     | 9 Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        | 0                        | 9      | 0                  |
|                                                                     | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                          | 10a                      |        |                    |
|                                                                     | b Less: accumulated depreciation                                                                                                                                                                                                                                                                                               | 10b                      |        |                    |
|                                                                     | 11 Investments - publicly traded securities                                                                                                                                                                                                                                                                                    | 0                        | 11     | 0                  |
|                                                                     | 12 Investments - other securities See Part IV, line 11                                                                                                                                                                                                                                                                         | 0                        | 12     | 0                  |
|                                                                     | 13 Investments - program-related. See Part IV, line 11                                                                                                                                                                                                                                                                         | 0                        | 13     | 0                  |
|                                                                     | 14 Intangible assets                                                                                                                                                                                                                                                                                                           | 0                        | 14     | 0                  |
|                                                                     | 15 Other assets. See Part IV, line 11                                                                                                                                                                                                                                                                                          | 0                        | 15     | 0                  |
| 16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) | 0                                                                                                                                                                                                                                                                                                                              | 16                       | 2,000. |                    |
| <b>Liabilities</b>                                                  | 17 Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                       | 0                        | 17     | 0                  |
|                                                                     | 18 Grants payable                                                                                                                                                                                                                                                                                                              | 0                        | 18     | 0                  |
|                                                                     | 19 Deferred revenue                                                                                                                                                                                                                                                                                                            | 0                        | 19     | 0                  |
|                                                                     | 20 Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                 | 0                        | 20     | 0                  |
|                                                                     | 21 Escrow or custodial account liability Complete Part IV of Schedule D                                                                                                                                                                                                                                                        | 0                        | 21     | 0                  |
|                                                                     | 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                                                                                                                                        | 0                        | 22     | 2,000.             |
|                                                                     | 23 Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                                                                              | 0                        | 23     | 0                  |
|                                                                     | 24 Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                | 0                        | 24     | 0                  |
|                                                                     | 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                                                                                                                                                       | 0                        | 25     | 0                  |
|                                                                     | 26 <b>Total liabilities.</b> Add lines 17 through 25                                                                                                                                                                                                                                                                           | 0                        | 26     | 2,000.             |
| <b>Net Assets or Fund Balances</b>                                  | Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.                                                                                                                                                                                       |                          |        |                    |
|                                                                     | 27 Unrestricted net assets                                                                                                                                                                                                                                                                                                     |                          | 27     |                    |
|                                                                     | 28 Temporarily restricted net assets                                                                                                                                                                                                                                                                                           |                          | 28     |                    |
|                                                                     | 29 Permanently restricted net assets                                                                                                                                                                                                                                                                                           |                          | 29     |                    |
|                                                                     | Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.                                                                                                                                                                                          |                          |        |                    |
|                                                                     | 30 Capital stock or trust principal, or current funds                                                                                                                                                                                                                                                                          | 0                        | 30     | 0                  |
|                                                                     | 31 Paid-in or capital surplus, or land, building, or equipment fund                                                                                                                                                                                                                                                            | 0                        | 31     | 0                  |
|                                                                     | 32 Retained earnings, endowment, accumulated income, or other funds                                                                                                                                                                                                                                                            | 0                        | 32     | 0                  |
| 33 <b>Total net assets or fund balances</b>                         | 0                                                                                                                                                                                                                                                                                                                              | 33                       | 0      |                    |
| 34 <b>Total liabilities and net assets/fund balances</b>            | 0                                                                                                                                                                                                                                                                                                                              | 34                       | 2,000. |                    |

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

|           |                                                                                                                          |           |   |
|-----------|--------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12) . . . . .                                                      | <b>1</b>  | 0 |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25) . . . . .                                                       | <b>2</b>  | 0 |
| <b>3</b>  | Revenue less expenses Subtract line 2 from line 1 . . . . .                                                              | <b>3</b>  | 0 |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .                      | <b>4</b>  | 0 |
| <b>5</b>  | Net unrealized gains (losses) on investments . . . . .                                                                   | <b>5</b>  | 0 |
| <b>6</b>  | Donated services and use of facilities . . . . .                                                                         | <b>6</b>  | 0 |
| <b>7</b>  | Investment expenses . . . . .                                                                                            | <b>7</b>  | 0 |
| <b>8</b>  | Prior period adjustments . . . . .                                                                                       | <b>8</b>  | 0 |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                           | <b>9</b>  | 0 |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) . . . . . | <b>10</b> | 0 |

**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 |
|-----------|-----|----|
|           |     |    |
| <b>2a</b> |     | X  |
|           |     |    |
| <b>2b</b> |     | X  |
|           |     |    |
| <b>2c</b> |     |    |
|           |     |    |
| <b>3a</b> |     |    |
|           |     |    |
| <b>3b</b> |     |    |

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

LAB CENTRAL, INC.

Employer identification number

46-1031913

**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 |                                  |
| (A)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| (B)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| (C)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| (D)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| (E)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| Total                              |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                                  |

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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .                                                                                                   | 0        | 0        | 0        | 0        | 0        | 0         |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .                                                                                                    |          |          |          |          |          | 0         |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .                                                                                            |          |          |          |          |          | 0         |
| <b>4</b> <b>Total.</b> Add lines 1 through 3 . . . . .                                                                                                                                                                |          |          |          |          |          | 0         |
| <b>5</b> 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). . . . . |          |          |          |          |          | 0         |
| <b>6</b> <b>Public support.</b> Subtract line 5 from line 4 . . . . .                                                                                                                                                 |          |          |          |          |          | 0         |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                   | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|---------------------------------------|
| <b>7</b> Amounts from line 4 . . . . .                                                                                                                                                                          |          |          |          |          |          | 0                                     |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .                                                               |          |          |          |          |          | 0                                     |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .                                                                                           |          |          |          |          |          | 0                                     |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .                                                                                              |          |          |          |          |          | 0                                     |
| <b>11</b> <b>Total support.</b> Add lines 7 through 10 . . . . .                                                                                                                                                |          |          |          |          |          | 0                                     |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .                                                                                                                             |          |          |          |          |          | 12                                    |
| <b>13</b> <b>First five years.</b> 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 <b>stop here</b> . . . . . |          |          |          |          |          | <input checked="" type="checkbox"/> X |

**Section C. Computation of Public Support Percentage**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                        |           |   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . .                                                                                                                                                                                                                                                                                                                                             | <b>14</b> | % |
| <b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 . . . . .                                                                                                                                                                                                                                                                                                                                                                   | <b>15</b> | % |
| <b>16a</b> <b>33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>                                                                                                                                                                           |           |   |
| <b>b</b> <b>33 1/3% support test - 2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . . <input type="checkbox"/>                                                                                                                                                                        |           |   |
| <b>17a</b> <b>10%-facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> 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>b</b> <b>10%-facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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>18</b> <b>Private foundation.</b> 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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                        |          |          |          |          |          |           |
| <b>2</b> 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 |          |          |          |          |          |           |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513                                                                             |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf                                                                          |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge                                                                  |          |          |          |          |          |           |
| <b>6</b> Total. Add lines 1 through 5                                                                                                                                             |          |          |          |          |          |           |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                |          |          |          |          |          |           |
| <b>b</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           |          |          |          |          |          |           |
| <b>c</b> Add lines 7a and 7b                                                                                                                                                      |          |          |          |          |          |           |
| <b>8</b> 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 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6                                                                                                                                                                                      |          |          |          |          |          |           |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                                                         |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                                                                  |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b                                                                                                                                                                                    |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                                                             |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)                                                                                                          |          |          |          |          |          |           |
| <b>13</b> Total support. (Add lines 9, 10c, 11, and 12)                                                                                                                                                           |          |          |          |          |          |           |
| <b>14</b> 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**

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

**Section D. Computation of Investment Income Percentage**

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

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

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

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

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

---

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

▶ **Complete if the organization answered**  
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization

LAB CENTRAL, INC.

Employer identification number

46-1031913

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1   | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? |    |
|-----|---------------------------------|---------------------------------------------------------------|--------------------------------|----------------|----|
|     |                                 |                                                               |                                | Yes            | No |
| (1) |                                 |                                                               |                                |                |    |
| (2) |                                 |                                                               |                                |                |    |
| (3) |                                 |                                                               |                                |                |    |
| (4) |                                 |                                                               |                                |                |    |
| (5) |                                 |                                                               |                                |                |    |
| (6) |                                 |                                                               |                                |                |    |

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? |      | (e) Original principal amount | (f) Balance due | (g) In default? |    | (h) Approved by board or committee? |    | (i) Written agreement? |    |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
|                               |                                    |                     | To                                    | From |                               |                 | Yes             | No | Yes                                 | No | Yes                    | No |
| ATTACHMENT 1                  |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (1)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (2)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (3)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (4)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (5)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (6)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (7)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (8)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (9)                           |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| (10)                          |                                    |                     |                                       |      |                               |                 |                 |    |                                     |    |                        |    |
| <b>Total</b> . . . . . ▶ \$   |                                    |                     |                                       |      |                               | 2,000.          |                 |    |                                     |    |                        |    |

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|-----------------------------------------------------------------|--------------------------|------------------------|---------------------------|
| (1)                           |                                                                 |                          |                        |                           |
| (2)                           |                                                                 |                          |                        |                           |
| (3)                           |                                                                 |                          |                        |                           |
| (4)                           |                                                                 |                          |                        |                           |
| (5)                           |                                                                 |                          |                        |                           |
| (6)                           |                                                                 |                          |                        |                           |
| (7)                           |                                                                 |                          |                        |                           |
| (8)                           |                                                                 |                          |                        |                           |
| (9)                           |                                                                 |                          |                        |                           |
| (10)                          |                                                                 |                          |                        |                           |

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

Schedule L (Form 990 or 990-EZ) 2012

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? |    |
|-------------------------------|-----------------------------------------------------------------|---------------------------|--------------------------------|-----------------------------------------|----|
|                               |                                                                 |                           |                                | Yes                                     | No |
| (1)                           |                                                                 |                           |                                |                                         |    |
| (2)                           |                                                                 |                           |                                |                                         |    |
| (3)                           |                                                                 |                           |                                |                                         |    |
| (4)                           |                                                                 |                           |                                |                                         |    |
| (5)                           |                                                                 |                           |                                |                                         |    |
| (6)                           |                                                                 |                           |                                |                                         |    |
| (7)                           |                                                                 |                           |                                |                                         |    |
| (8)                           |                                                                 |                           |                                |                                         |    |
| (9)                           |                                                                 |                           |                                |                                         |    |
| (10)                          |                                                                 |                           |                                |                                         |    |

**Part V Supplemental Information**

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

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? |    |
|-------------------------------|-----------------------------------------------------------------|---------------------------|--------------------------------|-----------------------------------------|----|
|                               |                                                                 |                           |                                | Yes                                     | No |
| (1)                           |                                                                 |                           |                                |                                         |    |
| (2)                           |                                                                 |                           |                                |                                         |    |
| (3)                           |                                                                 |                           |                                |                                         |    |
| (4)                           |                                                                 |                           |                                |                                         |    |
| (5)                           |                                                                 |                           |                                |                                         |    |
| (6)                           |                                                                 |                           |                                |                                         |    |
| (7)                           |                                                                 |                           |                                |                                         |    |
| (8)                           |                                                                 |                           |                                |                                         |    |
| (9)                           |                                                                 |                           |                                |                                         |    |
| (10)                          |                                                                 |                           |                                |                                         |    |

**Part V Supplemental Information**

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

ATTACHMENT 1SCHEDULE L, PART II

| NAME         | RELATIONSHIP | PURPOSE         | TO FROM ORIGINAL | BALANCE DUE | Y N    | Y N | Y N |
|--------------|--------------|-----------------|------------------|-------------|--------|-----|-----|
| PETER PARKER | PRESIDENT    | INITIAL DEPOSIT | X                | 2,000.      | 2,000. | X   | X X |

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Name of the organization

LAB CENTRAL, INC.

**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**

Employer identification number

46-1031913

REVIEW OF 990 RETURN

PAGE 6, PART VI, SECTION B, LINE 11

A FULL COPY OF FORM 990 IS MADE AVAILABLE TO THE BOARD OF DIRECTORS PRIOR  
FILING WITH THE IRS.

CONFLICT OF INTEREST POLICY

PAGE 6, PART VI, SECTION B, LINE 12C

LAB CENTRAL, INC. HAS A WRITTEN CONFLICT OF INTEREST POLICY THAT REQUIRES  
ALL BOARD MEMBERS & EMPLOYEES TO DISCLOSE CONFLICTS ANNUALLY TO ENSURE NO  
CONFLICTS EXIST.

COMPENSATION DETERMINATION

PAGE 6, PART VI, SECTION B, LINE 15

NO EMPLOYEES RECEIVED COMPENSATION FROM THE ORGANIZATION FOR THE YEAR  
ENDED DECEMBER 31, 2012.

AVAILABILITY OF DOCUMENTS

PAGE 6, PART VI, SECTION C, LINE 19

LAB CENTRAL, INC.'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND FORM  
990 ARE AVAILABLE UPON REQUEST TO THE GENERAL PUBLIC.

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

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

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

Enter filer's identifying number, see instructions

|                                                                                            |                                                                                          |                                         |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or |
|                                                                                            | LAB CENTRAL INC                                                                          | 46-1031913                              |
|                                                                                            | Number, street, and room or suite no. If a P O box, see instructions                     | Social security number (SSN)            |
|                                                                                            | C/O EDWARDS WILDMAN PALMER LLP                                                           |                                         |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                         |
|                                                                                            | NEW YORK, NY 10022                                                                       |                                         |

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

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

- The books are in the care of ► EDWARD WILDMAN PALMER LLP

Telephone No ► 212 308-4411

FAX No ► 212 308-4844

- 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 08/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☐ calendar year 20 \_\_\_\_ or
- ☒ tax year beginning 09/20, 2012, and ending 12/31, 2012.

- 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 \$ |
| 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 \$ |
| c <b>Balance due.</b> 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 \$ |

**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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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

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

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

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

|                                                                                            |                                                                                          |                                         |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-----------------------------------------|
| <b>Type or print</b><br><br>File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions                                       |                                         |
|                                                                                            | Name of exempt organization or other filer, see instructions                             | Employer identification number (EIN) or |
|                                                                                            | LAB CENTRAL INC                                                                          | 46-1031913                              |
|                                                                                            | Number, street, and room or suite no. If a P O box, see instructions                     | Social security number (SSN)            |
|                                                                                            | C/O EDWARDS WILDMAN PALMER LLP                                                           |                                         |
|                                                                                            | City, town or post office, state, and ZIP code. For a foreign address, see instructions. |                                         |
|                                                                                            | NEW YORK, NY 10022                                                                       |                                         |

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

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

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

- The books are in the care of ☒ EDWARD WILDMAN PALMER LLP  
Telephone No. ☒ 212 308-4411 FAX No ☒ 212 308-4844
- 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

- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year \_\_\_\_\_, or other tax year beginning 09/20, 20 12, and ending 12/31, 20 12
- If the tax year entered in line 5 is for less than 12 months, check reason ☒ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE TAX RETURN.

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

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  Date

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAB CENTRAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

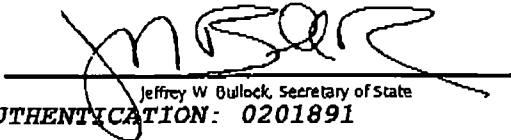
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LAB CENTRAL INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2012.



5215551 8300C

130146274

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0201891

DATE: 02-07-13

By-Laws  
Of  
Lab Central Inc.

(a Delaware nonstock corporation)

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**ARTICLE I  
FORMATION, NAME AND ADDRESS**

**Section 1.01 Name**

The name of the corporation shall be: Lab Central Inc. (hereinafter referred to as the "Corporation"). Subject to the Delaware General Corporation Law and the laws of the State of Delaware (hereinafter collectively referred to as the "Law"), the Corporation may be operated under such other name or names as shall be approved by the Board of Directors (hereinafter referred to as the "Board").

**Section 1.02 Principal Office**

The principal place of business and the principal office of the Corporation shall be located at such place as the Board may from time to time designate either within or without the State of Delaware. The Board may, at any time, change the location of such principal office and shall file any certificate necessary to effectuate such change. The Corporation may have such other additional offices as hereafter determined by the Board.

**Section 1.03 Term**

The Corporation shall exist in perpetuity, unless sooner dissolved in accordance with the provisions of Article XII of these By-Laws or the Law.

**Section 1.04 Seal**

The seal of the Corporation, if any, shall be in such form as the Board shall prescribe.

**ARTICLE II  
PURPOSES**

The Corporation has been organized exclusively for the following purposes, provided that they are such purposes for which an organization would be exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code:

(a) to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations contained in the Corporation's Certificate of Incorporation, these By-Laws and the Law, to use and apply, either directly, or by making grants to individuals or other organizations, the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, and/or educational purposes;

(b) to achieve such purposes by, among other things, soliciting contributions from the general public, receiving such contributions and making distributions to individuals and/or organizations;

(c) to do any other act or thing incidental to or connected with the foregoing purposes or the advancement thereof, but in no event for the pecuniary profit or financial gain of any Member, Director or officer, except as permitted under the Code and the Law; and

(d) to exercise, in furtherance of the Corporation's purposes, all of the powers conferred upon corporations organized under the Law, subject to any limitations contained in the Corporation's Certificate of Incorporation, these By-Laws or the Laws.

### **ARTICLE III MEMBERS**

#### **Section 3.01 Number**

There shall be no limit to the number of Members of the Corporation.

#### **Section 3.02 Classification of Members**

The membership of the Corporation shall be comprised of one class.

#### **Section 3.03 Qualification of Members**

Any person or entity may become a member if: (i) such person or entity is interested in the purposes of the Corporation as specified in the Corporation's Certificate of Incorporation and these By-Laws, as same shall be amended from time to

time, and (ii) such person or entity is approved upon the affirmative vote of all of the Members; provided, however, no approval shall be required for any person or entity appointed pursuant to Section 3.07(b).

#### **Section 3.04 Termination of Membership**

Any Member may voluntarily withdraw from membership in the Corporation by giving written notice of such resignation to the President of the Corporation. Except as otherwise provided by the Law, the Certificate of Incorporation and these By-Laws, no rights, powers, privileges, obligations or duties as a Member shall survive the death or termination of membership of a Member.

#### **Section 3.05 Expulsion**

Any Member may be expelled for from the Corporation's membership upon the affirmative vote of a majority of the Members (not including the Member to be expelled) at a duly convened meeting of the Members.

#### **Section 3.06 Membership Registry**

The Secretary shall maintain a record of all Members of the Corporation, which shall include, the name and address of each Member. The Corporation may, but shall not be required to, issue membership certificates and/or membership cards to evidence each Member's membership in the Corporation.

#### **Section 3.07 Transferability and Successor Members**

(a) Except as provided in Section 3.07(b), no Member may transfer his, her or its membership in the Corporation.

(b) Each Member shall have the right to designate his or her successor to succeed such Member's membership upon such Member's dissolution.

### **Section 3.08 Voting Rights**

(a) **Generally.** Members shall only be permitted to vote on matters specifically set forth in these By-Laws and such matters required by the Law. All other decisions relating to authority over, and management of, the business and affairs of the Corporation, shall be vested solely in the Board and its committees.

(b) **Number.** Each Member shall be entitled to one vote, which shall not be cumulative, with respect to each matter in which the Members are permitted to vote; provided, however with respect to the election of Directors, each Member shall have one vote (which shall not be cumulative) for each position to be filled.

(c) **Deemed Assent of Member.** Except as provided in Section 3.08(f), any Member present at a meeting who fails to specifically abstain or vote in the negative with respect to any matter before the Members shall be deemed to have voted in the affirmative with respect to such matter.

(d) **Authorization of Member Action.** Except as otherwise expressly required by the Law or these By-Laws, any action approved by a majority of the Members present at a meeting where a quorum is present shall be the act of the Members.

(e) **Proxies.** A Member shall not be permitted to grant a proxy to any other person.

(f) **Conflicts.** Notwithstanding anything in these By-Laws to the contrary, a Member shall not be permitted to vote on, or participate in any discussions prior to any vote, with respect to any Transaction (as hereinafter defined) with respect to which such Member is deemed to be an Interested Member (as hereinafter defined).

(g) **Certain Definitions.**

(i) **Transaction.** For purposes of Section 3.08(f), a "Transaction" shall mean any agreement, contract, transaction or other arrangement (including the making of a grant or other disbursement of the assets or funds of the

Corporation) between the Corporation and an individual, any other corporation (whether for-profit or not-for-profit), limited liability company, partnership, association, trust or other organization or entity.

(ii) **Interested Member.** For purposes of Section 3.08(f), an "Interested Member" is any Member of the Corporation who is (or is related to within the meaning of Section 267(c) of the Code) a director, officer, shareholder, member, partner, trustee, beneficiary or other fiduciary of any party to a Transaction with the Corporation.

### **Section 3.09 Regular Meetings**

Except for the annual meeting and any special meeting, the Members shall not hold regular meetings.

### **Section 3.10 Annual Meeting**

The annual meeting of the Members shall be held in the month of February of each calendar year, for the transaction of such business as may properly come before the meeting. Written notice, which shall include the time, place (if other than the Corporation's principal office as permitted in Section 3.15) and agenda of such meeting, shall be given by the Secretary, not less than 10, nor more than 50, days prior to such meeting.

### **Section 3.11 Special Meetings**

Special meetings of the Members may be called at any time by the Executive Director or by the written consent of at least 25% of the Members. Written notice, which shall include the time, place (if other than the Corporation's principal office as permitted in Section 3.15) and agenda of such meeting, shall be given to all Members by the Secretary, not less than five, nor more than 25, days prior to such meeting.

### **Section 3.12 Quorum**

A majority of all of the Members shall constitute a quorum at any meeting of the Members for all purposes. Any Member participating in a meeting by conference telephone or other means as permitted in Section 3.14 shall be included in determining whether a quorum is present at any meeting.

### **Section 3.13 Adjournments**

If less than a quorum shall be in attendance at the time called for a meeting of all of the Members, the meeting may be adjourned by the affirmative vote of a majority of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by the affirmative vote of a majority of the Members present.

### **Section 3.14 Telephone Conference in Lieu of Personal Attendance**

Any or all of the Members may participate in any meeting by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person at such meeting.

### **Section 3.15 Place of Meetings**

Each meeting shall take place at the Corporation's principal office; provided, however, a meeting may take place at any other location if more than 50% of the Members shall agree, in writing.

### **Section 3.16 Action Without Meeting**

Except as provided under the Law, any action permitted to be taken at a meeting by the Members may be taken without a meeting if all of the Members consent to such action, in writing.

### **Section 3.17 Compensation**

No Member shall receive any commissions or other compensation in connection with being a Member.

## **ARTICLE IV DIRECTORS**

### **Section 4.01 General Powers**

The business and affairs of the Corporation shall be managed under the direction of the Board. The Board may adopt such rules and regulations, to the extent not inconsistent with the Corporation's Certificate of Incorporation, these By-Laws or the Law, as it may deem proper for the efficient administration and management of the Corporation, and, subject to the limitations contained in these By-Laws, shall have such powers provided under the Law, including all other powers necessary or convenient to effect any of the purposes for which the Corporation is organized.

### **Section 4.02 General Responsibilities**

Each member of the Board shall undertake the responsibility of:

- (a) ensuring the efficient use of the Corporation's resources in a manner that will allow the Corporation to best achieve its mission;
- (b) ensuring that the Corporation's mission is clear, appropriate and relevant as times change; and
- (c) determining whether the Corporation's programs and activities support the Corporation's mission and achieve both the short-term and long-term goals.

### **Section 4.03 Number**

The number of Directors shall be determined, from time to time, by the Members. The number of Directors as of the adoption of these By-Laws is five.

#### **Section 4.04 Qualification of Directors**

Each Director shall be at least 18 years old and interested in the purposes of the Corporation as specified in the Corporation's Certificate of Incorporation and these By-Laws, as same shall be amended from time to time. It shall not be necessary for a Director to be a resident of the State of Delaware or a citizen of the United States.

#### **Section 4.05 Election**

(a) Directors of the Corporation shall be appointed or elected at the annual meeting of the Members as provided in Section 4.05(b), and, except as hereinafter provided, shall serve until the election and qualification of their respective successors.

(b) At each annual meeting of the Members:

(i) Each Member shall appoint one Director (each referred to herein as a "Related Director" and collectively, the "Related Directors"); and

(ii) The Members shall elect, by a plurality of votes of the members of the Members, two Directors (each referred to herein as an "Independent Director" and collectively, the "Independent Directors") who: (A) should be of sound mind and character, and should enjoy public respect and a well-known leadership position within the Massachusetts science and innovation community, and (B) except as hereinafter provided, shall serve until the election and qualification of their respective successors; provided, however, in no event shall an Independent Director be an Interested Director (as defined in Section 4.11(f)(ii)).

(c) Subject to Sections 4.06 and 4.08, the term of each Director shall be one year.

(d) At each annual meeting of the Board, the Directors shall elect a Chairman of the Board (referred to herein as the "Chairman" or "Chairman of the Board"). Each Director shall have one vote. The Director receiving the most votes shall serve as the Chairman, who shall: (i) preside over all meetings of the Board, (ii) provide

oversight over the Executive Director, and (iii) shall have such other duties and obligations as set forth in these By-Laws and as shall be determined by the Board.

#### **Section 4.06 Resignation**

Any Director may resign at any time by delivering to the President (unless it is the President who is resigning, in which case notice shall be given to the Secretary) and at least one other Director, at least 20 days before the resignation is to become effective, written notice of his or her resignation and of the date the resignation will become effective; provided, however, the Board may, in its sole and absolute discretion, accept the resignation as effective upon an earlier date.

#### **Section 4.07 Vacancies**

(a) **Filling Vacancies.** In the event there is a vacancy in the membership of the Board resulting from the death, disability, resignation or removal of:

(i) a Related Director, such vacancy shall be filled by the appointment of an individual by the Member who initially made such appointment; and

(ii) an Independent Director, such vacancy shall be filled by an individual elected by a plurality of votes of the Members; provided, however, such individual must: (A) be of sound mind and character, and should enjoy public respect and a well-known leadership position within the Massachusetts science and innovation community, and (B) not be an Interested Director (as defined in Section 4.11(f)(ii)).

(b) **Filling Vacancies from New Directorships.** Any vacancy in the membership of the Board resulting from an increase in the number of Directors pursuant to Section 4.03 shall be filled by the Members; provided, however, such individual must: (A) be of sound mind and character, and should enjoy public respect and a well-known leadership position within the Massachusetts science and innovation community, and (B) not be an Interested Director (as defined in Section 4.11(f)(ii)).

(c) **Term of New Director.** Any person appointed or elected to be a Director pursuant to this Section 4.07 until the next annual meeting of the Members and until the election and qualification of their respective successors.

#### **Section 4.08 Removal**

(a) Any Director may be removed for Cause (as hereinafter defined), by majority vote of the Directors (not included the Director to be removed) at any duly convened meeting, or by the written consent of all of the Directors. For purposes of Section 4.08, "Cause" shall have occurred in any of the following events: (i) the Director's commission of any act that could, or actually does, adversely affect the activities, reputation, goodwill or image of the Corporation; (ii) the Director's willful disloyalty, deliberate dishonesty, breach of fiduciary duty; or (iii) the commission by a Director of any act of fraud, embezzlement or deliberate disregard of the rules or policies of the Corporation.

(b) Any Director may be removed for without Cause, by majority vote of the Directors (not included the Director to be removed), which shall include at least one Independent Director, at any duly convened meeting, or by the written consent of all of the Directors.

(c) Any Related Director may be removed, with or without cause, upon the written consent of the Member who appointed such Related Director.

#### **Section 4.09 Quorum**

One-third (1/3) of the Directors shall constitute a quorum at any meeting of the Board for all purposes; provided, however, at any time there is less than four Directors of the Corporation, two (2) of the Directors shall constitute a quorum at any meeting of the Board for all purposes. Any Director participating in a meeting by conference telephone or any other means as permitted in Section 4.15 shall be included in determining whether a quorum is present at any meeting.

#### **Section 4.10 Adjournments**

If less than a quorum shall be in attendance at the time called for a meeting, the meeting may be adjourned by the affirmative vote of a majority of the Directors present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by the affirmative vote of a majority of the Directors present.

#### **Section 4.11 Voting**

(a) **Number.** At any meeting of the Board, each Director shall be entitled to one vote as to each matter that may properly come before the Board.

(b) **Deemed Assent of Director.** Except as provided in Section 4.11(e), any Director present at a meeting who fails to specifically abstain or vote in the negative with respect to any matter before the Board shall be deemed to have voted in the affirmative with respect to such matter.

(c) **Authorization of Board Action.** Except as required by the Law or by these By-Laws, any action approved by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(d) **Proxies.** No Director shall be permitted to grant a proxy to any other person.

(e) **Conflicts.** Notwithstanding anything in these By-Laws to the contrary:

(i) an Independent Director shall not be permitted to vote, or participate in any discussions prior to any vote, with respect to any Transaction (as hereinafter defined) with respect to which such Independent Director is deemed to be an Interested Director (as hereinafter defined); and

(ii) no Related Director shall be permitted to vote, or participate in any discussions prior to any vote, with respect to any Transaction (as hereinafter

defined) with respect to which any Related Director is deemed to be an Interested Director (as hereinafter defined).

(f) **Certain Definitions.**

(i) **Transaction.** For purposes of Section 4.11(e), a "Transaction" shall mean any agreement, contract, transaction or other arrangement (including the making of a grant or other disbursement of the assets or funds of the Corporation) between the Corporation and an individual, any other corporation (whether for-profit or not-for-profit), limited liability company, partnership, association, trust or other organization or entity.

(ii) **Interested Director.** For purposes of Section 4.11(e), an "Interested Director" is any Director of the Corporation who is (or is related to within the meaning of Section 267(c) of the Code) a director, officer, shareholder, member, partner, trustee, beneficiary or other fiduciary of any party to a Transaction with the Corporation.

**Section 4.12 Regular Meetings**

The Board shall hold regular meetings, not less often than quarter-annually, at such time or times as shall be determined by the Board. Written notice, which shall include the time, place (if other than the Corporation's principal office as permitted in Section 4.16) and agenda of such meeting shall be given by the Secretary, not less than 10, nor more than 50, days prior to such meeting.

**Section 4.13 Special Meetings**

Special meetings of the Board may be called at any time by the President or by the written consent of any Director. Written notice, which shall include the time, place (if other than the Corporation's principal office as permitted in Section 4.16) and agenda of such meeting shall be given by the Secretary, not less than five, nor more than 25, days prior to such meeting.

#### **Section 4.14 Annual Meetings**

The annual meeting of the Board shall be held at the same place and on the same day, but immediately following, the annual meeting of the Members, for the transaction of such business as may properly come before the meeting. Written notice, which shall include the time and agenda of such meeting shall be given by Secretary, not less than 10, nor more than 50, days prior to such meeting.

#### **Section 4.15 Telephone Conference in Lieu of Personal Attendance**

Any or all of the Directors may participate in any meeting by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person at such meeting.

#### **Section 4.16 Place of Meetings**

Each meeting shall take place at the Corporation's principal office; provided, however, a meeting may take place at any other location if more than 50% of the Directors shall agree, in writing; and further provided, however, that the annual meeting of the Board shall take place at the same location as the annual meeting of the Members.

#### **Section 4.17 Action Without Meeting**

Except as provided under the Law, any action permitted to be taken at a meeting by the Board may be taken without a meeting if all of the Directors consent to such action, in writing.

#### **Section 4.18 Compensation**

(a) Except as provided in Section 4.18(c) and Article VIII, no Director shall be permitted to receive any commissions or other compensation to which such Director may otherwise be entitled for the performance of his or her duties as a Director of the Corporation.

(b) Each Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in the performance of his or her duties as a Director of the Corporation.

(c) The Corporation may pay premiums on one or more insurance policies providing liability insurance to each Director so long as such payments do not constitute: (i) an act of self-dealing under Section 4941 of the Code in any fiscal year in which the Corporation shall be private foundation as defined in the Code, or (ii) an excess benefit transaction under Section 4958 of the Code in any fiscal year in which the Corporation shall not be treated as a private foundation as defined in the Code.

## **ARTICLE V BOARD COMMITTEES**

### **Section 5.01 Establishment of Committees**

The Board may establish one or more committees, for such purposes, as the Board shall determine, and each such committee shall be administered under the direction of such person or persons as the Board shall select.

### **Section 5.02 Power of Committees**

Each committee shall have such powers and authority, subject to the Law, as the Board shall deem proper. Such powers shall be set forth in the minutes of such meeting in which the committee is established or, if such committee is established by the written consent of the Board, such powers shall be set forth in such consent.

### **Section 5.03 Members of Committees**

Any Director may serve as a member of a committee. No person who is not a Director shall be permitted to serve as a member of a committee.

### **Section 5.04 Duration of Committees**

Each committee shall serve for such period of time as the Board shall determine.

## **ARTICLE VI ADVISORY COUNCILS AND TASK FORCES**

### **Section 6.01 Resident Selection Committee**

An advisory committee, referred to as the Resident Selection Committee, is hereby established consisting of one or more Directors as the Board may from time to time determine. Members of the Resident Selection Committee, which shall consist of not less than three Directors, shall be elected by the affirmative vote of the Board at the annual meeting; provided, however, at all times there shall be an odd number of members. At each annual meeting of the Board, the Directors shall elect a Chair of the Resident Selection Committee. Each Director shall have one vote. The Director receiving the most votes shall serve as the Chair, who shall: (i) preside over all meetings of the Resident Selection Committee, (ii) provide oversight over the Resident Selection Committee, (iii) report to the Board recommendations made by the Resident Selection Committee, and (iv) shall have such other duties and obligations as set forth in these By-Laws and as shall be determined by the Board. The Resident Selection Committee shall review and recommend approval or rejection of applications from potential residents to occupy space at the Corporation, as well as review and recommend for approval or denial renewal applications from existing residents (expected to occur on an annual basis).

### **Section 6.02 Establishment of Other Advisory Councils and Task Forces**

The Board may establish one or more additional advisory councils and other task forces, for such purposes, as the Board shall determine, and each such advisory council and task force shall be administered under the direction of such person or persons as the Board shall select.

### **Section 6.03 Power of Advisory Councils and Task Forces**

No advisory council or task force shall have any power or authority to act on behalf of the Corporation. Such powers and authority shall, at all times, remain with the Board and any committee thereof. Any advisory council or task force, if established,

shall address, make recommendations and/or assist the Corporation in connection with issues, such as, the Corporation's mission, corporate relations, cultural arts, finances, fundraising, governance, membership and planning.

#### **Section 6.04 Members of Advisory Councils and Task Forces**

Members of any advisory council or task force shall be appointed by the President, in his or her sole and absolute discretion. Members of such advisory councils and task forces need not be Members, Directors or officers.

#### **Section 6.05 Durations of Advisory Councils and Task Forces**

Each advisory council and task force shall serve for such period of time as the Board shall determine.

### **ARTICLE VII OFFICERS**

#### **Section 7.01 Officers**

(a) The officers of the Corporation shall be: President, Executive Director, Treasurer and Secretary.

(b) The Board may establish other officers as the Board may, from time to time, deem appropriate. The Board shall have the sole and nonreviewable discretion to determine what duties, responsibilities and powers such other officers shall possess. Any two or more offices may be held by the same person.

#### **Section 7.02 Election of Officers**

The Board shall elect the officers of the Corporation at each annual meeting. Officers need not be a Member, nor a Director of the Corporation. Each officer shall hold office until the earlier of: (i) the later of: (a) the date of delivery of such officer's resignation, and (b) the date in which such officer's resignation states that it shall become effective, (ii) the removal of such officer, or (iii) the later of: (a) the expiration of one (1) year, and (b) until such officer's successor is elected and qualified.

### **Section 7.03 Removal**

Any officer may be removed, with or without cause, by the Board.

### **Section 7.04 Resignation**

Any officer may resign at any time by delivering to the President and at least one (1) Director (who must be someone other than the person resigning), written notice of the resignation and of the date the resignation will become effective.

### **Section 7.05 Vacancies**

(a) **Vacancies Resulting from Removal.** In the event there is a vacancy in the office of any officer, the Board shall, by an affirmative vote of a majority of the Directors, at any duly convened meeting, or by the written consent of all of the Directors, elect an individual to fill such vacancy.

(b) **Term of New Officer.** Any person elected to be an officer pursuant to this Section 7.05 shall serve the remaining term of the officer being replaced.

### **Section 7.06 Duties**

(a) **President.** The President shall be the chief executive officer of the Corporation. He or she shall execute the powers and perform the duties usual to the chief executive officer. He or she shall see that all resolutions of the Board are carried into effect, and shall do and perform such other duties as from time to time may be assigned to him or her by the Board or these By-Laws and as are incident to the office of the chief executive officer.

(b) **Executive Director.** The Executive Director shall be responsible for the general management of the Corporation. Subject to the control and direction of the Board, the Executive Director shall have general charge of, and shall direct and supervise, the day-to-day business affairs of the Corporation. He or she shall do and perform such other duties as from time to time may be assigned to him or her by the Board or these By-Laws and as are incident to the office of the chief executive officer.

(c) **Treasurer.** The Treasurer shall perform all the duties customary to that office. He or she shall, subject to the direction of the Board, the Corporation's Certificate of Incorporation and these By-Laws, have full discretion (at any time when there is not a committee established for purpose of investing the assets and funds of the Corporation) to invest the assets and funds of the Corporation as he or she deems to be desirable. He or she shall have the care and custody of the funds and securities of the Corporation and shall deposit the same with such depositories as he or she may select. He or she shall have the general supervision of the books of account and shall be responsible for the preparation and submission to the Board, at the annual meeting, a budget for the Corporation. The Treasurer shall do and perform such other duties as from time to time may be assigned to him or her by the Board or these By-Laws and as are incident to his or her office.

(d) **Secretary.** The Secretary shall keep the minutes of meetings of the Board, and any committee, council and task force heretofore established, and shall have the custody of the seal of the Corporation and shall affix the same to documents when authorized to do so. He or she shall perform all duties customary to that office. The Secretary shall do and perform such other duties as from time to time may be assigned to him or her by the Board or these By-Laws and as are incident to his or her office.

#### **Section 7.07 Compensation**

(a) Except as provided in Section 7.07(c) and Article VIII, no officer shall be entitled to receive any commissions or other compensation to which such officer may otherwise be entitled for the performance of his or her duties as an officer of the Corporation.

(b) Each officer shall be entitled to reimbursement for reasonable expenses incurred by him or her in the performance of his or her duties as an officer of the Corporation.

(c) The Corporation may pay premiums on one or more insurance policies providing liability insurance to each officer so long as such payments do not constitute: (i) an act of self-dealing under Section 4941 of the Code in any fiscal year in which the Corporation shall be private foundation as defined in the Code, or (ii) an excess benefit transaction under Section 4958 of the Code in any fiscal year in which the Corporation shall not be treated as a private foundation as defined in the Code.

## **ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

### **Section 8.01 Indemnification of Directors and Officers**

The Corporation shall, to the fullest extent required or permitted by the Law, indemnify each present and former Director and officer of the Corporation (and the heirs, executors and administrators thereof) who was or is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission, whether brought or threatened in any court or administrative or legislative body or agency, including an action by or in the right of the Corporation to procure a judgment in its favor and an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which such Director or officer of the Corporation is serving or served in any capacity at the request of the Corporation, by reason of the fact that he or she, is or was a Director or officer of the Corporation, or is serving or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement, and costs, charges and expenses actually and reasonably incurred therein, including attorneys fees, or in any appeal thereof.

### **Section 8.02 Indemnification of Others**

The Corporation shall indemnify such other persons and reimburse the reasonable expenses actually and reasonably incurred thereof, including attorneys fees,

to the extent required by applicable law, and may indemnify any other person to whom the Corporation is permitted to provide indemnification or the advancement of expenses, whether pursuant to rights granted pursuant to, or provided by the Law.

### **Section 8.03 Advances or Reimbursement of Expenses**

The Corporation may, from time to time, reimburse or advance to any person referred to in Section 8.01, the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding, upon receipt of a written undertaking executed by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the Director or officer establishes that: (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (iii) his or her conduct was otherwise of a character such that Delaware law would require that such amount(s) be repaid.

### **Section 8.04 Interpretation**

Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article VIII may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, to the extent permitted by applicable law, or on the basis of the applicable law in effect at the time indemnification is sought.

### **Section 8.05 Indemnification Right**

The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article VIII: (i) is a contract right pursuant to which the person entitled actually or reasonably incurred thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the Director or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring

prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

#### **Section 8.06 Indemnification Claims**

If a request to be indemnified or for the reimbursement or advancement of expenses pursuant to this Article VIII is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses of prosecuting such claim, including attorneys fees. Neither the failure of the Corporation (including its Board, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its members) that the claimant is not entitled to indemnification, nor to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

#### **Section 8.07 No Payments Resulting in Taxes**

Notwithstanding any provision of this Article VIII, no indemnification or other payment shall be made under this Article VIII that would give rise to a tax under Section 4941 of the Code (in any fiscal year in which the Corporation is a private foundation), or a tax under Section 4958 of the Code (in any fiscal year in which the Corporation is not a private foundation).

### **ARTICLE IX USE OF CORPORATE ASSETS**

The Board shall have the power and authority, in its sole and nonreviewable discretion, to: (a) review and grant approval for the expenditure of money or the use of other property of the Corporation for any purpose consistent with the Certificate of Incorporation and Article II of these By-Laws, and (b) determine what activities the

Corporation should undertake in order to achieve the purposes of the Corporation. Any activities undertaken by the Corporation may utilize so much, all or none of the Corporation's assets as the Board deems advisable. Such activities may be undertaken in any manner that the Board deems advisable.

## **ARTICLE X FUNDRAISING**

### **Section 10.01      Publicity**

The Board may, but shall not be required, to publicize and seek the public's support for the activities of the Corporation.

### **Section 10.02      Contributions**

If any person or persons at any time is or are disposed to make gifts, bequests or any other transfers to the Corporation, the Board shall have the power and authority to receive such transfers and to apply the principal and income therefrom to the purposes of the Corporation, under the powers, authorities, and discretion contained in these By-Laws and the Law; provided, however, that such gifts or bequests are not made upon any terms or conditions that would conflict with the uses, purposes, and provisions of these By-Laws, the Certificate of Incorporation and the Law.

### **Section 10.03      Earmarked Contributions**

The Corporation shall not accept any contributions that are earmarked for any particular purposes. For purposes of this Section 10.3, earmarked shall have the meaning ascribed in Rev. Rul. 63-252 and Rev. Rul. 66-79.

## **ARTICLE XI COMMERCIAL TRANSACTIONS**

### **Section 11.01      Generally**

The Board may authorize any person to enter into any contract or agreement on behalf of the Corporation under such terms and conditions as the Board deem proper.

**Section 11.02      Checks, Drafts, Etc.**

Except as provided in Section 11.03, all checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness (hereinafter collectively referred to as "Corporate Obligations") shall be signed by one officer.

**Section 11.03      Approvals**

All Corporate Obligations to a payee:

(a) that (i) exceed Fifteen Thousand (\$15,000) Dollars, or (ii) that over a twelve (12) month period exceed Fifteen Thousand (\$15,000) Dollars in the aggregate, shall require the signature of two (2) officers.

(b) that (i) exceed Fifty Thousand (\$50,000) Dollars, or (ii) that over a twelve (12) month period exceed Fifty Thousand (\$50,000) Dollars in the aggregate, shall require prior approval of the Board.

(c) that (i) exceed One Hundred Thousand (\$100,000) Dollars, or (ii) that over a twelve (12) month period exceed One Hundred Thousand (\$100,000) Dollars in the aggregate, shall require prior approval of the Members and shall not require the prior approval of the Board.

**ARTICLE XII  
DISSOLUTION**

The Corporation shall be dissolved at any time by the affirmative vote of all of the Members. At such time, the Board shall dissolve the Corporation in accordance with the Law and shall distribute any remaining assets of the Corporation, after satisfying all liabilities, as provided in the Corporation's Certificate of Incorporation.

**ARTICLE XIII  
BOOKS, RECORDS AND REPORTS**

**Section 13.01      Administrative Reporting**

The President shall cause the Corporation to make a report of the finances and affairs of the Corporation, annually, to the Board and the Members. The President shall

also cause the Corporation to file such returns and reports with the Internal Revenue Service, the State of Delaware and/or such other authorities as required by the Law and the Code.

**Section 13.02      Corporate Finances**

The Treasurer shall keep appropriate, correct and complete records showing all disbursements, charges, receipts of assets and income, incurrence of debts and all investments and changes of investments. These records shall be open to inspection, during normal business hours, by each Member and Director, or a duly authorized representative of same.

**Section 13.03      Corporate Records**

The Secretary shall keep appropriate, correct and complete records of all minutes, resolutions and other actions of the Board, as well as any committee thereof. These records shall be open to inspection, during normal business hours, by each Member and Director, or a duly authorized representative of same.

**Section 13.04      Retention of Records**

Except as may otherwise be provided in a document retention policy of the Corporation, all records and reports made pursuant to this Article XIII shall be retained in the Corporation's records for at least seven years.

**ARTICLE XIV  
MISCELLANEOUS**

**Section 14.01      Fiscal Year**

The fiscal year of the Corporation shall end on December 31st of each year. The Board may, if authorized by the Secretary of the Internal Revenue Service pursuant to the Code, elect to change the fiscal year of the Corporation.

## **Section 14.02      Notices**

(a)    **Generally.** Whenever any notice is required to be given under these By-Laws, unless expressly stated to the contrary, notice shall be deemed to be sufficient if given by: (i) depositing the same, postage prepaid, in a post box maintained by the U.S. Postal Service, addressed to the person entitled thereto at his or her last known residence, unless such person shall have filed with the President of the Corporation a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request, or (ii) if a written request is made to the President of the Corporation, by transmitting such notice via electronic mail to recipient at such address provided to the President. If a notice is sent via electronic mail, the President shall be required to retain evidence that such notice has been transmitted, including the date and time of such transmission.

(b)    **Notices Provided Within 14 Days of Action.** Any notice required to be given to any person under these By-Laws (including, but not limited to, notice of a special meeting) that is made within 14 days of such event or action for which notice is given must be delivered by either: (i) personal delivery, (ii) federal express (or another private courier service providing documented overnight service) with overnight delivery requested, with all charges of delivery pre-paid, or (iii) certified mail, return receipt requested, postage prepaid, and by facsimile (which shall be transmitted on the same day of mailing) to the fax number such person shall have filed with the President of the Corporation; provided, however, that notices shall not be delivered by facsimile unless such person shall have provided the President of the Corporation with a fax number for the purpose of receiving notices.

(c)    **Deemed Date of Receipt.** All notices or other communications shall be deemed given (or delivered) and received: (i) when delivered, if delivered personally, (ii) on the first business day after delivery to federal express (or another private courier service providing documented overnight service) with overnight delivery requested, with all charges of delivery pre-paid, (iii) four days after mailing, if mailed by

registered or certified mail, return receipt requested, by facsimile and by electronic mail, or (iv) six days after mailing, if mailed by regular first class mail.

(d) **Waiver of Notice.** Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Such waiver shall be in writing and may be given either before or after the meeting or other action for which said notice was required and shall be delivered to the Secretary for inclusion with the records for the meeting. Attendance at any meeting for which notice was required shall be deemed to be a waiver of such notice unless the person entitled to such notice specifically states in the minutes of such meeting that such person disputes having received notice.

#### **Section 14.03      Severability**

If any provision of these By-Laws, or the application thereof to any person or circumstance, shall, for any reason and to any extent, be invalid or unenforceable, the remainder of these By-Laws and the application thereof shall remain in full force and effect.

#### **Section 14.04      Interpretation**

These By-Laws and the rights and liabilities of the parties subject to these By-Laws shall be construed under the Law, as amended from time to time. In the event of a conflict between any By-Law, the Law and the Corporation's Certificate of Incorporation shall be construed in favor of the Law or the Certificate of Incorporation.

#### **Section 14.05      The Code**

All references to the "Code" shall refer to the Internal Revenue Code of 1986, as amended from time to time, and any Regulations promulgated thereunder.

#### **Section 14.06      Titles and Headings**

Article and Section headings and titles in these By-Laws are for convenience of reference only, and shall not control or alter the meaning of these By-Laws as set forth in the text.

**Section 14.07      Interpretation of Syntax and Headings**

All references made, and pronouns used herein shall be construed in the singular or plural, and in such gender, as the sense and circumstances require.

**Section 14.08      Facsimiles and Electronic Mail**

Where any notice, consent or document is required to be signed by any party, a facsimile or portable digital file ("pdf") copy shall be acceptable as though such were an original.

**ARTICLE XV  
AMENDMENTS**

**Section 15.01      Amendment of Certificate of Incorporation**

The Certificate of Incorporation of the Corporation may be amended by the affirmative vote of all of the Members at an annual meeting, or a special meeting called for that purpose, or by the written consent of all the Members without a meeting. The Board shall have no power to adopt, amend or repeal the Certificate of Incorporation.

**Section 15.02      Amendment of By-Laws**

These By-Laws may be amended by the affirmative vote of all of the Members at an annual meeting, or a special meeting called for that purpose, or by the written consent of all the Members without a meeting. The Board shall have no power to adopt, amend or repeal these By-Laws.