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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation MIND SCIENCE FOUNDATION | | A Employer identification number 74-1384861 |
| Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) (210) 821-6094 |
| 117 WEST EL PRADO | | |
| City or town, state, and ZIP code SAN ANTONIO, TX 78212 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 730,449. | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| (Part I, column (d) must be on cash basis) | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | 494,064. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 393. | 393. | | |
| 4 Dividends and interest from securities | | 3. | 3. | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | | |
| b Gross sales price for all assets on line 6a | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10 a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) ATCH. 1 | | 191,262. | | 191,262. | |
| 12 Total. Add lines 1 through 11 | | 685,722. | 396. | 191,262. | |
| 13 Compensation of officers, directors, trustees, etc | | 0 | | | |
| 14 Other employee salaries and wages | | 134,741. | 750. | | 133,991. |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees (attach schedule) ATCH. 2 | | 6,021. | | | 6,021. |
| b Accounting fees (attach schedule) ATCH. 3 | | 20,720. | | | 20,720. |
| c Other professional fees (attach schedule) | | 600. | | | 600. |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) ATCH. 5 | | 18,097. | | | 18,097. |
| 19 Depreciation (attach schedule) and depletion | | 10,761. | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | 77,384. | | | 77,384. |
| 22 Printing and publications | | 8,404. | | | 8,404. |
| 23 Other expenses (attach schedule) ATCH. 6 | | 233,651. | | | 233,651. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 510,379. | 750. | | 498,868. |
| 25 Contributions, gifts, grants paid | | 30,000. | | | 30,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 540,379. | 750. | 0 | 528,868. |
| 27 Subtract line 26 from line 12 | | 145,343. | | | |
| a Excess of revenue over expenses and disbursements | | | 0 | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | 191,262. | |

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------|----------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | 258,080. | 408,049. | 408,049. |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ 2,400. | | | | |
| | | Less allowance for doubtful accounts ▶ | | | 2,400. | 2,400. |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation ▶ (attach schedule) | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | | | | | |
| 14 | Land, buildings, and equipment basis ▶ 439,082. | | | | | |
| | Less accumulated depreciation ▶ (attach schedule) | | | 251,431. | 242,748. | 320,000. |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | | 509,511. | 653,197. | 730,449. |
| Liabilities | 17 | Accounts payable and accrued expenses | | 9,525. | 7,868. | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 9,525. | 7,868. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | 499,986. | 645,329. | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see instructions) | | | 499,986. | 645,329. |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | | | 509,511. | 653,197. |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 499,986. |
| 2 | Enter amount from Part I, line 27a | 2 | 145,343. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 645,329. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 645,329. |

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8 } 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2011 | 420,095. | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |

2 Total of line 1, column (d) 2

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years 3

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4

5 Multiply line 4 by line 3 5

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7

8 Enter qualifying distributions from Part XII, line 4 8

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

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

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

Part VII-A Statements Regarding Activities

| | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0 | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0 | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ATCH 8 | X | |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX, | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | X | |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address WWW.MINDSCIENCE.ORG | | | | |
| 14 | The books are in care of MERIAM GOOD Telephone no 210-821-6094 | | | |
| Located at 117 WEST EL PRADO SAN ANTONIO, TX ZIP+4 78212 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year | | 15 | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country | | | | X |

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 9 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 THE FOUNDATION HELD SIX (6) PUBLIC LECTURES TO EDUCATE AND INCREASE THE PUBLIC'S AWARENESS OF SCIENTIFIC RESEARCH IN PSYCHOLOGY AND NEUROSCIENCE RELATED TO THE HUMAN MIND/BRAIN, | 498,868. |
| 2 THE FOUNDATION MADE TWO (2) RESEARCH GRANTS AVAILABLE TO TOP SCIENTISTS AT LEADING UNIVERSITIES FOR RESEARCH FOCUSED ON THE HUMAN MIND/BRAIN, THE FOUNDATION PROVIDED FUNDING FOR | 30,000. |
| 3 ONE (1) SCIENTIFIC CONFERENCE FOCUSED ON THE STUDY OF THE HUMAN MIND/BRAIN, AND THE FOUNDATION FUNDED TWO (2) UNDERGRADUATE RESEARCH PROGRAMS TO FUND STUDENT PROJECTS | |
| 4 FOCUSED ON NEUROSCIENCE AND CONSCIOUSNESS AT UNIVERSITE DE LIEGE AND INDIANA UNIVERSITY. | |

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

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

Amount

| | |
|--------------------------------------------------------|--|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 ▶ | |

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

| | | | |
|---|-------------------------------------------------------------------------------------------------------------|----|----------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | |
| b | Average of monthly cash balances | 1b | 384,170. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 384,170. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 384,170. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 384,170. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | |

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

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

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 528,868. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 528,868. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 528,868. |

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

Form 990-PF (2012)

Page **9****Part XIII Undistributed Income** (see instructions)

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

Form **990-PF** (2012)

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☒

4942(j)(3) or

☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| | Tax year | Prior 3 years | | | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|------------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | 528,868. | 420,095. | 396,499. | 360,519. | 1,705,981. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 30,000. | 110,850. | 79,500. | | 220,350. |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 498,868. | 309,245. | 316,999. | 360,519. | 1,485,631. |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | 730,449. | 578,080. | 554,357. | 527,945. | 2,390,831. |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | 410,449. | 578,080. | 554,357. | 527,945. | 2,070,831. |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| a Paid during the year ATCH 10 | | | | |
| Total | | | 3a | 30,000. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|-------------------------------------------------------------------|----------------------|---------------------------|-----------------------|--------------------------------------|--|--------------------------------------------------------------------|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | | |
| 1 Program service revenue | | | | | | |
| a ATCH 11 | | | | | | 8,200. |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | 64,191. |
| 3 Interest on savings and temporary cash investments | | | 14 | 393. | | |
| 4 Dividends and interest from securities | | | 03 | 3. | | |
| 5 Net rental income or (loss) from real estate | | | | | | |
| a Debt-financed property | | | | | | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property . | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | | |
| 9 Net income or (loss) from special events . . . | | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | | | |
| 11 Other revenue a OTHER INCOME | | | 14 | 2,571. | | |
| b GALA INCOME | | | 41 | 116,300. | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 119,267. | | 72,391. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | | 191,658. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

11-14-13

► Exe Dir

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

**Paid
Preparer
Use Only**

| |
|----------------------------|
| Print/Type preparer's name |
|----------------------------|

STEWART GOODSON

Preparer's signature

Stewart Gooden, C.P.A.

Date

11/07/2013

| |
|-------------------------------------------------|
| Check <input type="checkbox"/> if self-employed |
|-------------------------------------------------|

PTIN

P00084462

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► P.O. BOX 2938

SAN ANTONIO, TX

78299-2938

Phone no 210-228-9696

Form 990-PF (2012)

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

MIND SCIENCE FOUNDATION

Employer identification number

74-1384861

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization MIND SCIENCE FOUNDATION

Employer identification number
74-1384861**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---------------------------------------------------------------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | TOM SLICK MEMORIAL TRUST C/O FROST NATIONAL BANK, P.O. BOX 1600 SAN ANTONIO, TX 78296 | \$ 459,734. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | MARY COCKE 2418 HARRIS BOULEVARD AUSTIN, TX 78703 | \$ 8,610. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 3 | ARGONAUT MANAGEMENT SERVICES, INC PO BOX 469011 SAN ANTONIO, TX 78246 | \$ 7,500. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 4 | ROBERT R. COCKE 2418 HARRIS BOULEVARD AUSTIN, TX 78703 | \$ 7,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 5 | MR. & MRS. JACK GUENTHER, JR. 400 DEVINE ROAD SAN ANTONIO, TX 78212 | \$ 7,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization MIND SCIENCE FOUNDATION

Employer identification number

74-1384861

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|-----------------------------------------|-------------------------|------------------------------------------|-------------------------------------|
| --- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| ----- ----- ----- | | ----- ----- ----- | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| ----- ----- ----- | | ----- ----- ----- | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| ----- ----- ----- | | ----- ----- ----- | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| ----- ----- ----- | | ----- ----- ----- | |

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | ADJUSTED NET INCOME |
|-------------------------------|-----------------------------------------|---------------------------|
| MEMBERSHIP INCOME | 64,191. | 64,191. |
| OTHER INCOME | 2,571. | 2,571. |
| WORKSHOP & CONFERENCE REVENUE | 8,200. | 8,200. |
| GALA INCOME | 116,300. | 116,300. |
| TOTALS | <u>191,262.</u> | <u>191,262.</u> |

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES | 6,021. | | | 6,021. |
| TOTALS | <u>6,021.</u> | | | <u>6,021.</u> |

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING FEES | 20,720. | | | 20,720. |
| TOTALS | <u>20,720.</u> | | | <u>20,720.</u> |

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|-------------------------|---------------------------------------------------|--------------------------------|
| OTHER PROFESSIONAL FEES | 600. | 600. |
| TOTALS | <u>600.</u> | <u>600.</u> |

ATTACHMENT 5

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------|
| PAYROLL TAXES | 18,097. | 18,097. |
| TOTALS | <u>18,097.</u> | <u>18,097.</u> |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|----------------------------|-----------------------------------------|------------------------|
| ADVERTISING | 10,829. | 10,829. |
| AUDIO VISUAL & AUDITORIUM | 22,681. | 22,681. |
| AUTO EXPENSE | 535. | 535. |
| BANK CHARGES & OTHER FEES | 3,685. | 3,685. |
| COMPUTER SOFTWARE | 331. | 331. |
| CONTRACT LABOR | 234. | 234. |
| POSTAGE & DELIVERY | 2,247. | 2,247. |
| DEVELOPMENT | 9,371. | 9,371. |
| DUES & SUBSCRIPTIONS | 1,860. | 1,860. |
| INSURANCE | 15,982. | 15,982. |
| EQUIPMENT RENTAL | 3,529. | 3,529. |
| FOOD, BEVERAGE, & CATERING | 15,971. | 15,971. |
| GIFTS | 2,085. | 2,085. |
| WEBSITE & IT SERVICES | 6,745. | 6,745. |
| GRAPHIC DESIGN | 1,140. | 1,140. |
| HONORARIA | 5,300. | 5,300. |
| SPONSORSHIPS | 745. | 745. |
| OFFICE SUPPLIES | 3,981. | 3,981. |
| TELEPHONE & INTERNET | 4,398. | 4,398. |
| TRAINING | 212. | 212. |
| MISCELLANEOUS EXPENSES | 9,489. | 9,489. |
| EDUCATIONAL EVENTS | 9,057. | 9,057. |
| REPAIRS & MAINTENANCE | 3,205. | 3,205. |
| JANITORIAL & LANDSCAPING | 2,480. | 2,480. |
| UTILITIES | 2,997. | 2,997. |
| CONSULTING | 27,500. | 27,500. |
| GALA EXPENSES | 66,952. | 66,952. |
| TRUSTEE EXPENSES | 110. | 110. |
| TOTALS | <u>233,651.</u> | <u>233,651.</u> |

FORM 990-PF, PAGE 1, PART 1, LINE 19 - GENERAL DEPRECIATION

ATTACHMENT 7

| DESCRIPTION OF PROPERTY | BEGINNING BALANCE | ADDITIONS | DISPOSALS | ENDING BALANCE | TRIAL BALANCE |
|--------------------------|-------------------|-------------|-----------|----------------|---------------|
| BUILDING | 319,720.00 | | | 319,720.00 | 319,720.00 |
| COMPUTER & EQUIPMENT | 39,346.00 | 1,515.00 | | 40,861.00 | 40,861.00 |
| OFFICE EQUIPMENT | 47,003.00 | | | 47,003.00 | 47,003.00 |
| OFFICE FURNITURE | 30,934.00 | 564.00 | | 31,498.00 | 31,498.00 |
| | 437,003.00 | 2,079.00 | - | 439,082.00 | 439,082.00 |
| ACCUMULATED DEPRECIATION | (185,571.70) | (10,761.33) | - | (196,333.03) | (185,571.70) |
| | 251,431.30 | (8,682.33) | - | 242,748.97 | 253,510.30 |
| | | | | | 10,761.33 |

ATTACHMENT 8FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE CHANGES INCLUDED A NEW CLASS OF EMERITUS TRUSTEES, ADDED LANGUAGE FOR ELECTRONIC NOTIFICATION AND VOTING; AND ELIMINATED THE TITLE PRESIDENT AS AN OFFICER OF THE BOARD.
SEE ATTACHED COPY OF REVISED BYLAWS.

AMENDED AND RESTATED BYLAWS OF

MIND SCIENCE FOUNDATION

A NOT-FOR-PROFIT CORPORATION

ARTICLE I.

OFFICES

1.1. Principal Office. The principal office of the corporation in the State of Texas shall be located in the city of San Antonio, County of Bexar. The corporation may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine or when the affairs of the corporation may require.

1.2. Registered Office and Registered Agent. The corporation shall maintain a registered office in the State of Texas, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II.

BOARD OF TRUSTEES

2.1. General Powers. The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of Texas.

2.2. Number and Classes. The number of Trustees of all classes, except Emeritus, shall not be less than seven (7) nor more than twenty-four (24). The number of Trustees may be

fixed from time to time by resolution of the Board of Trustees adopted at an Annual Meeting thereof. The term of office of an incumbent Trustee shall not be decreased as a result of a reduction in the number of Trustees. There shall be four (4) classes of Trustees as follows: (1) Lifetime Trustees, (2) Institutional Trustees, (3) Elected Trustees, and (4) Emeritus Trustees. Except for the distinctions set forth in these Bylaws, each Trustee shall function in all respects as a member of the Board of Trustees of the corporation. The term "Trustee" or "Trustees" shall refer to any one or more of the four classes of Trustees.

2.3. Election and Term of Office.

A. Lifetime Trustees: There shall be three Lifetime Trustees, namely William T. Rhame, C. V. Wood and Tom Slick. Each shall serve for the balance of their respective lives or until their resignations have been received by the Secretary of the corporation or until their removal for cause. Upon the death, resignation or removal of a Lifetime Trustee, the number of Lifetime Trustees shall be diminished by one and the number of Elected Trustees shall be increased by one. No other persons shall be named as Lifetime Trustees; therefore, the class of Lifetime Trustees shall be dissolved upon the death, resignation or removal of the last of the Lifetime Trustees.

B. Institutional Trustees. There shall be three Institutional Trustees appointed by the persons set forth below (hereinafter referred to as the "Appointers") in accordance with 3.04(a) of that certain Trust entitled "Tom Slick Memorial Trust For Mind Science Foundation" dated September 19, 1972 (the "Slick Memorial Trust"):

One Institutional Trustee shall be appointed by the Chief Executive Officer of Southwest Research Institute, a Texas nonprofit corporation.

One Institutional Trustee shall be appointed by the President of Trinity University of San Antonio, Bexar County, Texas.

One Institutional Trustee shall be appointed by the President of The University of Texas Health Science Center at San Antonio, Bexar County, Texas.

In the event of the disqualification, resignation, or failure or refusal to serve of any one of the above three Appointers, the President of St. Mary's University of San Antonio, Bexar County, Texas shall serve.

In the event of a further vacancy as a result of the disqualification, resignation, or failure or refusal to serve of an Appointer, the remaining two (2) Appointers shall appoint a third Appointer to serve.

Each Institutional Trustee appointed by an Appointer pursuant to the Slick Memorial Trust shall hold office for the same period as an Elected Trustee. Any vacancy arising from the expiration of the term, resignation, death or removal of an Institutional Trustee shall be filled by the Appointer of that Institutional Trustee. An Appointer may appoint himself or herself to serve as an Institutional Trustee. There shall be no limit on the number of successive terms that an Institutional Trustee may serve. In addition to their rights and obligations as Trustees of the corporation, the Institutional Trustees shall exercise such powers

and conform to such obligations as are set forth in the relevant portions of the Slick Memorial Trust.

C. Elected Trustees. The maximum number of Elected Trustees shall be determined based on Section 2.2 guidelines and the number of living Lifetime Trustees. Elected Trustees shall be elected by the Board of Trustees and shall serve for a term of three (3) years and until their successors are duly elected and qualified. Terms of elected trustees shall be staggered such that the terms of approximately one-third (1/3) of the trustees shall expire each year. There shall be no limit on the number of successive terms that an Elected Trustee may serve.

D. Emeritus Trustees. As an honor bestowed from time to time, the Board of Trustees, at its discretion, shall confer the status of Emeritus Trustee upon retiring, or previously retired, board members. There shall be no limit to the number of Emeritus Trustees. Emeritus Trustees shall not have the right to hold office or vote, but may be appointed to committees and serve as Board liaisons. Emeritus Trustees shall receive regular Board communications and shall be invited to attend board meetings but are not required to do so. Emeritus Trustees shall not be counted for the purposes of calculating quorums.

2.4. Removal. Any member of the Board of Trustees may be removed for cause by vote of the Board of Trustees, irrespective of the class of Trustees to which that member belongs.

2.5. Regular Meetings. A regular Annual Meeting of the Board of Trustees shall be held in the City of San Antonio, Texas, at such time and place as may be designated by the Board of Trustees. The Board of Trustees may designate by resolution the time and

place, either within or without the State of Texas, of additional regular meetings of the Board of Trustees without notice other than such resolution.

2.6. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Board, the President, or at the written request of any two Trustees stating the purpose of such meeting. The person or persons authorized to call a special meeting of the Board may fix any place, within or without the state of Texas, as the place for holding any special meetings of the Board called by them.

2.7. Notice. Notice of any special meeting of the Board of Trustees shall be given at least fourteen (14) days previous thereto by written notice delivered personally or sent by mail, e-mail, or telegram to each Trustee at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be given upon transmission to the e-mail address last provided by the recipient. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

2.8. Quorum. A majority of the total number of Trustees holding office shall constitute a quorum for the transaction of any business except in the case of any matter requiring the approval of the Institutional Trustees as required by the terms of the Slick Memorial Trust document. With regard to the transaction of business which does require such approval by the Institutional Trustees, a quorum shall consist of a majority of the members of the Board of Trustees including the presence of at least two (2) Institutional Trustees.

2.9. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall constitute the act of the Board of Trustees, unless the act of a greater number is required by law, by these Bylaws or by the provisions of the Slick Memorial Trust.

2.10. Action by Two-Thirds Majority Written Consent of Trustees. Any action by the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken is signed by a two-thirds majority of the Trustees. Each written consent shall bear the date of signature of each Trustee who signs the consent. A written consent signed by less than all of the Trustees is not effective to take the action that is the subject of the consent unless, within 60 days after the date of the earliest dated consent delivered to the corporation in the manner required by this Section, a consent or consents signed by the required number of Trustees is delivered to the Chair of the Board or to the Secretary of corporation. Delivery shall be by hand, electronic transmission, or certified or registered mail, return receipt requested. Prompt notice of the taking of any action by members without a meeting by less than unanimous written consent shall be given by the Secretary to all members who did not consent in writing to the action. A telegram, telex, cablegram, electronic, or similar

transmission by a member or a photographic, photostatic, facsimile, electronic, or similar reproduction of a writing signed by a member shall be regarded as signed by the member for purposes of this Section.

2.11. Vacancies. In the case of an increase in the number of Trustees or a vacancy among the Elected Trustees, the additional Trustee(s) may be elected or vacancy filled by the Board of Trustees at any meeting by vote of a majority of the Trustees in attendance, whether or not a quorum is present. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. A Trustee elected by reason of an increase in the number of Trustees shall serve for a three year term from the Annual Meeting at which such increase was approved. Any vacancy created by the resignation or removal of an Institutional Trustee shall be filled in accordance with the provisions of Section 2.03(B) hereof. As set forth in Section 2.03(A) hereof, vacancies occurring for any reason among the Lifetime Trustees shall not be filled.

2.12. Amendment of Articles of Incorporation. Any amendment to Article II of the Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees.

2.13. Participation in Meetings by Telecommunications. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Trustees or of any committee thereof may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

2.14. Action by Electronic Voting. Any action by the Board of Trustees may be taken without a meeting if the action is authorized by unanimous e-mail vote. To conduct an e-mail vote, a ballot is sent to the voting Trustees stating exactly what is to be voted on and containing at the beginning a clearly designated place for the member to mark a vote. The subject line (or equivalent) should contain the term "ballot". Voting trustees shall cast their vote by pressing "Reply All". E-mail voting shall be conducted by the Chair. The votes shall be tabulated to produce a report that accompanies the announcement of the result. This report is sent after a deadline (by default, one full business day after ballot distribution). Ballots returned after the deadline, but received before the report is sent are valid votes and must be included in the report. If the e-mail vote results in consensus of at least two-thirds majority but is not unanimous, the Chair shall schedule a conference call or special meeting for further discussion of the matter. Following the discussion, the matter may be resolved by a subsequent e-mail vote, which may carry by two-thirds majority.

2.15. Conduct of Meeting. Unless otherwise required by law or these Bylaws, meetings of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order.

ARTICLE III.

STEERING COMMITTEE

3.1. Constitution and Powers. The Board of Trustees shall, by resolution adopted by affirmative vote of a majority of the whole Board of Trustees, appoint a Steering Committee, which shall have and may exercise, during the intervals between the meetings of the Board of Trustees, all the powers and authority of the Board of Trustees in the management of the business, properties and affairs of the Foundation, including authority to take all action provided in the Bylaws to be taken by the

Board of Trustees provided, however, that the foregoing is subject to the applicable provisions of law and shall not be construed as authorizing action by the Steering Committee with respect to any action which pursuant to section 2.02, 2.04, 2.11, 2.12 of Article II, section 3.01 and Section 3.06 of this Article III, Article IV, Section 5.03 and 5.04 of Article V, Sections 7.01 and 7.04 of Article VII and Article XI is required to be taken by vote of the Board of Trustees. The Steering Committee shall consist of such number of Trustees as may from time to time be designated by the Board of Trustees, but shall not be less than three (3) nor more than nine (9) Trustees. So far as practicable, the members of the Steering Committee shall be appointed at the Annual Meeting of the Board of Trustees in each year, and, unless removed by affirmative vote of a majority of the whole Board of Trustees, shall hold office until the next Annual Meeting and until their respective successors are appointed. All actions taken by the Steering Committee shall be deemed to have been taken under the authority of the Board of Trustees.

3.2. Place of Meeting. Meetings of the steering Committee may be held at any place, within or without the state of Texas, at a time designated by the Board of Trustees or the Steering Committee.

3.3. Meetings: Notice and Waiver of Notice. Regular meetings of the Steering Committee shall be held at the pleasure of the Board of Trustees or the steering Committee and no notice shall be required for any regular meeting. Special meetings of the Steering Committee shall be called upon request of any two (2) members thereof. Notices of special meetings shall be mailed to each member, addressed to him or her at his

or her residence or usual place of business, not later than two (2) days before the date on which the meeting is to be held, or may be sent to him or her by e-mail, by telegraph, cable or any other form of recorded communication, or be delivered personally or by telephone, on the day of such meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Steering Committee need be specified in any notice or written waiver of notice unless so required by the Bylaws. Notices of any such meeting need not be given to any member of the Steering Committee, however, if waived by him or her.

3.4. Quorum and Manner of Acting. A majority of the members of the Steering Committee, but not less than three (3), shall constitute a quorum for the transaction of business, and the action of a majority of those present at any meeting at which a quorum is present, shall be the action of the Steering Committee. In the absence of a quorum, a majority of the members of the Steering Committee present, or if two or fewer members shall be present, any member of the Steering Committee present, may adjourn any meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given other than by announcement at the meeting that is being adjourned. The provisions of Section 2.15 of Article II with respect to participation in a meeting of the Board of Trustees and the provisions of Section 2.10 of Article II with respect to action taken by the Board of Trustees without a meeting shall apply to participation in meetings of and action taken by the Steering Committee.

3.5. Records. The Steering Committee shall keep minutes of its actions and proceedings, which shall be submitted at the next

regular meeting of the Board of Trustees unless submitted sooner at a special meeting of the Board of Trustees, and any action taken by the Board of Trustees with respect thereto shall be entered in the minutes of the Board of Trustees.

3.6. Vacancies. Any vacancy among the appointed members of the Steering committee may be filled by affirmative vote of a majority of the Board of Trustees.

ARTICLE IV. OTHER COMMITTEES

The Board of Trustees may, by a majority vote of the whole Board, designate one or more other standing committees, the membership of which to consist of one (1) or more of the Trustees of the Foundation. Such standing committees shall have and may exercise all the powers of the Board of Trustees in the management of the business and affairs of the Foundation to the extent set forth in the resolutions authorizing the formation thereof. Such committee, or committees, shall report their proceedings and actions to the Board of Trustees when required.

ARTICLE V. OFFICERS

5.1. Officers. The officers of the Foundation shall consist of a Chair of the Board, one or more Vice Chairs (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have

the authority and perform the duties prescribed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Chair of the Board and secretary.

5.2. Election and Term of Office. The officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as practicable. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

5.3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.4. Vacancies. A vacancy in the office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

5.5. Chair of the Board. The Chair of the Board shall be the chief executive officer of the Foundation and shall in general supervise all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board of Trustees, and in general he or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Trustees from time to time. The Chair, with appropriate other Officers and Trustees, shall recruit and hire the Chief Operating Officer of the Foundation.

5.6. Vice Chairs. The Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs) shall perform such duties and shall have such powers as from time to time may be assigned to him or her by the Chair of the Board of Trustees.

5.7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

5.8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

5.9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in

such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chair or the Board of Trustees.

ARTICLE VI.

INDEMNITY

6.1. Indemnification. The Foundation shall indemnify its Trustees and officers from and against any and all liabilities, costs, and expenses incurred by them in such capacities to the fullest extent permitted by the Business Organizations Code, as presently in effect and as may be hereafter amended, and shall have the power to purchase and maintain liability insurance coverage for those persons or make and maintain other arrangements on such persons' behalf as, and to the fullest extent, permitted by such Act, as presently in effect and as may be hereafter amended.

6.2. Indemnification Not Exclusive. The rights of indemnification and reimbursement provided for in Section 6.1 of this Article VI shall not be deemed exclusive of any other rights to which any such Trustee or officer may be entitled under the Articles of Incorporation, or as a matter of law or otherwise.

ARTICLE VII.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter

into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

7.3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

7.4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. The Foundation may retain or dispose of any such gift as deemed appropriate by the Board of Trustees.

ARTICLE VIII.

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE X.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI.

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the members of the full Board of Trustees, if at least five days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

These bylaws were approved and adopted by the Board of Trustees at a special meeting duly called, held and convened on the 2nd day of May, 2013.

ATTEST:

Daniel S. Cooper, SECRETARY

MIND SCIENCE FOUNDATION

74-1384861

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|
| TOM SLICK 4200 NORTHSIDE PARKWAY BLDG. 2, SUITE 100 ATLANTA, GA 30327 | LIFETIME TRUSTEE 1.00 | 0 0 0 |
| SUHALI ARASTU 5 DEERHURST SAN ANTONIO, TX 78218 | BOARD MEMBER 1.00 | 0 0 0 |
| CLAYTON AYNESWORTH 3706 MEADOWBANK DRIVE AUSTIN, TX 78703 | BOARD MEMBER 1.00 | 0 0 0 |
| BETTY BOSTON 112 PEARL BREWERY PARKWAY BLDG 2, #2501 SAN ANTONIO, TX 78215 | BOARD MEMBER 1.00 | 0 0 0 |
| MARY STINCHCOMB COCKE 2418 HARRIS BOULEVARD AUSTIN, TX 78703 | BOARD MEMBER 1.00 | 0 0 0 |

MIND SCIENCE FOUNDATION

74-1384861

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D) -

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|---------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|
| MONA LOWE 101 POWDERHORN TRAIL SAN ANTONIO, TX 78232 | BOARD MEMBER 1.00 | 0 |
| JOHN MCNAB 706 CORONA SAN ANTONIO, TX 78209 | CO-CHAIR 2.00 | 0 |
| PEMMARAJU N. RAO, PHD 4307 WESTBURY DR. NORTH SAN ANTONIO, TX 78228 | BOARD MEMBER 1.00 | 0 |
| ALICE B. VIROSLAV, MD 318 CANTEBURY HILL SAN ANTONIO, TX 78209 | BOARD MEMBER 1.00 | 0 |
| PAUL INGMUNDSON, PHD 804 W. WOODLAWN AVE. SAN ANTONIO, TX 78212 | VICE CHAIR 2.00 | 0 |
| BOB COCKE, PHD 2418 HARRIS BOULEVARD AUSTIN, TX 78703 | CO-CHAIR 2.00 | 0 |

MIND SCIENCE FOUNDATION

74-1384861

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9 (CONT'D) -

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|---------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|
| DAN COOPER, PHD 51 SILVERHORN DRIVE SAN ANTONIO, TX 78216 | SECRETARY 2.00 | 0 0 0 |
| RICHARDSON GILL, PHD 7707 BROADWAY, 11A SAN ANTONIO, TX 78209 | TREASURER 2.00 | 0 0 0 |
| JAMES ROBERTS P.O. BOX 1648 MEDINA, TX 78055 | TRUSTEE 1.00 | 0 0 0 |
| EMILIO ROMERO 141 TWINLEAF LANE SAN ANTONIO, TX 78213 | TRUSTEE 1.00 | 0 0 0 |
| PATTY BEEM 4424 SENTINEL POST ROAD ATLANTA, GA 30327 | BOARD MEMBER 1.00 | 0 0 0 |
| JOHNNY JOHNSON 429 GARRATY ROAD SAN ANTONIO, TX 78209 | BOARD MEMBER 1.00 | 0 0 0 |

MIND SCIENCE FOUNDATION

74-1384861

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

ATTACHMENT 9 (CONT'D) -

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> |
|----------------------------------------------------------------|-----------------------------------------------------------------|---------------------|
| GEORGE PERRY 15852 REVELLO DRIVE HELOTES, TX 78023 | BOARD MEMBER 1.00 | 0 |
| PATRICIA SMOTHERS 114 GENESEO ROAD SAN ANTONIO, TX 78209 | BOARD MEMBER 1.00 | 0 |
| GRAND TOTALS | | <u>0</u> |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------|---------------|
| | | | | |
| UNIVERSITE DE LIEGE PLACE DU VINGT AOUT 7 4000 LIEGE BELGIUM | NONE EXEMPT | | RESEARCH AWARD | 15,000 |
| TRUSTEES OF INDIANA UNIVERSITY IU BLOOMINGTON, FRANKLIN HALL 200 601 E KIRKWOOD AVE BLOOMINGTON, IN 47405 | NONE EXEMPT | | RESEARCH AWARD | 15,000 |
| TOTAL CONTRIBUTIONS PAID | | | | <u>30,000</u> |

MIND SCIENCE FOUNDATION

74-1384861

FORM 990-PF, PART XVI-A - ANALYSIS OF PROGRAM SERVICE REVENUE

ATTACHMENT 11

| <u>DESCRIPTION</u> | <u>BUSINESS CODE</u> | <u>AMOUNT</u> | <u>EXCLUSION CODE</u> | <u>AMOUNT</u> | <u>RELATED OR EXEMPT FUNCTION INCOME</u> |
|--------------------|--------------------------|---------------|---------------------------|---------------|----------------------------------------------|
|--------------------|--------------------------|---------------|---------------------------|---------------|----------------------------------------------|

WORKSHOPS AND SPEAKER SERIES

8,200.

TOTALS

8,200.

FEDERAL FOOTNOTESFORM 990-PF, PAGE 8, PART X, LINE 4

MIND SCIENCE FOUNDATION IS A PRIVATE OPERATING FOUNDATION WHICH RECEIVES THE MAJORITY OF ITS SUPPORT FROM THE TOM SLICK MEMORIAL TRUST. THE FOUNDATION DOES NOT MAINTAIN ASSETS FOR INVESTMENT SINCE ALL OF ITS ENDOWMENT FUNDS ARE HELD IN THE TOM SLICK MEMORIAL TRUST, WHICH IS AN ENTITY SEPARATE AND APART FROM THE FOUNDATION. MANAGEMENT BELIEVES THAT ALL ASSETS OWNED BY THE FOUNDATION, INCLUDING CASH, ARE REQUIRED TO BE USED FOR THE FOUNDATION'S CURRENT OPERATION IN ORDER TO PAY ADMINISTRATIVE EXPENSES AND OTHER NORMAL EXPENDITURES DIRECTLY RELATED TO THE FOUNDATION'S CHARITABLE AND EDUCATIONAL ACTIVITIES. MANAGEMENT BELIEVES THAT HISTORICAL CASH FLOW STATISTICS SUPPORT THIS CONCLUSION.

**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 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

**Type or
print**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

MIND SCIENCE FOUNDATION

74-1384861

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

117 WEST EL PRADO

City, town or post office, state, and ZIP code. For a foreign address, see instructions

SAN ANTONIO, TX 78212

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 ► MERIAM GOOD

Telephone No ► 210 821-6094

FAX No ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

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

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

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

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).

| | | |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------|
| Type or print 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 |
| | MIND SCIENCE FOUNDATION | 74-1384861 |
| | Number, street, and room or suite no. If a P O box, see instructions | Social security number (SSN) |
| | 117 WEST EL PRADO | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | SAN ANTONIO, TX 78212 | |

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

| 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 ☒ MERIAM GOOD
Telephone No ☐ 210 821-6094 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 20 13
- For calendar year 2012, or other tax year beginning , 20 , and ending , 20
- 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 COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---|
| 8a 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 | 8a \$ | 0 |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b \$ | 0 |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 8c \$ | 0 |

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 ☒ Meriam Good Title ☒ CPA Date ☒ 07/29/2013

Form 8868 (Rev 1-2013)